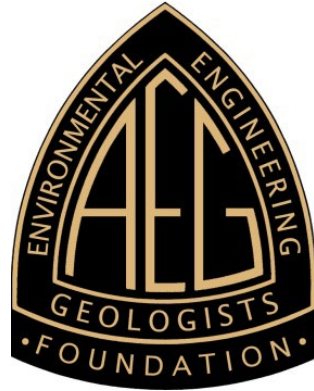


AEG FOUNDATION



CHARTER

ROY J. SHLEMON SPECIALTY CONFERENCE FUND

SUPPORTING ADVANCED PRACTICE SPECIALTY CONFERENCES IN
ENVIRONMENTAL AND ENGINEERING GEOLOGY

AEG FOUNDATION
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THE PURPOSE OF AEG FOUNDATION FUND CHARTERS

An AEG Foundation Fund Charter is a document adopted by the Foundation's Board of Directors (Board). It describes (as applicable)

- the history of a fund,
- donor intent,
- the purposes for which the fund may and may not be used,
- the Board's goals for the fund,
- administrative operating criteria, and
- financial operating criteria.

A Fund Charter demonstrates the Board's commitment to prudent management of the Foundation's resources and compliance with applicable accounting and legal standards. Within the framework of AEG Foundation governance, a Fund Charter is a policy document that may be amended or interpreted by the Board through a simple majority vote. A Fund Charter may refer to other documents that further describe the history, nature, and operations of a fund. Significant historical formal resolutions of the Board that apply to a particular fund are attached to the Fund Charter in an appendix.

This Charter revision for the Roy J. Shlemon Specialty Conference Fund of the AEG Foundation was duly adopted by the Board of Directors of the AEG Foundation on July 8, 2024.

By:



A handwritten signature in blue ink, appearing to read 'Rosalind Munro', is written over a light blue grid background.

Rosalind Munro, Secretary

FUND CHARTER
ROY J. SHLEMON SPECIALTY CONFERENCE FUND

PURPOSE AND SCOPE

The AEG Foundation Roy J. Shlemon Specialty Conference Fund was established by the AEG Foundation in 1998, to support specialty conferences in engineering geology with seed money that would be modeled on the Penrose Conferences of The Geological Society of America. The fund name recognizes the initiative and generosity of Roy J. Shlemon, who donated the initial principal of the fund.

The Roy J. Shlemon Specialty Conference Fund does not support research costs of individuals or organizations leading to presentations made at the conference, nor does it support general and administrative (overhead) costs, technical or scientific consulting fees, or equipment purchase or maintenance costs of organizations receiving grants from it.

Should there be a substantial surplus for the meeting, 25% of the meeting surplus or the amount of seed money provided whichever is smaller, should be returned to the fund to provide for other conferences in the future.

The Roy J. Shlemon Specialty Conference Fund supports specialty and advanced practice conferences of interest to the members of the environmental and engineering geologic community. The goal of a Shlemon Conference is to bring together specialists in environmental and engineering geology for several days of intensive state-of-the-science sessions, workshops, and field trips devoted to discussion of current knowledge of emerging scientific, technical, regulatory, and practice issues and challenges. Emerging issues may involve novel investigative and analytical techniques, some of which may be controversial or unproven. Presentations and discussions of new approaches to site characterization and regulatory trends are appropriate. A primary characteristic of Shlemon Conferences is that they are held in locations where field observations can be combined with the subject matter of the conference. The spirit of the conferences is to develop agreement on applicable knowledge, and to advance the practice techniques applied to evolving challenges, with the goal of better and more reliable results. To make the conference expertise available to a wider practitioner and public audience, the conference proceedings are published in either book form, journal articles, or electronic media.

Additional information is provided in the attached appendices.

Appendix One	Gift Instrument
Appendix Two	Biographical Information
Appendix Three	List of Shlemon Specialty Conferences
Appendix Four	Board Resolutions and Motions
Appendix Five	Fund History

FUND MANAGEMENT AND DONATIONS

The fund management will be in accordance with the current AEG Foundation Fund Management Policy and subsequent updates. Donations accepted will be in accordance with the current AEG Foundation Gift Acceptance Policy and subsequent updates.

Fund distribution will be in accordance with the Gift Instrument in Appendix One.

FUND ADMINISTRATION AND OPERATION

The Roy J. Shlemon Specialty Conference Fund provides seed money for approved conference topics. It is expected that the conference will generate a modest surplus after return of the seed money, to be added to the corpus of the Roy J. Shlemon Specialty Conference Fund for support of future conferences. It is recognized that in the event the conference loses money, some or all of the seed money may not be returned. In some instances, the conference surplus may be shared with another sponsoring non-profit organization. Such arrangement must be approved by the AEG Foundation Board in the planning stage of the conference

The Roy J. Shlemon Specialty Conference Fund does not support research costs of individuals or organizations leading to presentations made at the conference, nor does it support general and administrative (overhead) costs, technical or scientific consulting fees, or equipment purchase or maintenance costs of organizations receiving grants from it.

In keeping with the Internal Revenue Code classification of the AEG Foundation as a 501(c)(3) charitable organization, the Foundation will not make grants supporting conferences or publications that are designed to be used to influence political decisions or processes. The AEG Foundation Board of Directors will make, in its sole discretion, all decisions regarding grants from the Roy J. Shlemon Specialty Conference Fund, acceptance of donor conditions on gifts, and fund management.

In applying for a grant from the AEG Foundation, the grant applicant agrees to:

- use the funds received from the AEG Foundation directly for the proposed use;
- use the funds in accordance with applicable law and regulation;
- avoid activities in the use of the funds that would jeopardize the AEG Foundation's tax-exempt status;
- track the receipt and expenditure of funds in a way that provides a clear audit trail demonstrating compliance with appropriate accounting standards;
- provide the Foundation with a written final report that documents and describes conference, includes the complete financial statement, and demonstrates compliance with grant conditions;
- acknowledge the support of the AEG Foundation in any publications and presentations that make use of the work supported by the grant; and
- provide the Foundation with one electronic copy of any publication that incorporates work supported by the grant.

- Additional grant conditions may be added based on the type of conference and grant application information.

Donor Intent

Recognizing donor intent, the establishing gift to the AEG Foundation is classified as a Contribution with Donor Intent. The donor intended for the corpus of the fund to remain intact, and that the interest and future contributions would fund the grants. Additional gifts from any donor and any fund transfer from any AEG Foundation program or support fund will be classified as an Asset without Donor Restriction. Earnings from contributions are classified as an Asset without Donor Restriction.

See the Gift Instrument in Appendix One for additional information.

Grant Fund Operational Protocols

- The Foundation contemplates funding grants that can be carried to completion within two years of initiation unless a specific exception is approved by the Board.
- Each year the Board will determine the amount of funds available for award in the following year.
- Grant applications will be reviewed by a Selection Committee, which will make a recommendation to the Board. The Board shall approve the appointment of the chair of the Selection Committee.
- Grants will be approved or further conditioned by approval of a motion made at a Board meeting.
- Grant applications should be received at least 90 days before funding is required.
- The Foundation may disburse grants in stages, depending on progress made.
- Identifiable costs directly related to the operation of the Roy J. Shlemon Specialty Conference Fund may be expensed to the Fund.
- The Board may assess an administrative support fee to assist in funding the Foundation's general administrative and fundraising functions.

SCHEDULE FOR REVIEW OF CHARTER

The Board may maintain this Charter unchanged or make revisions at any time. This fund Charter shall be reviewed by the Board at least every five years, on a schedule to be determined by the Board. The Programs Committee shall prepare recommendations for consideration by the Board at that time.

APPENDIX ONE GIFT INSTRUMENT

Founding Donor's goal for the use of the Fund

Grants from the Roy J. Shlemon Specialty Conference Fund are intended to support specialty conferences in engineering geology with seed money that would be modeled on the Penrose Conferences of The Geological Society of America.

The Roy J. Shlemon Specialty Conference Fund does not support research costs of individuals or organizations leading to presentations made at the conference, nor does it support general and administrative (overhead) costs, technical or scientific consulting fees, or equipment purchase or maintenance costs of organizations receiving grants from it.

Should there be a substantial surplus for the meeting, 25% of the meeting surplus or the amount of seed money provided whichever is smaller, should be returned to the fund to provide for other conferences in the future.

Founding Donor's goal regarding the initial fund corpus

The original fund corpus is considered a contribution with donor intent.

Founding Donor's goal regarding additional donations and income.

Additional donations and income to the Fund are unrestricted.

Maximum individual grant or maximum total award

There are no restrictions to a maximum individual grant amount or maximum total award for the year. The intent is to provide flexibility to adjust the awards to match the actual funds needed to support the conference(s).

Founding Donor's goal regarding the lifespan of the Fund.

If the Fund does not award any grants for 5 consecutive years, and the Board has not identified a route forward to continue use of the Fund, the Funding Donor wishes the remaining funds in the budget to be moved to the Greatest Needs for unrestricted use by the Board.

APPENDIX TWO BIOGRAPHICAL INFORMATION

Roy J. Shlemon received a B.A. in Geology in 1958 from Fresno State College, Fresno, California; a M.S. in Geology in 1959 from the University of Wyoming, Laramie, Wyoming; and a Ph.D. in Physical Geography in 1967 from University of California, Berkeley. His dissertation was entitled, “*Landform-Soil Relationships in Northern Sacramento County, California.*” After his education, and before founding Roy J. Shlemon & Associates, Inc., he taught geology and geomorphology at University of California, Davis, and Louisiana State University, Baton Rouge. He received five Educational Research Grants from the National Science Foundation between 1961 and 1971.

Roy has over 225 professional journal publications (monographs, articles, abstracts, and reviews) since 1965 dealing with mining geology, Quaternary geology, geomorphology and soil-stratigraphic applications to engineering geology. The topics of these publications range from landslide recognition and age, to delta formation, to neotectonic assessments of fault activity, to location and cause of ground fissures and differential settlement.

Roy has been providing specialized engineering geologic consulting services for over 40 years, after teaching geology and geomorphology at two universities for the previous 7 years. Roy's specialized consulting services focus on Quaternary geology, geomorphology, and soil stratigraphy applied to evaluation of fault activity, landslide identification, evaluation of ground fissures, location of gold-and tin-bearing stream channels, and location of economic sand and gravel deposits. Roy has provided his specialized consulting services to private organizations, including other engineering geology consulting firms, government agencies, and advisory boards. He has worked on sites for nuclear power plants, liquefied natural gas terminals, large dam projects, mine sites, radioactive waste disposal facilities, and residential and commercial developments throughout the world. Most of his work has been in the western United States, Latin America, and the Middle East.

Roy received AEG's Publication Award in 1985 for his paper entitled, “Application of Soil Stratigraphic Techniques to Engineering Geology” (*AEG Bulletin*, Vol. XXII, No. 4). In 1993, he was selected as the AEG-GSA Richard H. Jahns Distinguished Lecturer in Engineering Geology. He was elected Trustee of the Geological Society of America Foundation in 1996. He donated money to The Geological Society of America to establish the Roy J. Shlemon Mentor in Engineering Geology program. He donated money to the Engineering Geology Foundation in 1997 to begin an endowment fund for continuing education for specialty conferences in engineering geology and related fields. In 1998, he accepted the nomination to serve as a member of the Board of Directors of the Engineering Geology Foundation.

Roy J. Shlemon's accomplishments and history of service to the engineering geology profession was rewarded with his election as an Honorary Member of the Association of Engineering Geologists in 2000.

**APPENDIX THREE
LIST OF SHLEMON SPECIALTY CONFERENCES**

April 1-3, 2004	Earth Fissures, El Paso, TX
May 3-5, 2006	Mass Wasting in Disturbed Watersheds, Durango, CO
June 4-6, 2008	The Geological Assessment of Naturally Occurring Hazardous Substances, Folsom, CA
February 19-20, 2009	Investigation, Risk Analysis, and Mitigation of Surface Faulting, Palm Desert, CA
June 3-5, 2009	Advancing New Madrid Region Time-History Determination, Memphis, TN
May 13-15, 2010	Modern Subsidence, Sea-Level Rise, and the Future of the Gulf Coast, Houston/Galveston, TX
October 27-28, 2011	Opportunities for Alternative Energy Development in Arizona and the Southwest—Geologic/Hydrologic Considerations, Tempe, AZ
May 16-17, 2013	Dam Failures and Incidents, Denver, CO

**APPENDIX FOUR
BOARD RESOLUTIONS AND MOTIONS**

- 04/10/2006 Original Charter approved by the AEG Foundation Board of Directors.
- 4/9/2011 Review schedule changed to at least every five years.
Assets reclassified to Temporarily Restricted and Unrestricted.
- 02/29/2012 Changes to fund management protocols.
- 05/07/2018 Changed to show that Shlemon Conferences do not need to be sponsored by AEG.
- 07/08/2023 Addition of Gift Instrument and simplification of Charter.

APPENDIX FIVE FUND HISTORY

Note that this information is for historical purposes and is not representative of the current Fund Charter.

The original description of the purpose and scope of the fund is in the minutes of the Foundation board meeting of October 1, 1997, item 2c, and edited in March 2023 based on conversations with Roy J. Shlemon regarding intent. It reads:

“Williams reviewed the proposal by Roy Shlemon to provide the Foundation with a gift of \$50,000.00 for the purpose of creating a specialty conference fund on the order of GSA’s Penrose Conference format.... (Shlemon) requested that the principle of the gift, or corpus, be kept intact and that 75-80% of the interest be used to fund specialty conferences and 20-25% of the interest be kept in the fund to maintain the fund against inflation. The proposal was agreed to by the board.”

Further description of donor intent is provided by Shlemon (personal communication to Robert Tepel, Foundation President) in 2005. It states (in summary):

“The Shlemon Specialty Conference Fund has a specific intent: viz., to initiate and otherwise help support technical conferences of use to the AEG and its members.... Specifically, the intent is to support the conference as modeled after the GSA Penrose program. In this regard, the funds provide seed money. And it is hoped that the conferences can be self-supporting. Any conference surplus would go back into the corpus for investment and support of the next conference. By the way, there is no limit on the number of conferences that can be undertaken. There is nothing sacred about one per year. It is up to the energy and enthusiasm of the AEG and its members. Therefore, the corpus should be left intact, and grow by investment income plus any donations or additions by conference surplus. Ostensibly, the participants’ fees should cover conference expenses, including venue, (and) the hiring of an administrator.... In essence, don’t use these conference funds, whether donations or interest income, to fund other projects. That is the fundamental intent.”

MODERN PURPOSE AND SCOPE

From the Conference Guidelines prepared by Julie Keaton (edited):

Shlemon Specialty Conferences are sponsored by the AEG Foundation and a Conference Organizer or Organizing Committee of qualified individuals, and follow procedures typical of The Geological Society of America’s Penrose Conferences and the American Geophysical Union’s Chapman Conferences. Shlemon Specialty Conferences are supported, in part, by funds provided by Roy J. Shlemon, an Honorary Member of the Association of Environmental & Engineering Geologists, and a Fellow of The Geological Society of America. The conferences provide for an intensive two- to three-day forum of technical discussions among researchers and practitioners,

and focus on topics beneficial to society and directly related to application of the engineering and environmental geosciences. The conferences are intended to promote and disseminate practice and research results, and to foster improvement and understanding of applied geology.

A typical Conference includes: Day 1) invited presentations in the morning and volunteered poster presentations in the afternoon; Day 2) field trip and dinner; and Day 3) discussions and summary in the morning with the Conference ending at noon.

Conferences including a field trip should have a maximum of 50 attendees. Conferences without field trips should have a maximum of 75 attendees.

Restatement of Purpose and Scope

Based on the experience of planning two Shlemon Conferences, the AEG Foundation Board of Directors, meeting on April 9-10, 2006, adopted by motion this Charter and restates the purpose and scope of the Roy J. Shlemon Specialty Conference Fund as:

The Roy J. Shlemon Specialty Conference Fund supports specialty and advanced practice conferences of interest to the members of the environmental and engineering geologic community. The goal of a Shlemon Conference is to bring together specialists in environmental and engineering geology for several days of intensive state-of-the-science sessions, workshops, and field trips devoted to discussion of current knowledge of emerging scientific, technical, regulatory, and practice issues and challenges. Emerging issues may involve novel investigative and analytical techniques, some of which may be controversial or unproven. Presentations and discussions of new approaches to site characterization and regulatory trends are appropriate. A primary characteristic of Shlemon Conferences is that they are held in locations where field observations can be combined with the subject matter of the conference. The spirit of the conferences is to develop agreement on applicable knowledge, and to advance the practice techniques applied to evolving challenges, with the goal of better and more reliable results. To make the conference expertise available to a wider practitioner and public audience, the conference proceedings are published in either book form, journal articles, or electronic media.