

BYLAWS AND OPERATING REGULATIONS
FRIENDS OF MINERALOGY, INC.

BYLAWS

ARTICLE I - NAME AND SEAL

Section 1.

The name of this nonprofit educational corporation is **FRIENDS OF MINERALOGY, INC.** hereinafter referred to as **FM**.

Section 2.

The seal of this corporation shall be circular in form and shall bear on its outer edge the words "**FRIENDS OF MINERALOGY, INC.** and in the center the words and figures "**Corporate Seal 1972 California**".

ARTICLE II - MEMBERSHIP

Section 1. - Individual

- A. Membership shall be open to any individual who supports the purposes and objectives of FM.
- B. Application for membership shall be made in writing on a form prescribed by the Board of Directors, accompanied by the first years dues.
- C. Any member may withdraw from FM by presenting a written resignation to the president. Dues will not be refunded in part or in full to a resigning member.
- D. Suspension or Expulsion
Should the attitude or conduct of any member at any time be such as to be considered detrimental to the welfare of FM, such member may be suspended or expelled, provided that:
 - 1. The individual is given adequate opportunity to present arguments against such action.
 - 2. The Board of Directors, after careful consideration of these arguments by the individual, concurs by an affirmative two-thirds vote (at a meeting or by mail).
 - 3. The violation upon which the contemplated expulsion is based does not cease immediately after the individual is notified of the Board of Directors consensus.
- E. Members shall not receive any salary for their services and they shall not receive reimbursement for expenses related to their attendance at meetings.

Section 2. - Chapters

- A. Membership shall be open to any group of ten or more members of FM organized to promote the purposes and objectives of FM.

- B. The application for a charter shall be made in writing on a form prescribed by the Board of Directors and sent by the Secretary of FM, accompanied by the proper dues.
 - 1. The Executive Committee shall review the application.
 - a. If the application is approved, a charter will be sent to the Chapter.
 - b. If the application is rejected, the dues will be returned.
- C. It is understood that members in the Chapters shall have all the privileges and benefits and shall assume all the obligations of membership in FM.
- D. Revoking a Charter
If the Chapter is in violation of any of the conditions upon which the charter was predicated, the charter can be revoked by the Executive Committee provided that:
 - 1. The Chapter is fully informed in writing of the contemplated action and the reasons therefore.
 - 2. The Chapter is given adequate opportunity to present arguments against such action.
 - 3. The Executive Committee, after careful consideration of these arguments, concurs by a majority vote to the revocation.
 - 4. The violation upon which the contemplated action is based does not cease immediately after the Chapter is notified of the Executive Committee's consensus.
 - 5. The Chapter shall turn over to FM the charter and all chapter records, funds and other properties in the event the charter is revoked.
- E. Members within a Chapter are subject to expulsion by FM the same as members who are not in a Chapter. (See Article II, Section 1.D.)
- F. Withdrawal
 - 1. Any Chapter wishing to withdraw from FM shall make its intention known in a written notice to the Secretary.
 - 2. The charter and all Chapter records, funds and other property shall be returned with the resignation.
 - 3. Individual members shall continue as members of FM as long as their dues are paid.
- G. All other requirements pertaining to Chapters will be listed in the Operating Regulations.

ARTICLE III - DUES

Section 1.

The amount of the dues shall be set forth in the Operating Regulations.

- A. Individual (National) members shall remit dues directly to the Treasurer of FM within 30 days of the Treasurer's direct billing. Rev. 2/99
- B. Chapter members shall pay dues through the Chapter as set forth in the operating Regulations.

Section 2.

Dues shall be delinquent on March 1st of each year.

Section 3.

A member who has been dropped from membership because of nonpayment of dues may be reinstated upon payment in full of delinquent dues as defined in the Operating Regulations.

ARTICLE IV - MEETINGS

Section 1.

Meetings of the members of FM may be held at any time and place that the Board of Directors shall direct. The Secretary shall mail a written notice of meetings to all members not more than 60 days and no less than 25 days prior to the meeting date.

Section 2.

The annual meeting of FM shall be held in February in Tucson, Arizona in conjunction with the Tucson Gem and Mineral Show.

Section 3.

Special meetings of the members may be called by a majority vote of the Board of Directors or a majority vote of the members. Notice of a special meeting stating the time, place and purpose shall be mailed to each member by the Secretary not more than 45 days and not less than 20 days prior to the meeting.

Section 4.

A quorum of members at any meeting of members shall be those present in person or by proxy. The act of a majority of members of a quorum shall be the act of the full membership except as may otherwise be specifically provided by statute, the Articles of Incorporation, or these Bylaws.

Section 5.

At every meeting of members, each member shall be entitled to one vote either in person, by mail ballot or by proxy duly appointed by a written instrument subscribed by such member and dated not more than 60 days prior to such meeting.

Section 6.

Business of the general membership can legally be conducted by e-mail, FAX or U.S. mail. Provision for postal mail shall be made for voting purposes for use by those who choose to use it or who do not have electronic mail facilities. (Rev. 2/04)

ARTICLE V - BOARD OF DIRECTORS

Section 1. - Members

A. Twelve members elected by the general membership. (Rev. 2/04)

- B. One member from each Chapter.
 - 1. Each Chapter shall designate a Director. Directors designated by chapters are not eligible to be officers.
 - 2. A Chapter with written notice to the Secretary can designate an alternate in the event the Director cannot attend a meeting.
- C. One nonvoting representative from the American Federation of Mineralogical Societies.
- D. One nonvoting representative from the Mineralogical Society of America.
- E. One nonvoting representative from the *Mineralogical Record* and *Rocks & Minerals* magazines.

Section 2. - Term of Office

Each elected director shall hold office for three years. The terms of the Directors shall be staggered so that 1/3 shall be elected every year.

Section 3. - Vacancy

Any vacancy in the elected Board occurring during the year may be filled by a majority vote of the Executive Committee for the remainder of the term of the vacant Board position. Rev. 2/04

Section 4. - Resignation

Any Director may resign at any time by presenting a written resignation to the President.

Section 5. - Duties

The business, property and affairs of the corporation shall be managed by the Board of Directors. Members shall be advised of actions taken by the Board.

Section 6. - Meetings

- A. An annual meeting of the Board of Directors shall be held in the same city as the annual meeting of the membership and shall occur within seven days before or after the membership meeting. Rev. 2/06
- B. At this meeting, the Board of Directors shall elect from the elected members a President, Vice President, Secretary, Treasurer and three members of the Nominating Committee (one of whom will be designated as Chairperson). No member of the Nominating Committee shall be eligible for re-election to the Board of Directors, should the end of their current elected term correspond with their election to the Nominating Committee.
- C. Special meetings of the Board of Directors may be called by the President, and must be called by the President on written request of three or more Directors.
- D. Business of the Board can be legally conducted by either E-mail, FAX, telephone or U.S. mail. (Rev. 2/99)
- E. Quorum
A majority of the Directors shall constitute a quorum for any meeting. The majority vote of the Directors present at any meeting shall be the action of

the Board of Directors except as may be otherwise specifically provided by statute, Articles of Incorporation, or these Bylaws.

F. Compensation and Affiliation

Directors shall not receive any salary for their services and they shall not receive reimbursement for expenses related to their attendance at Directors meetings unless allowed by resolution of the Board of Directors. Nothing herein contained shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. Officers may receive compensation for services rendered to the corporation in any amount authorized and fixed by the concurring vote of 2/3 of the Directors.

Section 7. - Expulsion

Any Director of the corporation may be removed for cause by the affirmative vote of 2/3 of the members of the Board of Directors at any annual, regular or special meeting of the Board of Directors, provided the Director has had an opportunity to be heard. The Executive Committee may replace a Director who misses two consecutive meetings.

ARTICLE VI - ELECTIONS

Section 1. - Nominating Committee

A. Election

At the annual meeting of the Board of Directors, three members of the Nominating Committee shall be elected and one shall be designated as Chairperson. No Director serving in the last year of their three-year term is eligible for election to the Nominating Committee. (Rev. 2/99)

B. Duties

1. Seek recommendations from the membership.
2. Propose a list of names with resumes for election to the Board of Directors for a term of three years.
3. Give the list with the resumes and a ballot to the Secretary for mailing.
4. After the election, select a candidate for each office for consideration by the Board at the annual meeting.

Section 2. - Election of the Board of Directors

The Secretary shall mail a slate and ballot to each member and arrange for a committee to count the ballots.

Section 3. - Election of Officers

- A. The Nominating Committee shall present the slate of officers to the Board of Directors.
- B. Nominations from the floor shall be accepted.
- C. After nominations are closed, the election shall follow. If more than one candidate for an office is presented, a written ballot shall be used.

ARTICLE VII -OFFICERS

Section 1.

The officers of FM shall be President, Vice President, Secretary and Treasurer.

Section 2.

The officers shall constitute the Executive Committee.

Section 3.

After February 28, 2003 officers shall be elected from the elected Directors at the annual meetings of the Board. Officers shall serve two years per term in office, except those officers selected to fill interim vacancies under Section 6, who shall serve concurrently with the then-elected officers for a maximum of two years. Officers may serve a maximum of two terms in any one office. (Rev. 2/04.)

Section 4.

Vacancies in office may be filled by a majority vote of the Board except that the Vice President shall serve as President in the event that the President resigns.

Section 5. - Duties

The officers shall severally perform the duties usually pertaining to their office.

Section 6. - Removal

Any officer of the corporation may be removed as such officer for cause by the affirmative vote of 2/3 of the members of the Board of Directors at the annual, regular or special meeting of the Board of Directors at which meeting said officer shall have an opportunity to appear and be heard.

ARTICLE VIII - COMMITTEES

The Board of Directors shall appoint any and all committees necessary to carry out the purposes of FM.

ARTICLE IX - AMENDMENTS

Section 1.

Amendments to the Articles of Incorporation or to the Bylaws shall be only be made by a majority vote of the members voting at a general meeting in person, by written ballot or by proxy.

Section 2.

Ballots for amendments shall be mailed via the U.S. Post Office or e-mailed to all members not more than 50 days and not less than 30 days

before the voting date. The voting date will be agreed by a majority of directors. E-mail and postal mail ballots must be sent to the Secretary, postmarked or transmitted two weeks before the voting date. (Rev. 2/04.)

Section 3.

With each ballot shall be mailed a copy of the proposed amendment(s) and the section(s) proposed for amendment and a brief statement by the proponents and opponents, if any, of the reasons for and against the amendment(s).

ARTICLE X - RULES OF ORDER

Except where it conflicts with statute, the Articles of Incorporation or these Bylaws, Robert's Rules of Order (latest edition) shall govern the conduct of activities of this corporation.

ARTICLE XI - OPERATING REGULATIONS

Section 1.

At any duly called meeting of the Board of Directors or membership, decisions relating to the operations of the corporation shall be designated as Operating Regulations. These regulations shall be organized for easy reference and dated.

Section 2.

The Operating Regulations may be established, revised or revoked by a majority affirmative vote at any meeting of the Board of Directors or the membership.

Section 3.

The Operating Regulations shall not be in conflict with these Bylaws or the Articles of Incorporation.

Section 4.

The Secretary will keep the Operating Regulations up to date.

ARTICLE XII - EXEMPT ACTIVITIES

Notwithstanding anything contained herein, no member, Director, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not appropriate under Section 501 (c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

OPERATING REGULATIONS

OFFICIAL ADDRESS

The principal office of FM must be located in California. It shall be the address of a California National member. The current address is designated as 4620 Doe Street, Shingle Springs, CA 95682, c/o Michael Kokinos.

DUES

A. Members of Chapters

Dues for the Chapters are set by the Chapters, but \$6.00 of each member's dues shall be forwarded to the Treasurer of FM. (Rev. 2/04.)

B. National Members

The dues are \$11.00. (Rev. 2/04)

C. Members delinquent during any calendar year will be dropped from National membership not later than December 1. Members dropped for nonpayment of dues may be reinstated upon payment of delinquent dues for year(s) or part years they remained on the active roll of members. Active roll means receiving the National newsletter and other benefits.

D. There will be no prorating of dues. Chapter or individual members joining after September 30 will pay and be credited with payment of the ensuing years' dues.

SYMPOSIA

In conjunction with TGMS and MSA, the FM shall conduct a symposium at the Tucson Gem and Mineral Show and at other shows as directed by the Board of Directors.

NEWSLETTER

A quarterly newsletter shall be published and mailed by the Secretary. No advertising shall be accepted for publication. The Chapters shall furnish quarterly activity reports to the Secretary for publication. Chapter newsletters may serve as activity reports.

CHAPTERS

A. Provisions for Membership (See Bylaws - Article II, Section 2)

1. The Chapter shall conduct its affairs within the framework of the FM Bylaws and Operating Regulations and shall not conduct any activity which will jeopardize the tax status of FM.

2. The Chapter shall be responsible for the financing of its operations and activities and Chapter members solely shall be responsible for any debts incurred by the Chapter.
3. The Chapter shall not make any commitment obligating FM.
4. The financial records of the Chapter shall be audited annually and a copy of the audit report shall be sent to the Secretary and Treasurer of FM. The audit may be performed by any member of the Chapter other than the Treasurer.
5. The Chapter shall turn over to FM all Chapter records, funds and other properties in the event:
 - a. The Chapter dissolves.
 - b. The Charter is revoked.
6. The Chapter shall adopt its own Bylaws and Operating Regulations. They should be compatible with those of FM. A copy shall be on file with the Secretary of FM.
7. The Chapter shall incorporate under the laws of its state as soon as possible after the Charter is issued and shall file a copy of its Articles of Incorporation with the Secretary of FM.
8. The Chapter shall elect its own officers and appoint committees.
9. The Chapter shall conduct its own activities and projects.
10. Participation by Chapters in FM projects is the option of the Chapter.
11. The Chapter shall collect its own dues and fees and raise funds by any legal and proper means.
12. The Chapter shall file a report of activities to the Secretary of FM at intervals no longer than annual. The Secretary shall read them and forward them to the President who shall determine from them whether the Chapter is operating within FM Bylaws and Operating Regulations.
13. The Chapter shall send an annual (calendar year) complete financial report to the Secretary of FM. The Secretary shall forward such reports to the President and the Treasurer.
14. The Chapter shall report all changes in membership and addresses to the Treasurer of FM.

15. The Chapter shall make remittances of National's share of dues not later than the end of each calendar quarter. This should ensure that new members receive the National newsletter timely.

B. **Revoking a Charter** (See Bylaws - Article II, Section 2.D.)

1. If the President determines that a Chapter is in violation of any of the conditions of membership, he/she shall inform the Chapter in writing and request that the violation cease or that the Chapter state its reasons for believing that the determination is in error.
2. Upon receipt of a reply giving such reasons or if a reply is not received within 30 days of the mailing, the President shall inform the Executive Committee of his/her determination and the facts pertaining to this determination together with the reply from Chapter. The Executive Committee shall consider the matter and vote on revoking the Charter.
3. The Chapter shall be advised by the President of the action taken by the Executive Committee. If a reply from the Chapter assuring compliance is not received within 30 days of the mailing or if after agreement to comply the violation recurs, the Executive Committee can direct the President to revoke the Charter.
4. The Chapter shall be notified through the a liaison member (or president) by certified mail that the Charter has been revoked and that it is directed to cease all activity as a Chapter of FM. The Chapter should comply with A.5., 5.a. and b. on Page 2 of these Operating Regulations.
5. If the members fail to comply within a reasonable length of time, the President shall so inform the Executive Committee who may authorize the President to suspend the membership in FM of each member of the Chapter at the time of the revoking of the Charter until such time as the provisions of A.5., 5.a. and b. on Page 2 of these Operating Regulations are complied with.

APPOINTED STANDING COMMITTEES

Committees shall serve for one year. Chairpersons need not be members of the Board of Directors.

1. **Awards Committee.** The Awards Committee shall consist of the Vice President as chairperson and three to five judges appointed by the Chairperson. The judges shall annually select the best articles published in the *Mineralogical Record*, *extraLapis English* and *Rocks & Minerals* during the past calendar year. The Vice President shall tally the results and make the final decision. The President or a designee shall formally

present \$200.00 to each magazine with recognition of the authors. Rev. 2/06.

2. **Membership Roster Chairperson.** The Treasurer serves as the Membership Chairperson or may delegate the responsibility. The Chairperson will maintain a database of the entire membership and is responsible for the preparation of the membership directory for printing by the Secretary. The Chairperson is responsible for furnishing mailing labels as needed by the Secretary and will work closely with the Secretary and Treasurer to ensure the accuracy of the membership database. Rev. 2/98. Rev. 2/06.
3. **Historian.** The Historian shall maintain a permanent file of important legal records and historical events of the FM.
4. **Symposium Chairperson.** The Symposium Chairperson shall arrange for facilities and speakers for symposiums sponsored by FM.
5. **Publicity Chairperson.** The Publicity Chairperson is responsible for obtaining as necessary space in leading mineral magazines and providing and updating information to be printed in such space. The publicity chairperson will also coordinate any other publicity for FM on the worldwide web or other media outlets as necessary. Rev. 2/06
6. **Mineral Locality Index Committee.** The Committee is responsible for the preparation and publication of an index of important mineral localities for each state of the U.S. It will also make recommendations for the compilation of these indices into a single volume in a uniform format for ultimate publication by FM and, when this is accomplished, for extending the locality index project to include other countries of the world. Rev 2/06.
7. **Bylaws Committee.** The Bylaws Committee shall review and prepare for vote changes to the Articles of Incorporation, Bylaws and Operating Regulations as directed by the Board of Directors.

EXECUTIVE COMMITTEE

1. **President** - Preside over all directors and membership meetings, arrange the logistics for the meetings, prepare agendas, and make appropriate notification of the meetings.

Present the annual ***Rocks and Minerals, extraLapis English*** and ***Mineralogical Record*** best paper award at the TG&MS show.

Write a column for all issues of the newsletter and proof the newsletter for compliance with the Bylaws and Operating Regulations.

Ensure Committees and Officers are carrying out their assigned responsibilities.

Perform as required other duties including those specified in these Operating Regulations or the Bylaws.

2. **Vice President** - Responsible for the selection of the best paper awards and the acknowledgment to the authors.

Act for the President as delegated or required.

3. **Secretary** - The Secretary shall record the minutes of all meetings.

Work closely with the Chapters, Committees and Officers to obtain articles for the newsletter.

Assemble and mail the quarterly newsletter. Work with the Membership Chairperson to ensure the accuracy of mailing labels.

Ensure that the Bylaws and Operating Regulations are kept current.

4. **Treasurer** - The Treasurer shall maintain the financial books, records and bank accounts of FM.

Maintain a record of Chapter members which includes the name, Chapter and last year dues was paid.

Maintain a record of National members which includes the name, address and last year dues was paid.

Send December dues billings to all National members.

The Treasurer shall serve as the Membership Chairperson or may appoint a membership chair to maintain a database of the entire membership, and be responsible for the preparation of a bi-annual membership directory.

Work closely with the Secretary and/or appointed Membership Chairperson to ensure the accuracy of the membership database.

Arrange for the annual audit of the financial records.

Send letters of welcome, badges and directories to new National members.

Answer membership inquiry letters received.

Write articles for the quarterly newsletter.

At least twice a year confirm the dues paid status with each Chapter's Secretary or Treasurer.

Responsible for badges including shipping and billings to chapters.

PROXIES

Proxies for the annual general meeting shall be published in the fourth quarter newsletter. The format will be developed by the Secretary. It shall provide authority for a specific member or (sic) the Board of Directors to vote the proxy. The Proxy shall include and opportunity to vote on specific issues that, at the mailing of the newsletter, are known to be on the agenda. This includes voting for the Board of Directors.