

BYLAWS AND OPERATING REGULATIONS
FRIENDS OF MINERALOGY, INC.

BYLAWS

ARTICLE I - NAME AND SEAL, AND PURPOSES

Section 1.

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

Section 2.

[Deleted]

Section 3.

The purposes and objectives of FM are to promote, support, protect, and expand the collection of mineral specimens and to further the recognition of the scientific, economic, and aesthetic values of minerals and the collecting of mineral specimens.

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-year's 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 physical or virtual meeting, by email 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

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- 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 the new FM Chapter, accompanied by 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.
- 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.

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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 general membership of FM may be held at any time and place the Board of Directors shall direct. The President or Secretary shall **email or** 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 membership meeting of FM shall be held in February in Tucson, Arizona as a physical meeting, virtually over the internet, phone-in or any combination during the time period of the Tucson Gem and Mineral Show®. The date, time, and physical location are to be arranged by the President. The Secretary shall notify the Board members of the details not more than 60 days and no less than 25 days prior to the meeting date.

Section 3.

Special meetings of the members may be called by a majority vote of the Board of Directors done by email, mail, or virtually over the internet or phone-in, or by a majority vote of the members. Notice of a special meeting stating the time, place, and purpose shall be mailed or emailed 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, virtually over the internet or phone, 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, virtually over the internet or phone, by email, 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 a meeting.

Section 6.

Business of the general membership can be legally conducted by a virtual meeting, email, U.S. Mail or FAX. Provision for postal mail shall be made for voting purposes for use by those who choose to use it or do not have electronic mail facilities.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Members

- A. Twelve members shall be elected to be Directors by the general membership.
- B. In addition, there shall be one voting member from each Chapter.
 - 1. Each Chapter shall designate a Director. Directors designated by Chapters are not eligible to be officers.
 - 2. A Chapter officer, with written, email, or text message notice to the Secretary before the meeting, can designate an alternate in the event the Director cannot attend a meeting.
- C. One non-voting representative from each affiliated organization. An affiliated organization is any earth science organization that has been voted on by the entire Board to be affiliated with FM. Being an affiliated organization only provides the benefit of attending Board meetings, being included in Board emails and receiving the FM National newsletter by email.

Section 2 – Term of Office

Each Director elected by the general membership 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 on 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.

Section 4 – Resignation

Any Director may resign at any time by presenting a written resignation or email message 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.
- B. At this meeting, the Board of Directors shall elect from the nominated members a President, Vice President, Secretary, and Treasurer when there is a vacancy in any of those positions. 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, or must be called by the President on written (email or letter) request of three or more Directors.
- D. Business of the Board can be legally conducted by email, U. S. mail, virtual meeting via the internet or phone-in, FAX, or telephone.
- E. Quorum: A majority of the sitting Directors (elected Directors plus Chapter representatives) 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

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otherwise be 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, as with regular members (Article II, Section 1.D.), 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 the opportunity to be heard by the Board of Directors. The Executive Committee may replace a Director who misses two consecutive meetings by appointment.

ARTICLE VI – ELECTIONS

Section 1 – Nominating Committee

A. Appointment

At the annual meeting of the Board of Directors, three members of the Nominating Committee shall be appointed by the President 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.

B. Duties

1. Seek recommendations for Directors 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 newsletter editor for mailing.
4. After the election, tally the votes, and select a candidate for each office to be filled, for consideration by the Board at the annual meeting.

Section 2 – Election of Officers

A. The Nominating Committee shall present the slate of officers to the Board of Directors.

B. Nominations from the floor or virtually via internet or phone-in shall be accepted.

C. After nominations are closed, the election shall follow. If more than one candidate for an office is presented, a written, email, text or virtual ballot shall be used.

ARTICLE VII – OFFICERS

Section 1.

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

Section 2.

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The officers shall constitute the Executive Committee.

Section 3.

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. The President and Vice-President may only each serve a maximum of two continuous terms (for two years each term) as either Vice-President or President in any one office. Being President for one term followed by being elected Vice-President is considered two terms. Being Vice-President followed by being elected President is NOT considered two terms. Directors who have already served two continuous terms as a Vice-President or President may after a break (hiatus) of at least one term, may serve again. There are no term limits for the Secretary and Treasurer.

All officers at the end of any particular two-year term, if eligible to continue in a position, will need to be re-nominated and re-elected by vote.

If the term limits have been reached by the President or Vice-President, and no other new candidate can be found for that position, the current officer may continue until a replacement can be located and voted on.

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 from that office 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 President, with approval of 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 made only by a majority vote of the members voting at a general meeting in person, virtually by the internet or phone-in, by written ballot, by an email vote, or by proxy or any combination of the previous methods.

Section 2.

Ballots for amendments shall be mailed via the U.S. Post Office or emailed to all members

not more than 50 days and not less than 30 days before the voting date. The voting date will be agreed upon by a majority of Directors. Email and postal mail ballots must be sent to the Secretary, or another officer designated by the Secretary, postmarked two weeks or electronically transmitted a day before the voting date.

Section 3.

A copy of the proposed amendment(s), the sections(s) proposed for amendment, and a brief statement by the proponents and opponents, if any, of the reasons for and against the amendment(s), shall be mailed or emailed with each ballot.

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 official meetings of this corporation.

ARTICLE XI – OPERATING REGULATIONS

Section 1.

At any duly called meeting (either physical, virtual or combination) 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 (either physical, virtual or combination) 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 be hereafter amended. To do so would be cause for expulsion.