

BY-LAWS
of the
ALBUQUERQUE GEM AND MINERAL CLUB

A NONPROFIT CORPORATION OF THE STATE OF NEW MEXICO

Revised 11/24/2014 by unanimous club vote and by the signatures of Bonnie Rogers and Adam Frus

ARTICLE I - MEMBERSHIP POLICY

Section 1. The Albuquerque Gem and Mineral Club (AGMC), a nonprofit Corporation, shall accept membership regardless of gender, age (except for individuals under age 18 - see below), race, color or creed.

Section 2. Membership in this Corporation shall consist of four classes – household, junior, honorary, and life.

A. Household membership includes single individuals, parent(s)/guardian(s) and their children who have not reached the age of 18 by January 1 of the calendar year for which dues are being paid. Children under age 18 may become junior members of the AGMC.

B. Junior members, as stated above, are those individuals who will not have reached the age of 18 before January 1 of the year in which they wish to become members. Each such individual must be sponsored by an adult who pays a household membership and who must accompany the junior member on all activities in which the Junior Member participates (or arrange for another adult member to be responsible for their child while participating in said activity). The parental/guardian approval form must be completed for all activities not part of an entire club function. Junior members will not have to pay dues.

C. Honorary members are those persons who have been selected by the Board of Directors as members who do not have to pay dues. The membership for an honorary member shall expire December 31 of each year but may be renewed for the next year by current Board of Directors. Prospective honorary members must have attained the age of 18 on or before January 1 of the year for which this membership is granted. This action will be taken at the December Board of Directors meeting. Honorary members have all the rights and privileges provided for household members.

D. Life members are those persons whom, for long-standing meritorious service to the AGMC have been selected by the Board of Directors as members who do not have to pay dues for the rest of their lives. This action will be taken at the December Board of Directors meeting. Life members have all the rights and privileges provided to household members.

Section 3. Membership shall be contingent upon compliance with Article II of the By-Laws.

Section 4. Any membership may be terminated, or not renewed, for cause, by the recommendation of a specially appointed investigating committee consisting of at least three individual Club members appointed by the Board of Directors. Termination or lack of renewal must be agreed to by two thirds majority of the Board of Directors. A person whose membership has been terminated will not be eligible for a refund of dues paid to the Corporation. All Club Officers and chairpersons shall be advised of any member terminations immediately.

Section 5. Membership confers the privilege of attending all Club functions and the responsibility to abide by the Club rules and regulations. In the case of Club field trips, each member shall sign the appropriate release form(s) prior to beginning each field trip.

ARTICLE II - DUES

Section 1. Dues for the next fiscal year shall be established by the Board of Directors at its September meeting.

- **Section 2.**

- **Existing members** of the AGMC are required to pay the full annual rate when renewing their membership. This will apply regardless of the date on which those dues are paid to the corporation.
- **New members** joining the AGMC between January 1 and the June general meeting will be required to pay the full annual dues rate. New members who join the AGMC on or after the June general meeting shall be offered a reduced rate of one half of the annual dues.

- **Section 3.**

- A **New Member** is defined as an individual or household that is joining the AGMC for the first time. Existing members who are returning to the AGMC after an absence of minimally 5 years will be considered “new members.”

- **Section 4.** Dues are due and payable on or before December 31 of the prior fiscal year and shall be delinquent at the end of the January meeting of the next fiscal year.

ARTICLE III - FISCAL YEAR

Section 1. The fiscal year of this Corporation shall begin January 1 and end December 31 of the same calendar year.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Board of Directors (BOD) will consist of both elected and appointed officers. All permanent members on the BOD have a vote in all Club matters.

Section 2. A Director’s duties, including duties as a member of a committee, shall be executed in a manner the Director reasonably believes to be in the best interests of the AGMC.

Section 3. A Director is not liable for any action taken, or any failure to take action, if the Director’s duties were performed in compliance with Section #2 above.

Section 4. A Director shall not be deemed to be a trustee with respect to the Corporation, or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or person who transfers the property.

Section 5. All Club members are welcome to attend the Board of Director's meetings. The Board of Directors shall consider the affairs of the Corporation in accordance with the Constitution, By-Laws, and Guidelines. The Board of Directors shall report matters of interest to the AGMC membership. The Board of Directors shall devise and nurture measures for the growth and prosperity of the Corporation. All issues and questions coming before the Board shall be discussed and evaluated with appropriate action taken.

Section 6. All proposed expenditures, not in the budget, must be approved by the Board of Directors before being incurred by the Corporation.

Section 7. In matters requiring votes, absentee ballot voting is acceptable if Board members are unable to vote in person. However, the absentee ballot votes must be received by the Secretary prior to voting.

Section 8. When it becomes evident that a Board member is unable to execute the assigned duties of the office, the Board of Directors shall declare the office vacant, and fill the vacancy for the unexpired term with another Club member.

ARTICLE V - ELECTION OF OFFICERS

Section 1. A committee of at least three individual Club members, selected by the Board of Directors, shall constitute the nominating committee. This committee shall select a complete slate of officers from the ranks of the Club members who have consented to be nominated - and present their slate to the Board of Directors at the October Board of Directors meeting. A slate of officers is considered to be the President, Vice President - Programs, Vice President Field Trips, Secretary, Treasurer, and Membership Director. Upon approval by a majority of the members of the Board of Directors, the Board of Directors shall authorize the presentation of the slate at the October general Club meeting. At the October general meeting, nominations for any of the elected positions may be made from the floor provided the nominees are Club members in good standing and have consented to such nomination.

Section 2. The election of officers shall be held at the November General Club meeting.

Section 3. Voting at the election shall be by secret (written) ballot for contested offices. Voice votes may be held for uncontested offices. The secret ballots will be counted immediately after the voting takes place. The Club Secretary and two additional members of the Board of Directors will conduct the tabulation of votes.

Section 4. Persons holding Household, Honorary and Life memberships may vote in the general election. Only one vote from any household membership may be cast.

Section 5. In matters requiring votes, absentee ballot voting is acceptable if members are unable to vote in person. However, the absentee ballot votes must be received by the Secretary prior to voting.

Section 6 A simple majority of votes cast by Club members present, together with properly executed absentee ballots delivered to the Secretary at any time prior to voting, shall decide the winner(s) for any office(s) up for election.

ARTICLE VI - APPOINTED OFFICERS

Section 1. Appointed officers of the Board of Directors will consist of Historian, Special Events Coordinator, Show chairman, Junior Member Coordinator Editor and Lapidary Studio Liaison. In addition, up to two voting Ad-Hoc members may be appointed to the Board of Directors.

Section 2. The President is responsible for recommending Club members for the appointed positions listed in Section 1. Appointments must be confirmed by a simple majority vote of the Board of Directors members present at the meeting where the appointments are made.

Section 3. The president may recommend one or more temporary positions on the Board of Directors to accommodate special circumstances or activities. Such positions will be advisory in nature, and persons appointed to these positions, must be approved by the Board of Directors. The temporary positions thus established will expire at the end of the current President's term. In addition, any appointees to temporary positions will not be voting members of the Board of Directors.

ARTICLE VII - DUTIES OF THE OFFICERS AND BOARD MEMBERS

Section 1. Duties of the officers, both elected and appointed, shall be such as are implied by their respective titles and such as are specified by these By-Laws. In addition, information pertinent to the

execution of their jobs can be found in the latest edition of the AGMC Guidelines document. All officers shall keep pertinent records, in accordance with the Club Guidelines and make these available to their successors at the December Board of Directors meeting. The outgoing secretary shall present a copy or directions to the online location of the Constitution, Bylaws, and Guidelines.

Section 2. The President shall direct all affairs of the Corporation for the best welfare and in the best interest of the Corporation. The President shall preside at all meetings of the Corporation membership and Board of Directors. The President shall appoint such committees as may become necessary and shall be an ex-officio member of all of these committees. The President shall ensure that the Articles of the Constitution and By-Laws are followed and that appropriate Guidelines are prepared and updated, as required, to ensure that all Club Officers and Board members can perform their duties as intended by the Constitution and By-Laws.

Section 3. The Vice President - Programs shall perform the duties of the President in the absence of the President and shall be responsible for arranging appropriate programs for the Club general meetings. Each proposed program must be accepted by the Board of Directors prior to being placed on the agenda for a Club meeting.

Section 4. Vice President - Field Trips shall perform the duties of the President in the absence of the President and Vice President - Programs and shall be responsible for arranging appropriate field trips for the Club. Each proposed field trip must be accepted by the Board of Directors prior to its being placed on the calendar.

Section 5. The Secretary shall record the minutes of the various Corporation meetings and prepare them for approval by the Board of Directors and signature of the President for incorporation into the AGMC Archives. The Secretary shall also retain current copies of the Club Constitution, By-Laws, and the Guidelines and shall distribute current version copies of these documents as needed. The Secretary shall also ensure that all the required Corporation records are maintained for the required period of time. The Secretary will maintain a file which records all items voted on by the Board of Directors. The Secretary will receive, validate, and present the validated absentee ballot votes at the membership and Board of Director's meetings.

Section 6. The Treasurer shall maintain the Corporation's financial records; maintain a current inventory of all of the Corporation's property; and submit the required reports of the Corporation's finances and property at the December meeting of the Board of Directors and at such other times as requested by the President. The Treasurer will prepare a draft budget and submit this to the Board for consideration at the November Board of Directors meeting and subsequent revision and approval at the December Board of Directors meeting. The Treasurer will provide monthly status reports of the Club finances at each Board meeting. The Treasurer shall ensure that all Corporation money is accounted for in a proper manner. All expenditures exceeding ten dollars must be made by check and all expenditures must be supported by appropriate documentation. Any expenses in excess of budgeted amounts must have prior approval of the Board of Directors. The Treasurer shall ensure that the Corporation's money, in excess of current needs, is invested in safe and competitively yielding interest paying accounts, as approved by the Board of Directors. The Treasurer's records for each fiscal year will be audited as directed by the Board of Directors prior to March 1 of the following fiscal year. This requirement does not preclude the possibility of a special audit at such times and under such circumstances as deemed appropriate by the Board of Directors. Before a new Treasurer takes office, the Board of Directors must decide if this person shall be bonded in accordance with New Mexico State regulations. All costs of bonding will be paid by the AGMC.

Section 7. The Membership Director will establish and maintain an electronic listing of the current and past AGMC members to include names, addresses, phone numbers and email addresses; collect dues and keep the records current on a monthly basis; and order AGMC name tags as requested. The

Membership Chairman will provide membership lists to the newsletter editor for each newsletter mailing and turn over all monies received (and associated accounting records) to the Treasurer.

Section 8. The Special Events Coordinator shall be responsible for managing, arranging and coordinating all other AGMC activities/events not specifically assigned to other Board members. Examples of activities handled by the Special Events Coordinator include providing judges for various science fairs, arranging the Club participation in the NM State Fair and managing the Club sponsored silent auction at the annual NM Tech Mineral Symposium.

Section 9 The Historian will be responsible for collecting, formatting, distributing and archiving all materials pertinent to the history of the AGMC. This includes both paper and electronic records. Examples of documents of interest include photos, newspaper and magazine articles, biographical information on current and former club members, and records of past Club meetings and events. From time-to-time, the Historian will report the status of the Club archives and make copies of requested documents available for review or publication.

Section 10. The Editor shall have the responsibility for gathering the appropriate information for the publication and distribution of the Club newsletter each month except for December.

Section 11. The Show Chairperson shall have the responsibility of coordinating the annual AGMC gem and mineral show. The term of office for this individual will be from May 1 of the year proceeding the show year through April 30 of the show year, or longer as necessary to close out the financial aspects of the show. The Show Chairperson shall be appointed by the Board of Directors at the April Board meeting. The Show Chairperson shall, with the assistance of the Board of Directors, obtain a staff of Club members to assist in accomplishing the various functions of the show. The Show Chairperson, in concert with the Club Treasurer shall prepare a budget for consideration by the Board of Directors at its June meeting.

Section 12. The Junior Club Coordinator shall have the responsibility of planning, organizing, coordinating and leading the monthly Junior Club meeting and any other Junior Club activity. Each Junior Club activity must be approved by the Board of Directors. Each Junior Club member attending an out-of-town activity must be accompanied by a parent/guardian.

Section 13. The liaison to the Lapidary Studio shall have the responsibility of planning, organizing, coordinating, and leading all lapidary studio operations. He/she will be the official representative of the board and primary contact with the lapidary studio site provider. The liaison is responsible for overseeing the general running of the studio including committee meetings, organization, maintenance, scheduling of shop times, training of volunteers, training of studio users, keeping accurate financial records of studio income and expenses and studio usage, financial reporting, and reporting to the Board of Directors. He/she is responsible for seeing that the Lapidary Studio fulfills the mission of the AGMC. The liaison may delegate responsibilities to others on the Lapidary Studio Committee or volunteer staff.

ARTICLE VIII – MEETINGS AND ORDER OF BUSINESS

Section 1. Regular meetings shall be held as directed by the Board of Directors provided that the membership is advised, at least one month in advance, of any change from previously established schedules.

Section 2. The annual meeting shall be conducted in November, according to Article V of the Constitution at a place and time determined by the Board of Directors. The annual Holiday party will be held in December and will include the installation of newly elected board members.

Section 3. Special meetings may be called by the President or the Board of Directors or at the request of any five adult members of the Corporation providing the entire membership has been notified of the date and place of such meeting at least five days before the scheduled meeting. The call for a special meeting must state the business to be transacted.

Section 4. The normal order of business at General Meetings shall include: the welcoming of visitors, special announcements, the program, refreshments, door prizes, reading of important correspondence, reporting the results of standing committees, reporting the results of any special committees, unfinished business, and new business.

Section 5. The normal order of Board of Directors meetings shall be: President's preface, minutes of the last Board of Directors meeting, Treasurer's report, Program report, Field Trip report, reports from any other Board members, and committees(s), unfinished business, and new business.

Section 6. The President shall have the privilege of changing the normal order of business at any Club meeting.

ARTICLE IX - AMENDMENTS AND REVISIONS

Section 1. Amendments to and revisions of the By-Laws and/or Constitution can be proposed by any member of the AGMC.

Section 2. The By-Laws and/or Constitution may be revised at any regular meeting provided the revision(s) to be voted upon has/have been made available to the General Membership at two consecutive previous regular Club meetings. The amendment(s) to be voted upon must have been published in the News Nuggets or made available online to the General Membership as an entire package prior to the meeting at which the vote is to be taken. Directions to these online documents will be posted in the News Nuggets. A combined two-thirds affirmative vote of the adult Club members present, along with all properly prepared and submitted absentee ballots is required to pass the revision(s).

Section 3. Those adult members, who elect to absentee vote must notify the secretary of their vote not later than twenty four hours prior to the official vote.

ARTICLE X - FINANCES AND PROPERTY

Section 1. All funds of the Corporation, from whatever source, shall be deposited in the account of the Corporation in such bank or financial institution as may be designated by the Treasurer, with concurrence of the Board of Directors.

Section 2. A checking account shall be established with the Treasurer and one or more other members of the Board of Directors being on the signature list. The funds in this account shall be in an amount deemed necessary by the Treasurer to meet budget. Excess funds shall be deposited in savings accounts/certificate(s) of deposit as approved by the Board of Directors.

Section 3. The Treasurer shall prepare a financial statement through December 1, of the current fiscal year, to be presented at the December Board of Director's meeting. The statement shall include all assets of the Corporation.

Section 4. The monies and property of the Corporation shall not be used for the exclusive benefit of any member, officer, or Board member of the Corporation.

Section 5. The Club budget must be completed on or before the December Board of Director's meeting preceding the budget year.

Section 6. The Show Budget must be submitted to the Board of Directors on or before the Board of Directors June meeting of the year preceding the show.

Section 7. An inventory of Club property shall be maintained in the Treasurer's file. The inventory shall be verified at least annually with the Board of Directors being advised of missing and/or damaged items. Approval of the Board of Directors is required to dispose of excess Club property.

ARTICLE XI - SEAL

Section 1. The Seal of the Corporation shall be circular in form with the words "Albuquerque Gem and Mineral Club" in the circumference and the words "Corporate Seal" in the center.

ARTICLE XII - RESIGNATION OF MEMBERSHIP

Section 1. Any AGMC member may resign by submitting a written resignation at any membership meeting or meeting of the Board of Directors and, thereupon, such resignation, without the necessity of any acceptance, shall become effective forthwith and all interest of such member in the Corporation shall terminate. The person is not eligible to receive a refund for any part of the dues paid to the Corporation. The appropriate Club officers shall be advised of this termination immediately.

Approved

/s/ Bonnie Rogers

President

November 24, 2014

Date

/s/ Adam Frus

Secretary

11/24/2014

Date