

AMENDED AND RESTATED BY-LAWS  
of  
THE ALBUQUERQUE GEM AND MINERAL CLUB  
A NONPROFIT CORPORATION OF THE STATE OF NEW MEXICO

ARTICLE I - MEMBERSHIP POLICY

Section 1. The Albuquerque Gem and Mineral Club (AGMC), a nonprofit Corporation, shall accept membership regardless of sex, age (except for individuals under age 18 - see below), race, religion, color, national origin, ancestry, disability, sexual orientation or gender identity

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

A. Household membership includes up to two adults over the age of 18, and any minor children who have not reached the age of 18 by January 1 of the calendar year for which dues are being paid, for whom at least one of the adults is a legal guardian, all of which live at the same address. Children age 5 to 17 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 organization 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 Organization 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 Organization Officers and chairpersons shall be advised of any member terminations immediately.

Section 5. 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 Organization officers shall be advised of this termination immediately.

Section 6. Membership confers the privilege of attending all organization activities and the responsibility to abide by the organization rules and regulations. In the case of 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 calendar year and shall be delinquent at the end of the January meeting of the current calendar year at which time all privileges conferred by Article I Section 6 are suspended.

## ARTICLE III - FISCAL YEAR

Section 1. The fiscal year of this Corporation shall begin May 1 and end April 30 of the next calendar year.

## ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Board of Directors (BOD) will consist of both elected and appointed members. All elected members on the BOD have a vote in all Organization 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 Organization 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 Operational 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, proxies are acceptable if Board members are unable to vote in person. However, the proxy must be received by the Secretary prior to the meeting.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors including, but not limited to, the election or removal of Directors and officers, may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action.

Section 9. Place of Meetings. The Board of Directors may hold its meetings at any place within the State of New Mexico as may be specified in the respective notices of such meetings. In the absence of such specification, meetings shall be held at the principal office of the Corporation. Members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Quorum. A majority of the total number of directors, including proxies, shall constitute a quorum for the transaction of business.

Section 11. Compensation. Directors shall not receive compensation for their services as a board member but may be reimbursed for travel and other necessary expenses incurred in attending meetings and transacting business of the Corporation.

Section 12. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Corporation. Unless the written notice of resignation specifies a later date, a Director's resignation shall be effective upon delivery.

Section 13. Removal. Any Director may be removed from the board by the affirmative vote of two-thirds (2/3) of all Directors, other than the Director whose removal is proposed (which Director shall not have a vote nor be counted in determining whether the necessary two-thirds vote has occurred) at any regular or special meeting called for that purpose whenever the directors determine such removal would be in the best interest of the corporation.

#### ARTICLE V - ELECTION OF OFFICERS

Section 1. A committee of at least three individual Organization members, selected by the Board of Directors, shall constitute the nominating committee. This committee shall select a complete slate of officers and directors from the ranks of the Organization members who have consented to be nominated - and present their slate to the Board of Directors at the October Board of

Directors meeting. 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 Organization meeting. At the October general meeting, nominations for any of the elected positions may be made from the floor provided the nominees are Organization members in good standing and have consented to such nomination.

Section 2. The election of officers shall be held at the November General Organization 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 Organization 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, proxies are acceptable if members are unable to vote in person. However, the proxy must be received by the Secretary 24 hours prior to voting.

Section 6. A simple majority of votes cast by Organization members present, together with properly executed proxies delivered to the Secretary in accordance with Section 5 above, shall decide the winner(s) for any office(s) up for election.

#### ARTICLE VI - BOARD MEMBERS

Section 1. The permanent core of officers for the Board of Directors will be; President, Vice President for Programs, Vice President for Field Trips, Secretary, Treasurer, and Membership.

Section 2. The Board can designate other positions needed to manage various functions of the organization as necessary and appoint temporary board member(s) to fulfill the management position. If it is determined the position needs to be made permanent for the rest of the term, the position will be added to a slate of candidates and an Organization member voted in by the membership in accordance with Article V. These elections can occur at any time given the standard requirement for notification to the general membership. Until voted in by the general membership the temporary board position does not have a vote on the board.

Section 3. Any voting board member may recommend a temporary board position(s) and an Organization member(s) for that position. Appointments must be confirmed by a simple majority vote of the voting Board of Directors members present at the meeting where the appointments are made.

#### ARTICLE VII - RESPONSIBILITIES OF THE OFFICERS

Section 1. Responsibilities of the permanent core of officers, shall be such as are implied by their respective titles and such as are specified by these By-Laws.

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 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 Organization Officers and Board members can perform their duties as intended by the Constitution and By-Laws.

Section 3. The Vice President for Programs shall perform the duties of the President in the absence of the President and shall be responsible for arranging appropriate programs for the Organization general meetings.

Section 4. Vice President for 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 Organization.

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 Organization 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 proxies at the membership and Board of Director's meetings. The Secretary is responsible for the notification of the general membership for any communications requiring special notification.

Section 6. The Treasurer shall maintain the Corporation's financial records; maintain a current inventory of all of the Corporation's property (see Article VIII Section 7); and submit the required reports of the Corporation's finances at each 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, The Treasurer shall ensure that all Corporation money is accounted for in a proper manner. 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 June 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, as applicable; collect dues and keep the records current on a monthly basis; and perform other duties as identified in the operating guidelines.

Section 8. Responsibilities of other board positions, appointed or permanent will be maintained in the operating guidelines.

Section 9. Removal or Replacement. Any elected officer may be removed or replaced, with cause or without advance notice, by vote of a majority of the Directors present at a meeting of Directors at which such vote is taken; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Removal as an officer shall also constitute removal from the Executive Committee, if such committee is created.

Section 10. Resignation. Any officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some other time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

#### 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 member 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 board of directors meeting shall be held at the scheduled December board meeting.

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.

#### ARTICLE IX – CORPORATE RECORDS

Any member of record, in person or by attorney or other agent, shall, upon written demand, stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's books and records, and to make copies or extracts therefrom at the requestor's expense and in a manner that does not disrupt the business of the Corporation.

#### ARTICLE X – DISALLOWANCE OF COMPENSATION

Any payments made to an officer, director or employee of the Corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him/her, which may constitute disallowance of the Corporation by any taxation authority shall be reimbursed by such officer, director or employee to the Corporation to the full extent of such disallowance. It shall be the duty of the directors to enforce payment of each such amount disallowed. In lieu of payment by the officer, director or employee, subject to the determination of the directors, proportionate amounts may be withheld from his/her future compensation payments until the amount owed to the Corporation has been recovered.

#### ARTICLE XI – GOVERNING LAW

The conduct of the Corporation is subject to the provisions of the Nonprofit Corporations Act and the laws of New Mexico. If any provision of these Bylaws, or if any conduct by the Corporation or its officers or directors, is contrary to any mandatory statutory requirement, such statute shall pertain.

#### ARTICLE XII - AMENDMENTS AND REVISIONS

Section 1. Amendments to and revisions of the By-Laws can be proposed by 10% of the AGMC members entitled to vote or by a voting member of the Board of Directors.

Section 2. The By-Laws 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 Organization 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 voting Organization members present, along with all properly prepared and submitted proxies is required to pass the revision(s).

Section 3. Proxies are acceptable if members are unable to vote in person. However, the proxy must be received by the Secretary 24 hours prior to voting.

#### ARTICLE XIII - 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.

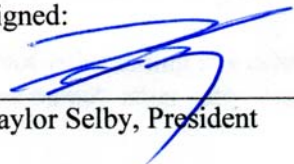
Section 5. The Organization budget must be completed on or before the April Board of Director's meeting preceding the budget year.

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 Organization 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 Organization property.

The date of the meeting of members at which the Amended and Restated Bylaws of the Albuquerque Gem and Mineral Club were adopted was April 23, 2018. A quorum of the members entitled to vote was present and the Amended and Restated Bylaws received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast.

Signed:

  
Taylor Selby, President

  
Dean Klassy, Secretary