

By-Laws of the **Idaho Gem Club, Inc.**

December 2015

Article I – Name

The Corporation name, as specified in the Articles of Incorporation, and under which the business of the Corporation shall be conducted, is IDAHO GEM CLUB, INC.

Article II – Principal Office

The principal office and the place of business of the Corporation, is Boise, Ada County, Idaho.

Article III – Corporate Powers

The Corporate Powers shall be vested in and exercised by a Board of nine Directors.

Article IV – Fiscal Year

The fiscal year of the Corporation shall commence at 8:00 P.M. on the third Tuesday of January of each year and end at 8:00 P.M. on the third Tuesday of the next succeeding year.

Article V – Property Rights and Property

All contracts, leases, options or bills of sale, licenses, franchises, notes, mortgages and other instruments, evidencing the title to or interest in property, both real and personal, belonging to the Corporation, or evidencing any claim or lien thereon in favor of the Corporation, shall be taken in the name of the Corporation, or in such other name or names in trust for the use and benefit of the Corporation as the Board of Directors may determine and designate.

Article VI – Corporate Conveyances and Obligations

All instruments of conveyance, transfer, license, franchise, lease, option, grant, note mortgage, hypothecation or otherwise, by or on behalf of the Corporation or evidencing its obligation, shall be executed in its Corporate name by its President, or ranking Vice-President and attested by its Secretary or Assistant Secretary with the Corporate Seal affixed. No such instrument evidencing any such obligation shall be valid or binding upon it unless previously authorized or

subsequently ratified by action of the Board of Directors recorded in its minutes. However, the Board of Directors may, by order duly entered in its minutes, authorize and empower any of the Corporations officers, agents, or employees to incur obligations for it and on its behalf in connection with the transaction of its ordinary business.

Article VII – Legal Assistance

The Board of Directors may employ such legal assistance as may be deemed necessary in carrying on the business of the Corporation.

Article VIII – Auditing

The books and all transactions of the Corporation shall be audited annually, no later than the third Tuesday in January, and at such other times as the Board of Directors shall determine.

Article IX – Corporate Seal

The seal of the Corporation shall be circular in form, with the words “IDAHO GEM CLUB, INC., IDAHO” enclosing the words “CORPORATE SEAL”.

Article X – Annual Dues

The annual dues to the Corporation are due and payable by October 31 of each year. Payment of these dues will cover each calendar year following the due date.

Article XI – No Member May Benefit From Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Articles of Incorporation. No substantial part of the activities of the corporation shall be used to influence legislation. The corporation shall not participate

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in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, or the Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article XII – Dissolution

In the event of the dissolution of the corporation, the remaining net assets shall be distributed to qualified organization(s) under the provisions of the Internal Revenue Code or the corresponding section of any future tax code, at the discretion of the Board of Directors by majority vote thereof. A Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located shall dispose of any such assets not so disposed of.

Article XIII – Board of Directors

Section 1. A person, to be eligible for election to the Board of Directors of the Corporation, must be a member in good standing.

Section 2. The business and property of the Corporation shall be managed by a Board of Directors, who shall be elected, as vacancies occur, at the regular member meeting each November. The number of such Directors shall be nine (9), except that if the immediate Past-President and the Federation Director are not already members of the Board of Directors, they shall be considered advisory members, ex-officio, without vote, in addition to the other nine members.

Section 3. Three members of the Board of Directors shall be elected each year for a term of three years. In the case of a vacancy in the Board of Directors, the remaining Directors, or majority thereof, shall appoint a successor to hold office until the next annual election of Directors, at which time a Director shall be elected to fill the un-expired term, if any exists.

Section 4. If any Board member or Officer is absent from two consecutive meetings of the

Board of Directors, without excuse, the office shall be declared vacant. If the office is that of Director, the remaining Directors, or majority thereof, shall appoint a successor to hold office until the next annual election of Directors, at which time, if the term not be expired, a Director shall be elected to fill the un-expired term. If the office is that of Secretary, Treasurer, Federation Director, Historian, or Librarian, who is not a member of the Board of Directors, the remaining Directors, or majority thereof, shall appoint a successor to hold office until the next annual election of officers by the Board of Directors.

Section 5. A regular monthly meeting of the Board of Directors shall be held immediately before the regular monthly meeting of the members is convened, or at such time and place as may be determined by the Board of Directors, for the transaction of such business as may come before the board.

Section 6. Special meetings of the Board of Directors may be called by the President upon three days notice, given or mailed to the members of the Board, to be held at a designated time and place.

Section 7. A majority of the Directors shall constitute a quorum at all meetings of the Board.

Article XIV – Officers

Section 1. The Officers of this Corporation shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, Federation Director, Librarian, and Historian. At the December meeting of the Board of Directors, those Directors whose terms of office shall continue through the coming year, plus those Directors newly elected, shall, from among themselves, elect the above named officers. The office of Secretary, Treasurer, Federation Director, Librarian, and Historian may be held by members who are not Directors. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be held by one person. The Board may appoint an Assistant Secretary to act in the place of the Secretary during his (or her) absence or inability from any cause. The Federation Director, if not elected from the

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Board, shall not have a vote in Board meetings; the Secretary, Treasurer, Librarian and Historian, if not elected from the Board, shall not have a voice or a vote. To be eligible for election as President, a member must have served for at least one year as a member of the Board of Directors.

Section 2. The President, and in his absence or inability to act, the ranking Vice-President, shall preside at all meetings of the Board of Directors and of the members, and perform and render such services as the Board of Directors may require.

Section 3. The President, First Vice-President, Second Vice-President, Secretary, Treasurer, Federation Director, Librarian and Historian shall hold office for a term of one year. The term of office shall commence immediately following an official installation of officers at the regular member meeting in January and will end when their successors have been elected and installed.

Section 4. The Secretary shall be the custodian of the Seal of the Corporation and shall affix the same to all documents requiring such seal. They shall keep, or cause to be kept, the minutes and records of the Corporation and such other books, records, and accounts as may be required, and shall render such other services as may be required of them by the Board of Directors. In the absence or inability of the Secretary to perform the duties of the office, the Assistant Secretary shall assume the duties and act as Secretary.

Section 5. The Treasurer shall collect, or cause to be collected, and receive all monies due or which may become due to the Corporation, and shall deposit the same in such financial institutions as may be designated for that purpose by the Board, and shall pay out the same only upon the order of and in the manner directed by the Board. They shall sign all membership cards and perform other such duties as may be required by the Board.

Section 6. The Secretary and Treasurer shall, whenever called upon to do so, report to the Board of Directors, or to any committee designated by the Board to receive their report, as to the conduct of the business of the Corporation, its condition, its finances and affairs.

Section 7. The Federation Director shall act as the Corporation's official representative to the Northwest Federation of Mineralogical Societies; shall attend meetings of the Northwest Federation of Mineralogical Societies; shall report to the Board of Directors and the general membership on any and all matters concerning the Northwest Federation of Mineralogical Societies.

Section 8. The Historian shall be responsible for maintaining the historical documents of the Idaho Gem Club, Inc.

Section 9. The Librarian shall be responsible for maintaining the training and educational documents of the Idaho Gem Club, Inc.

Section 10. All officers and employees of the Corporation shall furnish security for the faithful performance of their duties in amounts and at the expense of the Corporation, as the Board of Directors may require.

Section 11. All officers of this Corporation and all committee chairmen shall receive written, detailed descriptions of their duties upon commencement of their terms of office.

Article XV – Method of Election

Section 1. At the September regular member meeting, the President shall appoint a nominating committee of three members, of which one shall be a member of the Board of Directors, who shall nominate one person for each vacancy to be filled on the Board of Directors. At the time of election, additional nominations shall be received from the floor.

Section 2. The election of Directors shall be by written ballot, and shall be held at the regular member meeting in November.

Section 3. The newly elected Directors shall officially take office at the regular member meeting in January, and with the exception of the election of the Corporate Officers as specified in Article XIV, Section 1, shall have no voting powers until after their installation.

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Article XVI – Membership

Section 1. The number of members of the Corporation shall be unlimited. Membership shall be granted only to persons in sympathy with the purposes of the Corporation. Persons under sixteen years of age shall be classified as Junior Members. The rights and privileges of each member shall be equal and identical.

Section 2. Each application for membership shall be countersigned by two members in good standing. No person shall be admitted to membership without the approval of a majority of the Board of Directors. To be considered for membership, an applicant must have first attended one general Club meeting or one field trip.

Section 3. A membership card shall be issued annually to each member in good standing. A life membership card shall be laminated and be reissued upon request.

Section 4. Any club member in good standing may recommend a person, or a couple, for a lifetime membership. Recommendations shall be made in writing to the President or in person at a Board of Directors meeting. To be eligible for a lifetime membership, the person must be a member in good standing, having contributed exemplary service with a minimum of twenty years of membership.

If a club member is recommended and approved for Lifetime Membership, then the 20 year membership requirement shall be waived for his or her spouse, if they are determined to be otherwise eligible.

For approval of a Lifetime Membership, the recommendation must receive a majority vote of the Board of Directors.

Article XVII – Roster of Members

Section 1. A roster of the names and address of each member in good standing of the Corporation shall be maintained.

Section 2. The Treasurer shall contact all members of the Corporation that are one month delinquent in payment of dues and advise such members that their names are being dropped from the membership roster at the end of the second month of delinquency.

Article XVIII – Expulsion or Withdrawal From and Restoration to Membership

Section 1. Any person whose membership dues are delinquent for two months shall be dropped from the membership rolls and forfeit all rights of membership. They shall be entitled to reinstatement upon full payment of dues at any time within the first year of delinquency. Any person who has been delinquent in their dues for a period of longer than one year may be reinstated upon payment of the current years dues, non-prorated, plus a five dollar (\$5.00) fee.

Section 2. A member may be expelled from the Corporation for:

- a. Any flagrant, or continued violation of any of the provisions of the By-Laws or Operating Procedures.
- b. Any improper or unlawful conduct that violates the rights and privileges of other members.

Such expulsion must be by no less than a 4/5 vote of the Board of Directors present at a meeting duly called to consider the matter. The time and place of the meeting called to consider the expulsion shall be given in writing to the accused five days prior thereto.

Article XIX – Members Meetings

Section 1. The annual meeting of the members of the Corporation shall be held in Boise, Idaho, in January of each year at such time and place as may be determined by the Board of Directors, for the transaction of such business that may lawfully come before it.

Section 2. The regular monthly meetings shall be held in Boise, Idaho on the third Tuesday of each month at such time and place as may be

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determined by the Board of Directors, for the purpose of transacting such business as may lawfully come before it.

Section 3. Special meetings of the members may be called by the Board of Directors, or by the President, for the transaction of such business as may arise.

Section 4. Notice of the time and place of any meeting of the members shall be mailed to each member at least five days before the time specified for the holding thereof.

Section 5. The members present at any meeting shall constitute a quorum for the transaction of such business as may arise. Except as otherwise provided in the By-Laws, all meetings shall be conducted according to Roberts Rules of Order.

Article XX– Standing Committees

All committees shall be established or eliminated by the Board of Directors and shall be maintained in the Operating Procedures. The duties of all standing committees shall be detailed and maintained as a part of the Standing Committees Operating Procedures Manual.

Article XXI – Operating Procedures

Operating Procedures are intended to help define the areas of operational details that are not covered in the Articles of Incorporation, or the By-Laws.

Section 1. Proposed operating procedures and amendments thereto shall be submitted in writing by any member in good standing to the President or at any Board of Directors meeting.

Section 2. Proposed Operating Procedures and amendments thereto shall be reviewed by the Board of Directors, at their regular meeting, to ensure compliance with the Articles of Incorporation and the By-Laws.

Section 3. Following the review by the board, and publication in the official club publication, the membership shall ratify the proposed amendments at the next regular member meeting

following such publication. Once ratified, the amendments shall become a part of the Operating Procedures of the Corporation, and are mandatory on the membership and administration, until amended, suspended, or rescinded.

Article XXII – Amendment of By-Laws

The Board of Directors may, by a majority vote, repeal, alter, or amend the By-Laws of the Corporation, provided that thirty (30) days prior notice of any and all such proposed changes be made available to the entire club membership by publishing any and all such proposed changes of these By-Laws in the Corporations official publication.

Article XXIII – Annual Confirmation of by-laws Update

I hereby certify that, to the best of the By-Law Review Committees’ ability, all amendments effecting the By-Laws and the Operating Procedures, duly adopted by the membership and the Board of Directors during the current year, have been included and officially entered herein at the regular Board meeting of:

Day _____ Month _____ Year _____

Signature of Review Committee Chairperson