

# The Austin Gem and Mineral Society

## Bylaws

### ARTICLE I

#### Name, Purposes, Offices and General Provisions

Section 1. Name. The name of the corporation is the Austin Gem and Mineral Society, hereinafter called the Corporation.

Section 2. Purpose. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The objectives of the Corporation shall include; but not be limited to: field trips; meeting; lectures; educational exhibits; displays; an annual show; and participation in worthy projects sponsored locally, regionally, or nationally.

Section 3. Offices. The Corporation shall have a registered office, and may have other offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

## ARTICLE II

### Membership and Meetings of Members

Section 1. Members of the Corporation. There is hereby established a class of members who shall be members of the Corporation, and who shall have voting rights in respect thereof as provided by these Bylaws. All members in this class of membership shall be members in good standing, and shall meet such other criteria as are adopted from time-to-time by the Board. Each member in this class of membership shall be entitled to one (1) vote in the affairs of the corporation, as provided in these Bylaws.

Section 2. Other Classes of Members. The Board may establish such other classes or categories of membership as it from time to time deems appropriate. Such other classes or categories of membership shall not be members of the Corporation, and shall not have voting rights in respect thereof, unless so specified by the Board.

Section 3. Benefits, Dues and Policies. The Board of Directors may establish, and from time to time amend, membership qualifications, application requirements, benefits, dues, and policies for each class or category or membership established by the Board. Dues paid by members shall include South Central Federation and American Federation dues where appropriate.

Section 4. Good standing defined. As used in these Bylaws, or in Board policies, "member in good standing" shall mean a person or an organization that has paid the required dues for the member's category of membership, and who has complied with the other requirements of membership as determined by the Board of Directors.

Section 5. Suspension, Termination, and Appeal. The Board, by an affirmative vote of a majority of directors in office, may suspend or terminate a member whose actions are deemed detrimental to the society. Such suspension or termination shall take place at a meeting which notice shall include such proposed suspension or termination, and which may not be held until the member shall have been given a minimum of seven (7) days notice by registered mail at the last known address. The notice shall state the time and place of the meeting, the proposed action, and such other information as the Board determines appropriate. The member may appear at the meeting and present a response to the proposed suspension or termination, but shall not have the right

to have others make presentations, and shall be subject to time limitations determined by the Board.

The Board shall take the matter under advisement, and shall notify the member promptly of his or her suspension or termination. Any member may appeal his or her suspension or termination by filing a written appeal by registered mail with the Secretary of the Board within fifteen (15) days of the date the Board mailed the notice of suspension or termination. The Board shall consider the appeal at the next regularly scheduled meeting. The decision of the Board shall be final. Upon expiration of the time for appeal, or a final decision of the Board, the member shall receive a refund for dues previously paid for the current year.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board of Directors.

Section 7. Annual Meeting. There shall be an annual meeting of the Members, which shall be the annual meeting of the Corporation, and which shall take place at such a time and place as is fixed by the Board. At the annual meeting, the voting members of the Corporation shall elect Directors, and transact any and all business that may come before the membership subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 8. Special Meetings. Special meetings of the Corporation shall be held upon presentation of a written petition signed by not less than twenty per cent (20%) of the voting members of the Corporation who are in good standing. The petition shall also specify the purpose, or purposes, of the special meeting.

Section 9. Notice. Notice of the annual meeting of the Corporation shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Corporation shall be given at least seven (7) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any member, or by electronic means with or without proof of receipt required as determined by the Board.

Section 10. Waiver of Notice. Whenever any notice is required to be given to any member, director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11. Voting and Proxy. Members shall be present in person to vote, provided that with reasonable notice to the Board President, a member may attend any meeting and vote by electronic means in which all persons participating in the meeting can hear each other simultaneously. Proxy voting shall not be allowed.

Section 12. Quorum. Ten percent (10%) of all voting members in good standing shall constitute a quorum at any annual or special meeting of the Corporation.

## ARTICLE III

### Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors, hereinafter called the Board, who may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws. In addition to the powers and duties above, the Board shall:

- a. Represent the membership at all Board meetings;
- b. At its discretion, handle business matters directly, or may make a recommendation to be presented to the membership;
- c. Draft an operating budget and a capital budget for the upcoming year to be presented to the membership. Amendments to an existing budget shall be approved by the Board and reported to the membership;
- d. Be responsible for all property of the corporation, and ensure that all assets are held in the name of the corporation *provided* that the authority to purchase or sell real property shall require the recommendation of the Board and the approval of the membership;
- e. Establish policies concerning the rental or loan of the facilities, property, or equipment of the corporation; and the disposal of surplus property;
- f. Direct the investment of all funds outside of the operating account; and,
- g. Draft resolutions specifying the names of the officers that shall have signature authority on accounts of the corporation; ensure that all accounts list at least two of these signatories; and ensure that at least two signatures are required for the transfer of funds out of the investment account.

Section 2. Number and Qualifications. The Board of Directors shall consist of eleven (11) members, which number may be increased or decreased from time to time by amendment of these Bylaws, *provided* that the number of directors shall not at any time be less than three (3), and *provided further* that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Term of Office. The term of office for directors shall be two (2) years. Directors may be reappointed or reelected to a second term, after which the director shall be ineligible for reelection or appointment to the Board for a period of not less than one (1) year. The initial directors under these Bylaws shall be elected or appointed as follows: five (5) shall be appointed to a term of one (1) year, and six (6) shall be appointed to a term of two (2) years. Thereafter, one-half of the directors shall be elected or appointed each year on a rotating basis for terms of two years. Directors shall serve until the expiration of their term, death, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 4. Filling of Vacancies. Any vacancy in the Board of Directors, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, at any regular or special meeting of the Board, *provided* that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be appointed so as to meet the requirements for rotation as provided in Section 3 above.

Section 5. Removal and Resignation. Any director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of a majority of the number of directors fixed by these Bylaws, *provided* that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice by certified mail to the President of the Board. The resignation shall take effect at the time specified, but in no case before notice is received.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by a resolution adopted by the Board and communicated to all directors, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President, or by the written request of fifty percent (50%) of the directors in office.

Section 8. Annual Meeting. There shall be an annual meeting of the Board of Directors which shall be held in conjunction with the annual meeting of the membership, at such a time and place as is determined by the Board, and at which the Board shall elect officers and transact any and all business that may come before the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 9. Notice. Notice of the annual meeting shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any regular meeting shall be given at least seven (7) days prior to the date of the meeting. Notice of any special meeting shall be given at least seven (7) days prior to the date of the meeting unless the President declares an emergency, in which case notice shall be given at least twenty-four (24) hours prior to the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board President, the seven day notice may be waived.

Section 10. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice other than announcement at the meeting shall be required to continue the meeting.

Section 12. Actions of the Board. The act of a majority of the directors present in person at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 13. Voting and Proxy. Members shall be present in person to vote, *provided* that with reasonable notice to the Board President, a member may attend any meeting and vote by electronic means in which all persons participating in the meeting can hear each other simultaneously. Proxy voting shall not be allowed.

Section 14. Consent. Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors.

Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 15. Attendance. If any director fails to attend any three regular meetings within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board of Directors. The Board of Directors, for good cause shown, and upon verification, may refuse to accept the resignation of any director.

Section 16. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Corporation, *provided* that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

## ARTICLE IV

### Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Corporation shall be a President, a First Vice-President, a second Vice-President, a Secretary, and a Treasurer.

Section 2. Election. All officers shall be elected at the annual meeting of the Corporation.

Section 3. Qualifications. No two persons who are members of the same immediate family shall serve on the Board at the same time. Immediate family shall mean spouse, domestic partner, children, siblings, parents and grandparents, whether conjugal or consanguine.

Section 4. Appointive Officers , Agents, and Employees. The Board of Directors may from time to time appoint such other officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws or as determined from time to time by the Board.

Section 5. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare an emergency, and designate an officer to perform the duties created by the vacancy of another officer. At no time shall the President and the Secretary be the same person.

Section 6. Term of Office, Removal, Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification or removal from office as provided in these Bylaws. An officer may be reappointed or reelected to a second term, but no officer may serve more than two (2) consecutive years in the same office. Any officer may be removed at any time by a majority of the number of directors fixed by these Bylaws, when in the judgment of the Board such removal shall be deemed in the best interest of the Corporation, and *provided* that the notice of the meeting shall state that removal of officers is to be considered. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors fixed by these Bylaws.

Section 7. President. The President shall have general supervision of the affairs of the Corporation; shall preside at all meetings of the Board of Directors; shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; shall sign all official documents on behalf of the Corporation; shall appoint, re-appoint, or replace all standing or special committee chairpersons unless otherwise designated by these Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Corporation; and in general shall exercise all powers usually pertaining to the president or chairperson of a corporation. All powers and duties of the President shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 8. First Vice-President . The First Vice-President shall preside at meetings in the absence of the President; keep on file a complete inventory of all non-consumable property and equipment belonging to the Corporation; form a property committee or sub-committee to handle inventory, property, or equipment issues; compile and maintain a record, list or directory of all members of the Corporation, and 1) make this list available to all members, 2) have the list available at all regular and annual meetings, and 3) supply lists to the newsletter editor, the Secretary; or other members as necessary. All powers and duties of the First Vice-President shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 9. Second Vice-President. The Second Vice-President shall preside at meetings in the absence of the President or the First Vice-President; serve as Chairperson of the Program Committee, if any; and discharge such other duties as are from time to time delegated by the Board. All powers and duties of the Second Vice-President shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board

Section 10. Secretary. The Secretary shall: record the minutes for all meetings of the Corporation and the Board; attend to all business correspondence and related matters; be custodian of all current papers and records of the Corporation; keep an complete, accurate, an up-to-date file of the minutes of the Corporation and provide a copy of the minutes to the Editor of the newsletter in a timely fashion; send the names and addresses of all new officers, and a membership list, to the designee of the South Central Federation of Mineral Societies on an annual basis; maintain the official copies, and all updated copies, of the Articles of Incorporation, Bylaws, and Policies and Procedures of the Corporation; notify all Board members of all Board meetings; and make all records available upon request as required by law.

All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 11. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of, and be responsible for, all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Corporation; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that regular and accurate audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board of Directors; shall have care and custody of all monies, funds and securities of the Corporation and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation; shall give or cause to be given proper receipts for all payments to the Corporation; and in general shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors as determined from time to time by the Board.

Section 12. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and policies and procedures adopted by the Board, or as otherwise determined from time to time by the Board.

## ARTICLE V

### Committees of the Board

Section 1. (reserved)

Section 2. (reserved)

Section 3. Nominating Committee. There is hereby created a Nominating Committee which shall consist four (4) members, none of whom shall be current officers of the corporation. Two (2) members shall be members at large from the Board of Directors, and two (2) members shall be members of the corporation in good standing who are not members of the Board. The Nominating Committee shall elect its own Chairperson. In the event that the Nominating Committee is unable to determine a Chairperson, the Board shall name a member of the Board who shall serve as the chairperson of the Nominating Committee.

Section 4. Powers and Duties of the Nominating Committee. The Nominating Committee shall conduct an annual skills and needs assessment of the Board; shall be responsible for identifying, screening and recommending qualified potential Board members to the Board; shall maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies; shall develop Nominating Committee policies and procedures subject to the approval of the Board; and shall meet as necessary to discharge its powers and duties. All qualified potential Board members shall be voting members in good standing.

Section 5. Other Committees. The President or the Board may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board of Directors and shall perform such tasks and activities as may from time to time be determined by the Board. All committees of the Corporation shall keep accurate and true minutes, copies of which shall be filed with the Secretary of the Corporation as directed by the Secretary or the Board. All committees of the Corporation shall give adequate notice of meetings as determined by the committee, but in no case shall the notice be less than seven (7) days. Standing committees of the Corporation shall be chaired by a director and may have members who are not officers or directors of the Corporation.

## ARTICLE VI

### Indemnification of Officers and Directors

Section 1. Indemnification. The Corporation shall indemnify an officer or director of the Corporation against reasonable expenses incurred by the director in connection with any proceeding in which the director is named as a defendant or respondent because he or she is, or was, a director of the Corporation, subject to the limitations in the Articles of Incorporation and these Bylaws.

Section 2. Conditions. The Corporation shall have no obligation to indemnify an officer or director if he or she is found liable for:

- a) a breach of the director's duty of loyalty to the corporation;
- b) an act or omission not in good faith that constitutes a breach of any duty of the director to the corporation;
- c) an act or omission that involves intentional misconduct, or an intentional violation of the law;
- d) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or,
- e) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

## ARTICLE VII

### Miscellaneous Provisions

Section 1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Corporation shall be distributed to its officers or directors.

Section 2. Loans to Officers and Directors. No monetary loans shall be made by the Corporation to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed, and may be changed from time to time, by resolution of the Board of Directors.

Section 4. Parliamentary Authority. The most recent edition of *Roberts Rules of Order - Newly Revised* shall govern the conduct of business in all cases in which they are applicable, and not in conflict with law, the Articles of Incorporation or these Bylaws.

## ARTICLE VIII

### Dissolution

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum, or by a sole remaining director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. No benefits. No part of the cash or assets of the Corporation shall inure to the benefit of any current or former officer or director, any current or former employee, or any current or former member.

ARTICLE IX

Amendments to Bylaws

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any meeting of the Corporation by an affirmative vote of a majority of the voting members present, *provided* that the notice of the meeting shall state that amendments to the Bylaws are to be considered and shall include a copy of the proposed amendments, *and provided further* that the proposed amendments shall first be approved by the Board and read or distributed at a regular meeting, and may not be voted on until the next regular meeting.

These Bylaws were approved by a majority of members with voting rights in respect thereof who were present and voting at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2001.

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Secretary of the Corporation