

Amended and Restated Articles of Incorporation of Four Corners Gem and Mineral Club

ARTICLE I. Name

The name of this corporation shall be FOUR CORNERS GEM AND MINERAL CLUB (FCGMC), and its principal place of business shall be located in Durango, La Plata County, Colorado.

ARTICLE II. Mission

The mission of FCGMC shall be to:

Provide residents of the Four Corners region with opportunities to learn about and explore topics in earth sciences, lapidary and allied arts.

ARTICLE III. Purpose

This FCGMC is organized exclusively for educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically, the purpose of the Four Corners Gem and Mineral Club shall be to:

- Build a diverse community of learners with interests in Earth Science and Art.
- Provide a facility equipped with tools to educate and train participants in lapidary and metalsmith techniques.
- Foster high quality learning opportunities by connecting members with knowledgeable and skilled earth scientists, artists and entrepreneurs.
- Address multiple learning styles by offering field trips, an open art studio, formal classes and presentations.
- Engage the general public in topics that advance awareness and appreciation of earth

history, geologic materials, and crafts that employ stones, metal, and tools of the trade.

ARTICLE IV. Nature

The nature of FCGMC shall be a 501(c) (3), non-profit, incorporated organization.

ARTICLE V. Existence

The corporate existence of this organization shall be perpetual unless sooner dissolved by a two-thirds vote of its members.

ARTICLE VI. Powers

The FCGMC may acquire, take by gift, purchase, devise, or bequest real and personal property for the purposes appropriate in the exercise of its powers, and may lease, mortgage, and dispose of real and personal property. The FCGMC may borrow money and pledge its credit.

ARTICLE VII. Governance

The FCGMC shall have two voting bodies, the Board of Directors (Board) and the Voting Members. All elected Board Members and Members wishing to vote must be in good standing as defined by the FCGMC Bylaws.

- A. The Board shall consist of ten (10) members, including a duly elected President who shall serve as Chair of the Board.
 - 1 The Board shall exercise and manage all corporate powers, business and affairs of the FCGMC or appoint such other persons to carry out specific duties under directions of the Board.
 - 2 The Board shall meet at least once every two months. A quorum for a meeting of the Board shall be no less than fifty percent (50%) of the number of directors in office immediately before the meeting begins.
- B. The Voting Members shall consist of all members in good standing at the time of the vote.
 - 1 Voting Members' rights include: the election of Officers and Directors, the removal of an Officer or Director, the vote on a change or changes to the Articles of Incorporation or Bylaws if such

change shall affect Members' voting rights, change of quorum requirements or the dissolution of the FCGMC.

- 2 The Voting Members shall meet at least once per year and for special meetings as prescribed in the FCGMC Bylaws. A quorum for a Members' Meeting shall be ten (10) members.

ARTICLE VIII. Elections

- A. Six seats on the Board are to be filled by Directors to serve three-year terms not to exceed two full consecutive terms. The terms will be served alternately whereby two Directors will be elected annually and two Directors will retire annually.
- B. Four seats on the Board are to be filled by the current Officers of the FCGMC, specifically the President, Vice President, Secretary, and Treasurer. They will serve a one-year term not to exceed two full consecutive terms in a specific position.
- C. Directors and Officers shall be elected by a majority vote of the Voting Members.
- D. No two members related by blood or marriage/domestic partnership may serve on the Board at the same time.
- E. Any remaining offices and/or committees shall be appointed as prescribed by the Bylaws of the FCGMC.

ARTICLE IX. Membership

Any person who has paid dues, completed an application form and a waiver of liability form, shall have all privileges extended by membership in the FCGMC as prescribed by the Bylaws.

ARTICLE X. Parliamentary Procedure

In all meetings of the Voting Members, Board, committees, and other groups under the auspices of the FCGMC, the proceedings shall be governed by parliamentary rules as stated in "Robert's Rules of Order."

ARTICLE XI. Personal Liability

No Member, Officer, Director, Instructor, Employee or Contractor of the FCGMC shall

be personally liable for the debts or obligations of the FCGMC of any nature whatsoever, nor shall any of the property of the afore mentioned parties be subject to the payment of the debts or obligations of the FCGMC.

ARTICLE XII. Amendments

The Articles of Incorporation and Bylaws may be changed or amended provided that:

- A. Any proposed amendment shall be submitted in writing to the Board one month before the voting decision.
- B. Any proposed amendment that shall change voting rights, quorum requirements, or corporate dissolution procedures shall be subject to final approval by the Voting Members. Voting Members shall receive a copy of the proposed amendment via electronic notification and a paper copy shall be posted at the FCGMC facility ten (10) days prior to the voting decision.
- C. Voting Bodies:
 - 1 If the amendment does not meet the criteria for Article XII B above, then the amendment may be approved by a two-thirds (2/3) vote of the Board present at the meeting.
 - 2 If the amendment meets the criteria for Article XII B above, then the amendment shall first be approved by a two-thirds (2/3) vote of the Board and subsequently approved by a two-thirds (2/3) vote of Voting Members present at the next regularly scheduled or special Members' Meeting.

Article XIII. Additional Provisions

- A. No part of any earnings of the FCGMC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the FCGMC 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 III hereof.
- B. No substantial part of the activities of the FCGMC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FCGMC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for

public office.

- C. Notwithstanding any other provision of these articles, the FCGMC shall not engage in any activities or exercise any powers that are not consistent with the mission and purpose of the FCGMC.

Article XIV. Dissolution

Upon the dissolution of the FCGMC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The FCGMC may be dissolved by a two-thirds vote of its full membership. Disbursement of the FCGMC’s assets shall be the responsibility of the Board and upon dissolution, any moneys or property will be donated to one or more non-profit organizations with a Section 501(c)(3) IRS code, with interests that parallel and comply with those of the FCGMC.

Certificate of Adoption of Amended Articles of Incorporation

I do hereby certify that the above Amended Articles of Incorporation of the Four Corners Gem and Mineral Club, were approved by the Board of Directors and Voting Members on _____, and do now constitute a complete copy of the Amended Articles of Incorporation, superseding all previously adopted Amended Articles of Incorporation.

Signed by

Secretary of the FCGMC

{Date}