

Amended Articles of Incorporation of Four Corners Gem and Mineral Club, Inc.

ARTICLE I. Name

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

ARTICLE II. Mission

The mission of this Club shall be to:

- advance and disseminate knowledge in the field of earth sciences;
- to provide facilities, opportunities, and organization for study and cooperative learning;
- to encourage and promote the development of artistry in the utilization of objects of natural phenomena.

ARTICLE III. Purpose

This Club 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:

- Promote the advancement of Earth Sciences, including rock, gem and mineral collection and identification.
- Promote the Lapidary Arts, such as cutting and polishing of gems and minerals, metalsmithing, and other allied handicrafts or hobbies.
- Provide the means to display or exhibit specimens or materials.
- Provide a forum where experienced members may fully share their expertise, knowledge and ideas, and all members may have the opportunity to learn.

ARTICLE IV. Nature

The nature of this Club shall be a 501(c) (3), non-profit, incorporated organization, with a democratic form of government.

ARTICLE V. Existence

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

ARTICLE VI. Powers

The Club 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 Club may borrow money and pledge its credit.

ARTICLE VII. Government

The governance of this Club shall be democratically distributed between two voting bodies, the Board of Directors and the General membership.

- A. The Board of Directors shall consist of nine members and an annually elected President who shall preside as Chairman of the Board.
 - The Board of Directors shall have primary policy making, long-range planning, and fiduciary responsibilities for the Club.
 - The quorum for a meeting of the Board of Directors shall be six Board members.
- B. The General Membership shall participate in the governance of the Club by exercising its voting rights at monthly business meetings.
 - Monthly business meetings shall primarily address the general and ordinary operation of the Club, its facility and equipment needs, committee reports, and activities.
 - A quorum for a monthly Business Meeting shall be six Members in good standing.

ARTICLE VIII. Elections

- A. Six seats on the Board are to be filled by Directors to serve three year 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 Club, specifically the President, Vice President, Secretary, and Treasurer. They will serve a one year term.
- C. Directors and Officers shall be elected by a majority vote of the General Membership present at the time of an at large election.
- D. Any remaining offices and/or committees shall be appointed as prescribed by the Bylaws of this Club.

ARTICLE IX. Membership

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

ARTICLE X. Parliamentary Procedure

In all meetings of the membership, Board of Directors, committees, and other groups under the auspices of the FOUR CORNERS GEM AND MINERAL CLUB, INC., the proceedings shall be governed by parliamentary rules as stated in “Robert’s Rules of Order.”

ARTICLE XI. Personal Liability

No Member, Officer, Director, or Instructor of this Club shall be personally liable for the debts or obligations of this Club of any nature whatsoever, nor shall any of the property of the Members, Officers, or Directors be subject to the payment of the debts or obligations of this Club.

ARTICLE XII. Amendments

The Articles of Incorporation and Bylaws may be changed or amended at any regular general monthly business meeting of the Club by a vote of two-thirds of all members present and voting, provided that:

1. The proposed amendment shall first have been submitted in writing to the Board of Directors and shall have been approved by two-thirds vote of the Board of Directors.
2. Notice of the meeting at which final action shall be taken shall have been given at the previous regular monthly membership business meeting.
3. The proposed amendment has been sent to all members via electronic notification and posted at the Club Shop at least ten days prior to a voting decision.
4. Proposed amendment is submitted to general members for approval by a two-thirds vote of those general members present at the next regular monthly business meeting.

In the absence of approval of the Board of Directors, these Articles of Incorporation or Bylaws may be changed or amended by a two-thirds vote of those general members present at a monthly general membership meeting, provided that provisions 2 and 3 above have been met.

Article XIII. Additional Provisions

- A. No part of any earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article III hereof.
- B. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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.

Notwithstanding any other provision of these articles, this Club shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Club.

