

BYLAWS OF THE
FOUR CORNERS GEM AND MINERAL CLUB
DURANGO, COLORADO

Revised November 6, 2017

Revised May 5, 2008

Revised Nov. 6, 2000

ARTICLE I – ORGANIZATIONAL DOCUMENTS

Section 1. The Bylaws set forth herein and the Articles of Incorporation represent the formal organizational documents of the Four Corners Gem and Mineral Club (hereinafter referred to as the “Club”). Nothing contained herein nor by omission shall constitute a waiver of City, State, Federal, or other applicable jurisdictional law.

Section 2. Robert’s Rules of Order shall apply to all monthly Business meetings, quarterly Board meetings, committee meetings, and, where appropriate, at other Club functions and related activities attended by two or more members.

Section 3. These Bylaws may be amended by following the provisions set forth in the Articles of Incorporation. A record of amendments shall be filed with the Club Secretary.

Section 4. The fiscal year of the Club shall close on December 31st.

ARTICLE 2 - MEMBERSHIP

Section 1. Membership in the Four Corners Gem and Mineral Club shall be open to anyone interested in the Earth Sciences, Lapidary Arts, metal working, or the allied arts. The Club does not discriminate and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), marital status, sexual orientation or military status in any of its activities, operations, appointments, provision of service, or membership application.

Section 2. To become a member of the Four Corners Gem and Mineral Club, a membership application with liability release form must be filled out and submitted with the applicable rate of dues to the Treasurer of the Club. All new members shall pay the regular annual rate regardless of when they join the Club. However, any member joining the Club after November 1st shall be entitled to two (2) months free membership until the new calendar year starts, with voting privileges beginning on January 1st.

Section 3. Three types of membership in the Club are Individual, Family, and Honorary.

- A. Individual membership covers one adult person.
- B. Family membership covers one or two adults and any children under age 18 living in the same household.
- C. Honorary membership for a period of one or more years is granted to a person providing outstanding service to the Club. An honorary member shall be unanimously nominated by the Board of Directors (hereinafter referred to as the “Board”) and approved by a majority of Club members present at a regular monthly business meeting. Shop use and other activity fees, unless specifically waived and approved at the time of the nomination, shall apply.

- D. A member in good standing shall be one whose annual dues payment is current.
- E. An adult member is defined as a person age 18 or older who shall enjoy all the rights and privileges of Club membership, including the right to vote at business meetings and to hold office in the Club.
- F. A junior member is defined as a person under the age of 18, who shall enjoy all the rights and privileges of Club membership, excluding the right to vote on Club business or to hold office in the Club. Upon turning 18, a junior member shall be required to obtain an adult membership in the next membership year.

Section 4. The annual dues shall be recommended by the Board of Directors (hereinafter referred to as the “Board”) and voted on by all members present at a regular business meeting of the Club. Honorary members shall be exempt from paying dues for the designated honorary time period. Annual dues become payable on January 1st of the calendar year and are considered delinquent if not paid by January 31st. Any member who has not paid the applicable dues shall not be entitled to the privileges of membership, such as, but not limited to, use of shop equipment, participation in field trips, and the right to cast votes at Business or Board meetings.

Section 5. Members are encouraged to bring interested guests to a Club function, (i.e., workshop, field trip, etc.). Guests shall pay any applicable fees and sign a liability waiver. Further attendance of the guest is contingent upon obtaining Club membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be made up of four (4) Officers (e.g., President, Vice President, Secretary, and Treasurer) and six (6) Directors.

Their primary responsibilities are of a fiduciary, policy-making and long-range planning nature and to direct the Club's affairs. Board members steward the Club's physical and financial assets, set budgets and approve expenditures, and ensure the Club's activities are lawful, safe, and support the Club's mission. Additional duties for each Board position are detailed in Job Descriptions, summarized below.

- A. **PRESIDENT:** The President shall preside over all meetings of the Club and discharge all duties usually pertaining to that office and shall be ex-officio member of all committees except the nominating committee. The President or an appointed alternate will represent the Club at all functions as necessary. The President and/or Vice President shall have authority to sign checks or make credit or debit card purchases in the absence of the Treasurer, subject to the terms of Article VIII, Section 2 of these Bylaws. The President shall not vote on Club business except in the case of a tie.

- B. **VICE PRESIDENT:** The Vice President shall perform the duties of the President in the absence, disability, or at the request of the President. The Vice President may have check signing and credit/debit card use authorities, subject to the terms of Article VIII, Section 2 of these Bylaws.

- C. **SECRETARY:** The Secretary shall keep a written record as appropriate of all business meetings of the Club and of the Board of Directors, maintain a Club calendar and corporate binder, conduct the general correspondence of the Club, and maintain all written records of the Club, except for those records kept by the Treasurer.

- D. **TREASURER:** The Treasurer shall be responsible for keeping auditable records and safe guarding all funds received by the Club, as well as their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall be a

check signer and have authority to make credit or debit card purchases subject to the terms of Article VIII, Section 2 of these Bylaws.

- E. The four officers of the Board (President, Vice President, Secretary, and Treasurer) are empowered to make Club decisions and carry out Club business during the interim times between monthly membership business meetings or Board meeting in accordance with the Club's governing documents.
- F. **DIRECTORS.** Directors bring diverse perspectives of the Club's operations and community needs to affect Board decisions and serve in significant leadership roles within the organization such as, but not limited to, chairing committees, serving on committees, and other appropriate activities to advance the Club's mission as cited in Article V of these Bylaws.
- G. Officers shall have a term of one year not to exceed two full consecutive terms in a specific position. Directors shall have a term of three years, not to exceed two full consecutive terms.
- H. No two members related by blood or marriage/domestic partnership may serve on the Board at the same time.
- I. Officers and Directors shall maintain regular attendance at monthly business and quarterly Board meetings. Excessive absenteeism may constitute neglect of duties and be grounds for removal from office. A majority vote of the Board may declare the position vacated. In turn, the Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy.

Section 2. A Nominating Committee made up of three appointees selected from the General Membership by the Board of Directors shall be formed in August, with one member appointed committee chairman by the current President. The Nominating Committee shall present a list of nominees at the September monthly business meeting. The list shall contain at least one candidate for each vacancy to be filled at that time. Annually, these include but are not limited to nominees for the four Club officers (President, Vice President, Secretary and Treasurer) and two Directors.

Section 3. Elections for Board Members and Club Officers shall be conducted at the regular business meeting in October. Each position shall be voted on individually. Each voting member will be entitled to cast one vote for each vacancy to be filled. Nominations shall also be taken from the floor for any position. If there are two or more nominees for any office, the vote may be taken in the form of a secret ballot. The result of the election shall be determined by a majority vote of members when a quorum is present at the time of the election. The Club has no provisions for voting in absentia or by proxy.

Section 4. The newly elected Board's term of office shall begin on November 1st or the first day of the month immediately following the election.

Section 5. Any vacancy of a seat held by an elected Director or Officer shall be filled by an appointment of the President to serve any remaining portion of the uncompleted term, subject to approval by the remaining members of the Board and a majority vote of the members present at the next monthly business meeting. A vacancy in the Presidency shall be filled by a majority vote of the remaining Officers and Directors of the Board.

Section 6. Misconduct or dereliction of duty by an Officer and/or Director may be grounds for removal from office. Removal may be recommended by an affirmative vote of at least six (6) members of the Board of Directors. The Board's recommendation shall be presented to the membership at the next regular membership business meeting for approval or rejection. A majority vote of the members present at the regular business meeting of the Club is required to override a recommendation by the Board of Directors.

Section 7. The Board shall meet at least quarterly, more often if necessary.

A. The Board shall be chaired by the President or, in his/her absence, by one of the other officers: Vice-President, Secretary or Treasurer, in that order of authority.

B. The Chair shall vote at Board Meetings only in a case of a tie.

C. A quorum for a meeting of the Board shall be six members of the Board.

D. The minutes of all Board of Directors' meetings shall be available for reporting at the next regular business meeting of the Club.

ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

Section 1. All members in good standing shall be entitled to attend monthly business meetings to participate in discussion and vote on decisions pertaining to the operations of the Club and its activities, and to vote on Board recommendations.

- A. Business meetings shall be held on the first Monday of each month unless rescheduled with due notice sent to the Membership in advance.
- B. Business meetings shall be chaired by the President or, in his/her absence, by one of the other officers: Vice-President, Secretary or Treasurer, in that order of authority.
- C. The Chair shall vote at Business Meetings only in a case of a tie.
- D. A quorum for a business meeting shall be six members in good standing.
- E. The minutes of all business meetings and results of all committee meetings shall be available for reporting at the next regular business meeting of the Club.

Section 2. The Board of Directors may call a non-regular or emergency business meeting. Times and places of any such meetings shall be decided by the Board with reasonable notice to the general membership. At least six (6) Board members must agree to hold any such meeting.

Section 3. Unless otherwise specified in the Articles of Incorporation or these Bylaws, final decisions of the Club shall require at least a majority vote of the members present at any business meeting when a quorum is present.

ARTICLE V – CLUB ACTIVITIES

Section 1. As stated in the Articles of Incorporation, the *mission* of the Club is to:

- Advance and disseminate knowledge in the field of earth sciences.
- Provide facilities, opportunities, and organization for study and cooperative learning.

- Encourage and promote the development of artistry in the utilization of objects of natural phenomena.
Specifically, the *purpose* of the Club is 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, metal and Silversmithing, 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.

Section 2. The President, or Acting President with approval of the Board of Directors, shall establish any committees necessary to carry out the business of the Club. The President shall have the sole authority for all Committee Chairperson appointments, whose tenure shall be at the will and pleasure of the President, and shall cease at the appointing President's end of term in office unless continuation is approved by the incoming President. The Committee Chairperson will be responsible for recruiting volunteers necessary to accomplish committee tasks.

Section 3. The following list may be considered areas that all members shall be encouraged to participate in, and they shall be welcomed in any Club activity related to these areas.

ADVERTISING, PUBLICITY	LIBRARIAN
ART, CRAFT & GEM FAIRS	MEMBERSHIP
ANNUAL GEM SHOW	COMMUNICATIONS
EQUIPMENT MAINTENANCE	OTHER PROGRAMS
FACILITY MAINTENANCE	RESEARCH PROJECTS

FIELD TRIPS
FUNDRAISING
SPECIAL EVENTS

SCHOOL PROGRAMS
SHOP STEWARD
WORKSHOPS AND CLASSES

Section 4. Any activity or proposed activities must be coordinated with the person or committee in charge of said activities. If no person is in charge of said activities, the matter must be first presented at a monthly business meeting for discussion and approval by a majority vote of the members present to proceed.

Section 5. Working committee meetings shall be scheduled by the Committee Chair or President and shall be held at a time and place agreeable to the majority of members of that committee.

Section 6. The Club may charge reasonable fees, as determined by the Board of Directors and approved by a majority vote of members present at a monthly business meeting, for its activities, as well as for use of the facility, equipment, and supplies.

ARTICLE VI – CLUB ACCESS

Section 1. All members of the Club shall have the privilege of using the workshop for their education and enjoyment. The Shop Steward, Class, Program or Workshop Instructor, or the Board of Directors, shall have the responsibility to schedule shop hours, to prioritize or stop the use of the equipment for training, educational or safety purposes and conformance with shop rules, to assure safety or to prevent abuse of shop equipment. No person shall use any shop equipment without total familiarity of shop rules. Shop and safety rules shall be posted or easily accessible.

Section 2. The use of the shop facilities by members for the purposes of producing commercial art, jewelry, or lapidary products shall be allowed so long as the use does not exceed the number of published public hours that week, the member pays all applicable daily shop fees, the use of the equipment shall not entirely exclude the use of same equipment by other members during the shop's public hours, and such commercial production shall remain incidental to the educational mission and vocational training purposes of the Club. Furthermore the Board retains the right to limit commercial usage to address specific concerns or abuses of this privilege.

Section 3. The use of the shop facilities during non-published hours shall be allowed so long as there are a minimum of two members present at all times, the members sign the attendance form and pay the applicable shop use fee, and at least one of the parties in attendance is trained in and responsible for the same opening, closing, safety and operations procedures followed during published hours.

Section 4. Facility keys may be issued to Officers, Committee Chairs, and active Shop Stewards. Keys may be loaned as appropriate to other members who need short term access, such as for the purposes of class instruction.

A. Officers or Committee Chairs may obtain keys for the purposes of fulfilling Officer or Committee duties during their active terms. Members may be issued keys if trained to serve as Shop Stewards during published hours.

B. At the time of issue, parties who receive keys shall pay a reasonable deposit, an amount to be determined by the Board, to be fully refunded upon return of the keys. Keys must be promptly returned if the key holder does not renew his or her annual membership, fails to serves as

a Shop Steward within a six (6) month period, or otherwise abuses the privilege of facility access.

C. Concurrent/multiple use of the facility for committee work and lapidary or metal smith purposes shall incur the standard applicable shop fees.

Section 5. Child members through the age of 14 must be under direct parental or guardian supervision at all times. Child members between the ages of 15 through 17 may work in the shop with written parental or guardian permission with the approval of the Shop Steward.

ARTICLE VII – DISCIPLINARY ACTION

Section 1. Offenses which may be considered subject to disciplinary action by the Club, whether occurring in a Club meeting or outside a Club meeting, include conduct tending to injure the good name of the organization, disturb its well being, or hamper it in its work. Additionally, any behavior that is generally deemed as unethical or criminal in nature is subject to disciplinary action.

Section 2. Disciplinary action that can be imposed by the Club may fall under the headings of reprimand, suspension, or expulsion. The actions of the person(s) involved in said detrimental behavior shall be reviewed by a committee appointed by the President, which shall make recommendation to the Board of Directors for subsequent disciplinary action. No refunds of membership dues will be given.

Section 3. Grievances may be brought to the attention of the President by any member of the Club for the appropriate disposition by the President or by referring the matter to the Board of Directors or the General Membership

as appropriate. The Club will not initiate or tolerate any retaliation against members who disclose or threaten to disclose any activity, policy, or practice that the member reasonably believes is in violation of the Club's Articles or Bylaws.

ARTICLE VIII – CHECKS AND BALANCES

- Section 1.** Members of the Club including Officers and Board Directors shall not be compensated for their Officer, Director, or committee services.
- Section 2.** No part of any earnings of the Club shall be payable to or for the benefit of any private individual.
- Section 3.** The Treasurer's books shall be audited annually at the end of the fiscal year by an Auditing Committee of two or more non-Board members appointed by the Board of Directors. The written results of the audit shall be available to all dues-paying members.
- Section 4.** If it is determined by the Board that an outside contractor is needed to perform services for the Club, the Officers shall request bids from at least two contractors, including at least one bidder external to the organization. The Board of Directors and members present at the monthly business meeting shall approve the contractor by majority vote. The selection criteria of the contractor shall be based on the time requirements, capability to perform the desired function, and price. In the event that a Club member is capable of performing the desired work or providing the desired supplies or equipment, that member will be considered with at least one additional bid from a different contractor. Club membership shall not ensure selection.

Section 5. In the event a Club member is qualified to or competitively selected to perform other services, such as, but not limited to, contractual services for facility improvements or classroom instruction, he or she shall also submit a Conflict of Interest Form detailing the proposed services. Acceptance shall be subject to approval by the Board or a majority vote of members at the next business meeting.

Section 6. Club members will be reimbursed for personal funds they expend to purchase, order, replace, or otherwise acquire goods used or needed by the Club. Advance approval by an Officer or at a monthly membership business meeting is required for any expenditure. Purchases may include postage; printing; shipping costs; training materials; lapidary and metal smith materials and supplies; tools; parts for equipment maintenance; and other capital and expendable items used to support the Club's mission.

Section 7. Persons procuring goods on behalf of the Club shall refrain from comingling personal and Club funds, such as, but not limited to, using the Club's debit/credit/ATM or checks to purchase personal items, adding the Club's credit/debit card as a payment option to a personal account, or adding a personal credit/debit card to a Club account. Wherever reasonable and possible, Club purchases should be paid with the Club's credit/debit cards or checking account, with proper tax exemption documentation to avoid unnecessary payment of sales taxes.

Section 8. Requests for personal reimbursement for any Club related purchases must include a copy of the receipt and be submitted to the Club Treasurer within 30 days of the purchase. Any receipts submitted for personal reimbursement after 30 days of the transaction shall not be honored. Checks written by the Club for personal reimbursement must be cashed within 90 days of date on check.

Section 9. Excluding utilities and other ordinary recurring expenses, a Board Member, Committee Chair, or general Member who procures products or services on behalf of the Club shall inspect, sign and date the related invoice(s), thereby signifying the accuracy of the invoice and approval for the Treasurer to issue payment, and shall submit said invoices to the Treasurer in a timely manner so as to be reasonably paid within 30 days of the invoice date. Disbursements exceeding \$250 must be pursuant to a Club purpose and approved by a majority vote of the members present at a regular business meeting. Emergency disbursements exceeding \$250 between business meetings may be authorized by Club Officers. Comingling of personal and Club accounts is prohibited.

Section 10. Authorized signatories on the Club's bank accounts may not write and sign checks written to themselves.

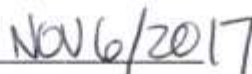
Section 11. Goods donated to or delivered to the premises of the Club shall belong to the Club upon receipt. Donated goods in disrepair or oversized goods the Club cannot reasonably store may be refused by a member of the Board. The Board shall make final determinations regarding the acquisition, dispersal, or disposal of all accepted donated goods.

Certificate of Adoption of Restated Bylaws

I do hereby certify that the above amended and restated Bylaws of the Four Corners Gem and Mineral Club were approved by the Board of Directors and General Membership on November 6, 2017, and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Signed by





Secretary of the Corporation

Date