

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

Revised November 8, 2022

Revised August 1, 2022

Revised November 6, 2017

Revised May 5, 2008

Revised Nov. 6, 2000

ARTICLE I – MISSION AND PURPOSE

The mission of Four Corners Gem and Mineral Club 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.

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 II - ORGANIZATIONAL DOCUMENTS

Section 1. The Bylaws set forth herein, Articles of Incorporation, and Guidelines and

Procedures represent the formal organizational documents of the Four Corners Gem and Mineral Club (hereafter referred to as FCGMC or 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 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 begin on January 1st and close on December 31st.

ARTICLE III - 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. Membership requirements, duration, definitions, privileges:

A. Requirements: 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 Membership Coordinator or appropriate designee. All members shall abide by Club organization documents such as the Articles of Incorporation, Bylaws and Guidelines and Procedures.

B. Membership duration: Benefits shall be continuous from date of purchase for length of membership purchased according to the current fee structure with

modifications allowed for exceptional circumstances if approved by the Board of Directors (hereafter referred to as the “Board”).

C. Membership definitions:

A member in good standing shall be one whose annual dues payment is current and is hereafter referred to as “member.”

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 annual or special meetings and to hold office in the Club.

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.

D. Membership privileges: Club members are entitled to use of shop equipment, participation in field trips, classes, Club sponsored events and programs. Applicable fees shall apply. Additionally, adult members have the right to attend meetings and serve on the Board.

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

Individual membership covers one adult person.

Family membership covers one or two adults and any children under the age of 18 living in the same household.

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 and approved by the Board. Shop use and other activity fees, unless specifically waived and approved at the time of the nomination, shall apply.

Section 4. The annual dues shall be set by the Board on an annual basis prior to the end of the fiscal year. Honorary members shall be exempt from paying dues for the designated honorary time period. Any member who has not paid the applicable dues shall not be entitled to the privileges of membership.

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 IV – BOARD OF DIRECTORS

Section 1. The Board of Directors or, Board, shall be made up of four (4) Officers (President, Vice President, Secretary, and Treasurer) and six (6) Directors. The Board members are responsible for advancing the FCGMC mission, directing Club affairs, and ensuring Club activities are lawful and safe. Board members shall execute fiduciary duties to steward the Club’s physical and financial assets, set budgets, and approve expenditures. In addition, they shall also implement policies and make long-range plans to direct, enhance, and promote the Club. Additional duties for each Board position are detailed in Job Descriptions located in the Guidelines and Procedures and are summarized below. All members of the Board shall be in good standing at the time of their nomination and election and remain in good standing for the duration of their term.

PRESIDENT: The President or an appointed alternate will preside over all meetings of the Club and discharge all duties pertaining to that office and will be ex-officio member of all committees except the nominating committee. The 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 of these Bylaws. The President shall not vote on Club business except in the case of a tie vote.

VICE PRESIDENT: The Vice President will perform the duties of the President in the absence, disability, or at the request of the President. The Vice President shall have authority to sign checks or make credit or debit card purchases in absence of the Treasurer, subject to the terms of Article VIII of these Bylaws.

SECRETARY: The Secretary or an appointed alternate will keep a written record as appropriate of all Board, annual and special meetings as needed, maintain a

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.

TREASURER: The Treasurer will 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. The Treasurer will be a check signer and have authority to make credit or debit card purchases subject to the terms of Article VIII of these Bylaws.

The four officers of the Board (President, Vice President, Secretary, and Treasurer) are collectively empowered to make Club decisions and carry out Club business between Board meetings. They may collectively approve expenditures up to \$250, in accordance with Article VIII, Section 8, with the exception of addressing issues of immediate safety, health and building integrity, for which they are authorized to disperse funds in excess of \$250, as needed, to rectify such immediate issues.

DIRECTORS. Directors will assist officers with 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. Officers and Directors shall maintain regular attendance at Board, annual and special business meetings. Excessive absenteeism, dereliction of duty or misconduct may be grounds for removal from office. A removal from office shall require an affirmative vote of a majority of Board members remaining in office. The Board President or designee shall send written notice to the Board member removed from office. The Board may immediately proceed to fill the vacancy as described in Section 5 below.

Section 2. A Nominating Committee made up of three appointees selected from the membership by the Board shall be formed in August, with one member appointed committee chair by the current President. The Nominating Committee shall present a list of nominees at the next Board 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 any positions open for Directors as a result of vacancy,

completed term, or term limited.

Section 3. Elections for Board Members shall be conducted at the annual meeting in October. Each position shall be voted on individually. Each member shall 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 the required quorum as outlined in Article V.

Section 4. The newly elected Board's term of office starts 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 a majority of the remaining members of the Board to serve any remaining portion of the uncompleted term.

ARTICLE V – MEETINGS

Section 1. Board Meetings. Board meetings shall take place once every two months, or more frequently as deemed necessary. Meetings may be held in person or by remote technology, so long as the technology supports full participation by all attending Board members. Meetings shall be publicly posted or members shall be notified at least 10 days in advance.

A. Board meetings shall be chaired by the President or, in their absence, by another officer: 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 vote.

C. A quorum for a Board meeting shall be fifty percent (50%) of the number of directors in office immediately before the meeting begins. Proxy voting may be allowed on a case-by-case basis; however, proxy votes shall not be used to achieve a quorum.

D. The approved minutes of all Board meetings shall be available to the membership and archived in the corporate binder maintained by the Secretary.

E. Members and other guests may attend Board meetings to listen, express opinions and concerns, and share other information to the Board, during periods of open discussion designated by the Chair. Only current Board Members may vote at Board Meetings.

Section 2. Annual Membership Meeting. An annual membership meeting shall be held on the first Monday evening of October, unless members are notified at least ten (10) days in advance of an annual meeting date change.

A. Annual membership meetings shall be chaired by the President or, in their absence, by another officer: Vice-President, Secretary or Treasurer, in that order of authority.

B. The Chair shall vote at an annual membership meeting only in a case of a tie vote.

C. A quorum for an annual membership meeting shall be twelve percent (12%) of the current memberships. If the annual meeting fails to seat a quorum, then proxy or remote voting is allowed after the meeting to obtain member votes. Proxy or remote voting shall take place expeditiously, not to exceed three weeks after the scheduled annual membership meeting.

D. The minutes of all annual membership meetings shall be available to the membership after their approval at the next Board meeting, and archived in the corporate binder maintained by the Secretary.

E. Members may vote to seat or remove Board Members and to modify Articles of Incorporation and Bylaws if such modifications affect Member voting rights, quorum thresholds, or matters of dissolution.

Section 3. Special Meetings. The Board and/or Members may call for meetings in addition to the Board and Annual Membership meetings cited above. Special meetings may be held in person or by remote technology, so long as the technology supports full participation by all voting members.

A. A special meeting of the Board may be called by the President or majority of current Board members. A quorum for a special Board meeting shall be 50% of current Board Members.

B. A special meeting of the Membership may be called by the President, majority of current Board members, or by at least five percent (5%) of the current membership. A quorum for a special membership meeting shall be twelve percent (12%) of the current membership.

C. Special meetings shall be chaired by the President or in their absence, the Vice President, Secretary or Treasurer, in this order of authority. The Chair shall not vote except in the case of a tie vote.

D. The minutes of special meetings shall be made available to the membership after approval and archived in the corporate binder managed by the Secretary.

Section 4. Committee, Subcommittee, Special Interest Meetings. Committees,

Subcommittees and other groups with special interests may meet.

A. Committee Meetings shall be chaired by the Committee Chair or a designated alternate. The Chair shall not vote except in the case of a tie vote.

B. There is no specific quorum for Committee, Subcommittee, or Special Interest Meetings. Meeting frequency shall be determined by the Committee Chair.

C. Unless required by the President, minutes are recommended but not mandatory for Committee, Subcommittee or Special Interest meetings. Persons chairing said meetings shall provide the President with a summary of business and decisions made as soon after the meeting as is possible.

D. Committees, Subcommittees and Special Interest Meetings may not commit, guarantee, or promise the Club's funds, sign contracts, or create other obligations for the Club without obtaining prior approval from the Board.

ARTICLE VI – FACILITY ACCESS

Section 1. All members of the Club have the privilege of using the workshop for their education and enjoyment. No person shall use any shop equipment without familiarity of shop rules and proper equipment use.

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: 1) the use

does not exceed the number of published public hours that week, 2) the member pays all applicable shop fees, and 3) the use of equipment does not entirely exclude the use of same equipment by other members during the shop's public hours. Commercial production shall remain incidental to the educational mission and vocational training purposes of the Club. 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. 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. Members between the ages of 15 through 17 may work in the shop with written parental or guardian permission and the approval of the Shop Steward.

ARTICLE VII – DISCIPLINARY ACTION

Section 1. The Club expects all members and participants at Club functions to act in a professional, ethical, and lawful manner. Actions that require disciplinary action include, but are not limited to, the following:

- Discrimination of any type towards other Members or the general public.
- Treating other Members or the general public in a disrespectful, abusive or harmful manner.
- Threats or acts of violence to other Members or the general public.
- Theft of any items from the Club or other participants.
- Deliberate destruction of equipment or tools in the Club.

- Continued misuse of Club tools and equipment after receiving proper training and instruction.
- Attending Club functions while under the influence of alcohol or drugs.
- Deliberate improper use of Club funds.
- Not following appropriate State and Federal regulations for collecting materials.
- Behavior or discourse that is harmful to the Club or any Members.

Section 2. A club representative in charge of the facility or Club function has the right to evict a participant who does not behave in a lawful, ethical or responsible manner. If the offending party fails to leave, the Club representative may contact law enforcement. A written record of the matter should be submitted to the President within a few days for further consideration.

Section 3. Grievances can be communicated to the President by any party for consideration. A formal written complaint detailing inappropriate actions on the part of a Club member may be requested. If necessary, the President shall direct the matter to the Board of Directors or the general membership for possible disciplinary action that could involve reprimand, suspension, expulsion, or a report to the appropriate authorities. An accused individual has the right to submit a written summary to the Board to explain their actions and give an account. In the event of expulsion, no refunds of membership or other applicable fees will be given. The Club will not tolerate any retaliation against those who disclose practices or actions that are in violation of the FCGMC 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 earnings of the Club shall be payable to or for the benefit of any private individual unless approved by the Board of Directors after compliance with Sections

4 and 5 below.

Section 3. The Treasurer's books shall be reviewed or 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 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 or appointed committee member or chair shall approve the contractor. The selection criteria of the contractor shall be based on the time requirements, capability to perform the desired function, and price. Club membership shall not ensure selection.

Section 5. If a Club or Board member provides goods or services to the Club for which that member will derive a financial benefit payable by the Club, the member shall submit a Conflict-of-Interest Form detailing the proposed circumstances. The Board or appointed committee will review and make an approval determination. The member involved shall not vote on the matter and shall be excused from the room when votes are taken.

Section 6. Club members may be reimbursed for personal funds expended to purchase goods or services on behalf of the Club if the purchase was approved in advance, or subsequently ratified by the Board or appropriate Committee Chair, and the paid receipt is presented to the Treasurer in a timely manner, as per the Club's Guidelines and Procedures. The Club retains the right to deny unwarranted reimbursements.

Section 7. Persons procuring goods or services on behalf of the Club shall refrain from co-mingling personal and Club funds, such as, but not limited to, use of the Club's debit/credit cards or checks for personal purchases, 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 possible, Club purchases should be paid with the Club's credit/debit cards or checking account, with proper tax exemption documents in place to avoid unnecessary sales taxes.

Section 8. Emergency disbursements exceeding \$250 between meetings must be authorized by a Club officer.

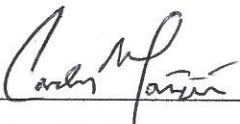
Section 9. Authorized signatories on the Club's bank accounts may not sign checks written to themselves.

Section 10. Goods donated to the Club shall belong to the Club upon receipt. Donated goods shall be sorted by Board Member or appropriate Committee chair to determine if the goods will be incorporated into the Club's inventory, sold, given away, or discarded. No such goods shall be given or sold to members except upon approval by vote of the Board of Directors.

Certificate of Adoption of the 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 the membership on the 8th of Nov 2022 and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Signed by



Carlos Mañón

Secretary of the Four Corners Gem and Mineral Club

11/8/22

Date