

BY-LAWS

LAKE HAVASU GEM AND MINERAL SOCIETY, Inc.

Article I: Organization

Section 1 Name: The name of this Society shall be **LAKE HAVASU GEM AND MINERAL SOCIETY, INCORPORATED**. Here and after, within these By-Laws, it shall be known as the Society.

Section 2 Purpose: The Purpose of this Society shall be to:

- A. Increase our appreciation of the beauty and value of the land on which we live.
- B. Foster good fellowship among its members and with members of the community.
- C. Host an annual Gem and Mineral Show for the community.
- D. Foster awareness of the earth sciences by:
 - 1. Increasing knowledge pertaining to minerals, and other geologic materials.
 - 2. Disseminating knowledge of minerals, fossils and rocks through collections and classification.
 - 3. Improving the practical skill of mineral study, collecting and fashioning as a hobby.
- E. Provide educational scholarships in the scientific fields.
- F. Procure, maintain, and improve club property.

Article II: Membership Dues and Badges Fees

Section 1 Membership:

- A. Membership shall be open to anyone interested in the purpose of the Society, and who, with the approval of the Executive Board, completes an application for membership and submits payment of dues as required in the By-Laws.
- B. Membership Fees are due and payable on January 1. New members joining after September 1 will pay full dues that will also cover the following year.
- C. Dues are considered delinquent after the February meeting.
- D. Membership Fees may be changed by a majority vote of the membership.
- E. Membership Fees are exempt for members who have earned a Life Membership, with the approval of the Executive Board.

Section 2 Membership Groups:

There are five membership groups:

- A. Individual Membership shall be any person joining the Society as an individual who is over the age of eighteen (18) years. That person shall have the right to vote and hold office.
- B. Junior Memberships shall be granted to persons between the ages of 12 and 18. Junior members do not have the right to vote or hold executive office.
- C. Life Membership shall be granted when a member has participated in the club for 15 years, served in two or more elected offices and served as a standing committee or ad hoc committee chairperson, or has been member of the Society for 25 years. Life Members shall have the right to vote and hold office.
- D. Auxiliary Memberships shall be given to Vendors who participate in the Society's programs by paying vendor fees. Auxiliary members do not have a vote in the Society's affairs.
- E. Honorary Memberships will be granted for one year to express appreciation for time, talent, or other donation to the Society. They have no right to vote in the Society's affairs.

Section 3 Name Badges:

- A. Name Badges are required for all members.
- B. Name badges are to be worn at Society's activities.

Section 4 Participation:

- A. Members should attend the monthly General Membership Meetings.
- B. Members are encouraged to participate in at least one committee per year.
- C. All members should commit 2 hours of volunteer time to assist at the Gem and Mineral Show.

Section 5 Cancellation of Membership

- A. The Executive Board may cancel membership for violations of By-Laws and/or Standing Rules after a suitable review and consideration of the individual case on its merits.
- B. No membership dues or other monies will be refunded.

Article III Officers and Elections

Section 1 Executive Board

- A. The Executive Board of the Society shall include the positions of President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms, Directors (3 positions), Immediate Past President, and Directors of the Lapidary Shop Operations and Havasu Rocks, and one assistant to the Director of Havasu Rocks. These twelve positions comprise the Executive Board.
- B. No member shall serve in any Board Position of the Society for personal or monetary gain.
- C. A candidate for Executive Board shall be a member of the Society, in good standing, for a minimum of two (2) years, unless there is no one available from the membership.

Section 2 Terms of Office

- A. Executive Board Members' terms will expire at the January General Membership meeting following installment of newly elected officers.
- B. New Executive Board Members elected during the General Membership Meeting in December shall replace Executive Board Members leaving office in the meeting following the election of new members.
- C. Directors shall serve a 3-year term with one Director being elected each year.
- D. The Immediate Past President will serve until a President who has served a full term replaces him.
- E. An individual shall hold no office for more than two (2) consecutive terms. In the event there is no candidate nominated for an office, Article III Section 2 may be suspended by a unanimous affirmative vote of all members voting, a quorum being present.

Section 3 Nominations

- A. The Nominating Committee at the November General Meeting will make nominations for the Executive Board.
- B. Additional nominations may be made from the general membership at the December meeting.
- C. All nominees must agree to serve and be members in good standing before their names are submitted.

Section 4 Elections

- A. All officers shall be elected by a secret ballot, and must receive a simple majority of the total votes cast, with a quorum present at the December General Membership Meeting.

- B. In the case of three (3) or more candidates, in which one candidate does not receive a majority of votes, the two (2) candidates receiving the most votes shall be selected for a run-off election.
- C. When there is but one candidate for an office, the ballot may be dispensed with by a unanimous vote of the general membership. This candidate is elected by acclamation.

Section 5 Vacancies in the Board of Directors

- A. Except for office of the President, any vacancy on the Executive Board shall be filled by an appointment of the Executive Board for the un-expired term. The Vice-President shall fill the President’s office. In a case where the Vice-President cannot serve, the Executive Board will appoint a qualified Society member with a majority vote of a quorum of the General Membership.
- B. Any member of the Executive Board resigning from office shall do so by submitting a written resignation to the Executive Board.
- C. Removal
 - 1. Any officer who is absent, without approved reason, for three (3) consecutive General Membership or Executive Board meetings, may be subject to removal and replacement by action of the Executive Board.
 - 2. Violation of the By-Laws shall be cause for removal of any Executive Board member, by majority vote of the executive board.

Article IV Duties of Executive Board

Section 1 President: the duties of the president shall be to:

- A. Preside over all Executive Board and General Membership Meetings of the Society. No Executive Board or General Membership meeting shall commence without minutes being recorded.
- B. Appoint, with consent of a majority of the Executive Board members, all Standing Committee and Ad-Hoc Committee chairpersons, deemed necessary to conduct business of the Society.
- C. Serve as ex-officio on all committees except the nominating committee.
- D. Perform duties prescribed by the Executive Board and/or General Membership.
- E. Co-sign Society checks and/or those in excess of \$500, as needed.

Section 2 Vice-President: The duties of the Vice-President shall be to:

- A. Assume all duties of the president in the absence or inability of the president to act.
- B. Perform duties as may be prescribed by the President, the Executive Board, or General Membership
- C. Co-sign Society checks and/or those in excess of \$500, when needed.

Section 3 Secretary: The duties of the Secretary are to:

- A. Keep a complete record of all meetings of the Executive Board and General Membership meetings.
- B. Maintain a list of the committees and committees’ members.
- C. Handle all official correspondence directed or approved by the President or the Executive Board.
- D. Be the Society’s custodian of documents pertaining to Society’s properties (real property, e.g., AZ Mining Inspector, and personal property, such as the Society trailer registration).
- E. Maintain a current inventory of club properties.
- F. Co-sign Society checks and/or those in excess of \$500, as needed.

Section 4 Treasurer: The duties of the Treasurer are to:

- A. Receive and deposit all dues, initiation fees, assessments, and other monies due to the Society, and those from Havasu Rocks and the Lapidary Shop.
- B. Keep and maintain, in proper order, all financial records and financial reports of the Society.
- C. Sign all checks up to and including \$500. There must be a co-signer on checks in excess of \$500.
- D. Pay the bills the society is obligated to pay.
- E. Keep and maintain a record of all expenditures of the Society.
- F. Furnish a written financial report as directed by the Executive Board.
- G. Prepare an annual operating budget by the first of January of each calendar year, for the upcoming fiscal year, with assistance of the incoming Treasurer.
- H. Document the Society's tax and corporate documentation, including insurance policies and other documentation that may be created from time to time.
- I. The Treasurer may be bonded at the option of the Executive Board.

Section 5 Sergeant-At-Arms: The duties of the Sergeant-At-Arms are to:

- A. Maintain order at Executive Board meeting and General Membership meetings.
- B. Lead the Pledge-of-Allegiance at General Membership meetings.
- C. Collect fines.
- D. Oversee the set-up and take down of General Membership Meetings. (i.e., chairs, tables, air conditioner, public address system, etc.)
- E. Distribute rock gifts to guests and new members at the General Membership meetings.

Section 6 Directors: The duties of the Directors are to:

- A. Perform duties as prescribed by the President and/or Executive Board.
- B. Act as liaisons to the General Membership.
- C. Directors are, as follows:
 1. Three Year Director, who is elected at the December meeting.
 2. Two Year Director, who steps down from Three Year Director.
 3. One Year Director, who steps down from Two Year Director, and is finished after the term served.

Section 7 Past President: The duties of the Past President are to:

- A. Advise and support the new President and Executive Board.
- B. Serve on the Finance Committee.

Section 8 Director of Operations Havasu Rocks Retail, herein called "Store Director". The duties of the Store Director are to:

- A. Oversee the operations and success of retail-store.
- B. Oversee compliance of volunteers with established store policies.
- C. Determine monthly sales and commissions if the store sells goods on consignment.
- D. Manage and maintain a budget with approval of the Board of Directors.
- E. Collect input from members to have a cohesive environment.

Section 9 Assistant Store Director:

The duties of the Assistant Store Director are to assist the Director and serve in the Director's absence.

Section 10 Director of Operations Lapidary Shop, herein called "Shop Director". The duties of the Shop Director are to:

- A. Maintain the shop and equipment.
- B. Maintain an inventory of all Lapidary Shop Equipment and Shop supplies.
- C. Collect input from members to have a cohesive and safe environment.
- D. Maintain and manage the Lapidary Shop's Annual Budget.
- E. Provide ongoing training for members and users of the shop in the use of all tools and shop equipment.
- F. Provide for the collection of monies from those who use the shop, aside from those who have paid the yearly fee.
- G. Train, assign and supervise Shop Monitors.

Section 11 Executive Board:

- A. The Society's Executive Board is subject to the By-Laws and Standing Rules of the Society.
- B. All Executive Board actions are subject to approval of the general membership, unless covered by the Society's By-Laws and/or Standing Rules.
- C. The Executive Board shall formulate policies of the Society to act in an advisory capacity to the President, who shall be bound to act according to the majority decision of the Board.
- D. The Executive Board shall approve and may amend the budget.

Article V Committees

Section 1 Appointment of Chairperson:

- A. Executive Board: The President of the Society shall be the Executive Board Chairperson.
- B. With approval by the Executive Board, the President shall appoint Standing and AD Hoc Committees' Chairpersons.

Section 2 Chairpersons and Committee Members shall be members in good standing.

Section 3 Standing Committees:

- A. Communication Committee
- B. Event Committee
- C. Field Trip Committee
- D. Finance Committee
- E. Gem Show Committee
- F. Hospitality Committee
- G. Membership Committee
- H. Lapidary Shop Committee
- I. Havasu Rocks Committee
- J. Program Committee

Section 4 Hoc Committees:

- A. By-Laws Committee
- B. Nominating Committee
- C. Scholarship Committee

Article VI Authority

- A. The By-Laws of the Society shall govern the Society.
- B. These By-Laws shall not conflict with the Charter of the Society.

- C. "Robert's Rules of Order, Revised" shall apply in all decision-making processes where they do not conflict with the By-Laws of the Society.

Article VII Meetings (amended 9/13/2013)

Section 1 Special Executive Board Meetings:

- A. The President or two members of the Executive Board may call an Executive Board Meeting.
- B. A meeting may be designated as a "Special Meeting," where business of the Society will be facilitated and minutes published and/or read.
- C. A meeting may be designated as an "Executive Session," wherein business of a private, Societal nature is conducted.

Section 2 General Membership Meetings:

- A. There shall be one (1) General Membership meeting during each month.
- B. A General Membership Meeting is optional for the months of June, July, and August.
- C. The order of the General Meetings shall include but not be limited to:
 - 1. Call to order by the President.
 - 2. Flag salute lead by the Sergeant-At-Arms.
 - 3. Reading of the minutes from previous meeting, or reference to the meeting minutes in the monthly newsletter," Rocky Tales," and adoption of said minutes as read or corrected.
 - 4. Treasurer report.
 - 5. Committee reports.
 - 6. Old business.
 - 7. New Business.
 - 8. Social events & guest speakers.
 - 9. Adjournment.

Note: The order of the meeting may be moved to meet the needs of the Society's membership.

Article VIII Fiscal year:

- A. The fiscal year shall commence on February 1, and end on January 31, of the next calendar year.
- B. Upon completion of the fiscal year, an inventory of the Society's properties will be taken.
- C. An evaluation of the property will be submitted to the Executive Board.
- D. An annual audit report shall be submitted to the Executive Board.

Article IX Amendments

Section 1 Proposed Amendments:

- A. Amendments to the By-Laws must be presented in writing to the Secretary.
- B. During the General Membership Meeting the amendment shall be presented under the "New Business" agenda. Discussion of the amendment shall be allowed.
- C. Proposed amendment shall be submitted to all members in writing. The printing of a proposed Amendment in the "Rocky Tales" shall suffice.

Section 2 Voting on Amendments:

- A. At the ensuing General Membership Meeting, following the presentation of an amendment, voting on the amendment shall occur.
- B. A simple majority affirmative vote of the members voting, a quorum being present, will be required for the adoption of the proposed amendment.

Section 3 Quorum (amended 01/13/2017)*

A quorum shall be twenty-five (25) members in good standing, listed on the Society's membership roster that is maintained by the Membership Committee.

Article X Dissolution

In the event of dissolution of this Society, all properties, possessions, and monies controlled by the Society shall irrevocably be dedicated to any 501(c)(7) organization recommended by the Executive Board and approved by the General Membership.

Article XI Retention of corporation records (Article XI below was approved at March 22, 2010 General Membership Meeting)

Section 1 Permanent Records: The following records must be retained for the entire life of the organization:

- A. Approved Minutes of Society's Executive Board Meetings will be held by the Secretary for the fiscal year, and then filed with other official records.
- B. Approved Minutes of General Membership Meetings of business transactions will be held by the Secretary for the fiscal year, and then filed with other official records.
- C. The original Articles of Incorporation with the State of Arizona Corporation Commission, including amendments to the Charter, and By-Laws, will be held by the Secretary, and passed on to the incoming Secretary.
- D. Copies of the annual required reports to the State Corporation Commission, if electronically filed, shall be printed and the copies will be held by the Secretary for the fiscal year, and then filed with other official records.
- E. IRS Letters granting Society tax status and exemption for non-profit status, copies of any required annual reporting to IRS as the federal regulations change, if electronically filed, will be printed, with copies held by the Secretary for the fiscal year, and then will be filed with official records.
- F. General financial ledgers, financial statements, sales tax reports and other required reports by federal and state bureaus not otherwise listed in this section, will be kept by the Treasurer for the fiscal year, and filed with other official records.
- G. Society ownership records of any major assets (deeds, titles, mining claims, bills of sale, etc.), and any related payments or special activities relating to such real estate or personal property assets shall be filed with official records.
- H. Documentation of original grant proposals and any contracts relating to any grant awards, shall be filed with other official records.
- I. Membership records shall be kept by the Membership Chairman and/or Historian, and filed with other important documents when no longer current.
- J. Newsletters shall be kept by the newsletter Editor and/or Historian.
- K. Insurance policies and legal correspondence and other important papers related to the operation of the Society, its officers and the general membership shall be kept by the Secretary or the responsible officer at the time of discussion.

Section 2 Retained Records for Five Years:

The following records may be periodically purged after the required retention period, unless the Society's Executive Board action requests retention for a longer period for a specific reason. A motion before the Executive Board for permission to purge, etc., shall document continuity of where these records were kept and when purged.

- A. Bank statements, financial reconciliation statements, deposit slips/advances and cancelled checks.

- B. Cash receipts and disbursement records.
- C. Correspondence in general.
- D. Contractual agreements between the Society and Gem Show business providers, or other individual and/or institutional parties.
- E. Insurance records unless involved in litigation or other problems.

Section 3: Yearly Activities of the Audit Committee

- A. The annual review by the Audit Committee shall include examination of the year-end/fiscal year-end bank statements, brokerage statements, etc. In addition, the first statements of the new fiscal year should be examined to verify that correct balances have been forwarded.
- B. A sampling of actual receipts and paid invoices should be verified with entries as posted in the financial records.
- C. Receipts and disbursements should be compared to prior years and any material differences verified. This can be accomplished in the development of the proposed budget for the new operating year. The annual budget should make provision for the appropriate storage of Society's records and property.
- D. The Audit Committee shall review a copy of the annual reports to be sent to the state Corporation Commission and the federal IRS when applicable. If some reports to state and federal agencies are done via Internet systems, printed copies of such electronic reports must be filed in the appropriate record file.

End-4/1/2010

Revised March 2008

Reformatted Only-July, 2009 hk.

Article XI added as of March 11,2010

Revised May 2012

By-Law Revision Committee members:

- 1. Co-Chairmen
 - A. Barry Bandaruk (member)
 - B. Harry Kilb (member)
- 2. Donna Robinson (member)
- 3. Carol Rhodaback (Secretary)
- 4. Homer Rhodaback (Director)
- 5. Liz Porter (Treasurer)
- 6. Kathy McCauliff (Vice President)
- 7. C Russell (Past President)
- 8. Lou Porter (president ex officio)

Revised June 2019

- Barry Bandaruk Chair
- Linda Harley (President ex officio)
- Linda Chandler (Vice President)
- Joseph Wagner (member)
- Carol Jose (member)
- Gayle Gilpin (Membership Chair)
- Susan Sease (Store Director)
- Michele Trumbel (Treasurer)

Revised April 2021

- 1. Barry Bandaruk (Past President)
- 2. Rick Kerber (President)
- 3. Sandra Willis (Secretary)
- 4. Barbara Wiggins (Editor of "Rocky Tales")