

Friends of Mineralogy, Colorado Chapter: Bylaws

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NUMBER I PURPOSE AND METHOD FOR CHANGE.

Section 1 These Bylaws are the rules and regulations for conducting the business and activities of the CHAPTER and shall be binding on all members of the CHAPTER.

Section 2 These Bylaws may be changed by a majority vote of a quorum of the membership, and in accordance with the following procedure:

(A) Amendments to the Bylaws may be proposed by any member or the Board of Directors. Proposed amendments shall be submitted in writing to the Board of Directors. The Board shall then mail **or email** the prepared amendments to each member at least 30 days prior to the next general meeting.

(B) Voting on the proposed amendments shall be conducted after the proposal has been presented for open discussion from the floor, at a regular business meeting of the CHAPTER.

(C) In the event that the proposed amendment is rejected, non-substantive modifications may be made to the original proposal at the same meeting, and the revised amendment may be approved at that meeting. In the event that substantive changes are required, the proposal so amended may be resubmitted to the membership for discussion and voting under the procedure outlined in this Section.

NUMBER II DUTIES AND POWERS OF OFFICERS.

Section I The President shall:

(A) Act as presiding officer of all regular and special business meetings of the CHAPTER and the Board of Directors. She or he shall call special meetings of the CHAPTER and the Board of Directors as deemed necessary.

(B) Act with executive power in conducting the activities of the CHAPTER and offer guidance and council in accordance with the Articles of Incorporation and the Bylaws.

(C) Appoint special and/or temporary committee Chairpersons or entire committees as needed.

(D) Authorize the bonding of Officers or Board members as required under criteria developed by the Board of Directors.

(E) Appoint a nominating committee of three persons.

(F) Preserve all records of the office and relinquish possession thereof to his or her successor.

Section 2 The Vice—President shall:

(A) Assume the duties of the President during his or her absence.

(B) Be the Assistant Treasurer.

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(C) Have responsibility for project development and coordination.

(D) Have such other duties as directed by the President.

(E) Preserve all records of the office and relinquish possession thereof to his or her successor.

Section 3 The Secretary shall:

(A) Record as minutes the transactions of all business meetings.

(B) Conduct all correspondence pertinent to the business, maintain records, and keep a roster of members.

(C) Comply with the requirements set for the Part III of the Operating Procedures of Friends of Mineralogy, Inc., "Reporting Requirements".

Section 4 The Treasurer shall:

(A) Receive and deposit all funds of the CHAPTER in a bank or other depository approved for deposit or investment of estate or trust funds by the laws of the State of Colorado and as approved by the Board of Directors. Keep a complete and accurate record of all receipts and expenditures, balance the account books at the end of each month and render a complete financial report annually to the CHAPTER and at such other times as required.

(B) Receive all applications for admission to the CHAPTER, and act upon these within 30 days. The Treasurer shall submit a report and all new applications to the Board of Directors.

(C) Keep an accurate account of all real and personal properties of the CHAPTER. Be property custodian or delegate the duties of custodian with the approval of the Board of Directors.

(D) Comply with the requirements set forth in Part III of the Operating Procedures of Friends of Mineralogy, Inc., "Reporting Requirements".

(E) Surrender all account books and records for audit at the request of the Board of Directors.

(F) Preserve all records of the office and relinquish possession thereof to his or her successor.

NUMBER III DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1 The Board of Directors shall develop and manage Operating Policies and Activities in accordance with the CHAPTER'S Articles of Incorporation and Bylaws.

Section 2 The Board of Directors shall consist of the CHAPTER'S officers, including: President, Vice-President, Secretary, Treasurer, and a minimum of three but up to five (5) Directors elected from the membership at large.

(A) Board members that are officers shall serve a one year term. Directors - at - large shall serve a two year term.

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(B) If an at-large Director becomes an officer, another at-large Director shall be elected.

- Section 3 Every Director shall have one vote, however, the CHAPTER'S President shall not vote except to break a tie. Voting may be at a board meeting or by email.
- Section 4 Voting on membership matters described in Number VII shall, if requested by two or more of the board of directors, be by secret ballot.
- Section 5 A quorum for the Board of Directors shall be a majority of the members of the Board where the position has been filled. Unfilled positions do not count for or against the determination of what is a majority.
- Section 6 Board of Directors meetings may be called by the President or at the request of three (3) members of the Board.
- Section 7 The meetings of the Board of Directors are open to all CHAPTER members; however, participation in deliberations shall be limited to Board members or such other persons as may be required or requested.
- Section 8 Failure of a member of the Board of Directors to attend two (2) consecutive Board of Directors meetings or two thirds of all regular business meetings, may, at the discretion of the remaining members of the Board of Directors, result in dismissal from the Board. Before any action is taken the Board of Directors will consider all mitigating circumstances.
- Section 9 In the event of a vacancy on the Board of Directors, the President shall recommend an interim replacement for Board approval, and the replacement shall serve until his successor is chosen at the next annual meeting.

NUMBER IV NOMINATION AND ELECTIONS OF OFFICERS AND DIRECTORS.

Section 1 Nomination.

(A) The President shall appoint a Nominating Committee of three (3) persons.

(A) The Nominating Committee shall, if possible, present a complete slate of not less than two (2) candidates for each office.

(B) The recommendations of the Nominating Committee shall be presented to the membership prior to the November regular business meeting.

Section 2 Election

(A) The complete list of candidates shall be published in the newsletter preceding the November regular business meeting.

(B) Officers shall be elected first, then the Board of Directors at large.

(C) Directors shall be elected to fill as many open positions as possible.

(D) Election of Officers and Directors shall be held at the November business meeting. Votes shall be cast by voice vote or a showing of hands or received by the Secretary as proxy ballots via email or mail prior to that meeting.

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(E) The candidate receiving the majority number of votes cast shall be considered elected and will assume office at the first meeting of the following year.

NUMBER V QUORUM

Section 1 A quorum of members at any meeting of members shall be those present in person or by proxy (mail or email prior to the general meeting). The act of a majority of members of a quorum shall be the act of the full membership except as may otherwise be specifically provided by statute, the Articles of Incorporation, or these Bylaws.

NUMBER VI MEMBERSHIP

Section 1 Qualifications and Admissions:

(A) Membership in Friends of Mineralogy Inc. is automatic upon joining the Friends of Mineralogy Colorado Chapter, Inc. A national member in good standing of Friends of Mineralogy Inc. is qualified to be a member of the Colorado Chapter, upon paying the CHAPTER dues.

(C) Membership shall be open to any individual who supports the purposes and objectives of the CHAPTER,

(D) (Application for membership shall be made in writing on a form prescribed by the Board of Directors, accompanied by the first year's dues. Upon acceptance, the member shall enjoy all privileges offered by the CHAPTER.

(E) Membership may be denied if the Board of Directors determines that an individual has acted or can reasonably be expected to act unethically or in a manner contrary to the purposes and objectives of the CHAPTER.

Section 2 Termination and Suspension

(A) If a person's membership in Friends of Mineralogy, Inc. is terminated, the membership in the Colorado Chapter shall also be terminated.

(B) Membership in Friends of Mineralogy, Colorado Chapter may be terminated or suspended for non-payment of dues.

(C) Membership in Friends of Mineralogy, Colorado Chapter may be terminated or suspended for violation of the Charter, Articles of incorporation or Bylaws or for conduct that is unethical or contrary to the purposes and objectives of Friends of Mineralogy.

(D) Termination or suspension shall be imposed by the Board of Directors, with the subsequent approval of a two-thirds vote of those members present and voting at of the CHAPTER membership, a quorum having been established.

(E) In lieu of suspension or termination of membership, a member may be subject to such action as the Board of Directors determines to be in the best interest of the CHAPTER, by a procedure established by the Board of Directors.

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NUMBER VII DISBURSEMENT OF FUNDS AND ASSESSMENTS

- Section 1 (A) Expenditures to defray operating costs shall be approved by the Board of Directors.
- (B) Expenditures in excess of \$200.00 (two hundred dollars) shall be approved by a majority vote of the Board.
- (C) Expenditures in excess of \$750.00 (seven hundred and fifty dollars) shall be approved by a majority vote of the members attending a regular business meeting and including email votes that were previously received or by a majority of members voting by email or U. S. postal mail.
- Section 2 All checks to defray expenses of the CHAPTER shall bear the Signature of the Treasurer, President or Vice President.
- Section 3 Special assessments on members for any purpose may be recommended by the Board of Directors. Final approval shall be by a two thirds vote of a quorum of the CHAPTER membership.

NUMBER VIII DUES

- Section 1 (A.) Dues for all members shall be set by the Board of Directors and approved by a two thirds vote of those members present and voting at a regular meeting of the membership. The amount of said dues shall be set forth in the Operating Regulations.
- (B) If a membership application is received after August 1, the dues will be prorated to one half the full yearly rate.
- (C) Dues will be payable on or before the first of January. A member shall be considered delinquent if dues are unpaid after the March business meeting.
- (D) If payment of dues has not been made by the May business meeting, the person will be dropped from the membership rolls.

NUMBER IX CONTRACTUAL AGREEMENTS

- Section 1 No member or officer shall enter into any agreement or contract on behalf of the CHAPTER without the approval of the Board of Directors.

NUMBER X MEETINGS

- Section 1 Meeting times. Regular business meetings shall be held on the second Thursday of January, March, May, September, and November, from 7:30 P.M. until 10:00 P.M. These dates may be adjusted to accommodate conflicts with other mineralogical meetings.
- Section 2 Meeting place.
- (A) The regular meeting place shall be at a location approved by a majority of the board.
- (B) Meetings may be held at times and in places other than those specified, with the approval of the Board of Directors,
- Section 3 Special meetings.
- Special meetings for the purposes of education, entertainment, or matters of business may be called by the Board of Directors at any time in a place to be determined by them.

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NUMBER XI OPERATING REGULATIONS

- Section 1. All CHAPTER business and activities not defined and described in the Bylaws shall be conducted according to Operating Regulations.
- Section 2. At any duly called meeting of the Board of Directors or membership, decisions relating to the operations of the CHAPTER shall be designated as Operating Regulations. These regulations shall be organized for easy reference and dated.
- Section 3. The Operating Regulations may be established, revised or revoked by a majority affirmative vote at any meeting of the Board of Directors or the membership.
- Section 4. The Operating Regulations shall not be in conflict with these Bylaws or the Articles of Incorporation.
- Section 5. The Secretary will keep the Operating Regulations up to date,

NUMBER XII - EXEMPT ACTIVITIES

- Section 1. Notwithstanding anything contained herein, no member, Director, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not appropriate under Section 501 (c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

NUMBER XIII - DISSOLUTION OF THE CORPORATION

- Section 1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principle office of the corporations then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes as per Article II Section D.

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