

COMBINED CONSTITUTION AND BY-LAWS
of the
GILA COUNTY GEM AND MINERAL SOCIETY, INC.

ARTICLE I
NAME

This organization shall be known as the GILA COUNTY GEM AND MINERAL SOCIETY, INC., a non-profit organization.

ARTICLE II
PURPOSE

Section 1. This Organization is organized exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. More specifically, the Organization will carry out its purpose by conducting activities that include:

- A. Educating students and community members in the science of geology, mineralogy, paleontology and lapidary.
- B. Educating students and community members in the methods of collecting, cutting, grinding and polishing of gem materials, including safety instruction.
- C. Conducting community outreach, including presentations and classes within area schools.
- D. Providing learning materials including books, teacher guides, mineral and fossil samples.
- E. To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, for such purposes and objectives or any of them, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law, and to use and apply the whole or any part of the income therefrom and the principal thereof solely and exclusively for the above mentioned purposes or any of them.

ARTICLE III
MEMBERSHIP

Section 1. Membership in this Society shall be open to lapidaries and those interested in the lapidary arts, silver, gold work and the collecting of mineral specimens.

Section 2. Members shall receive all literature published by the Society, and upon being accepted for membership, pay an annual fee as stated on the membership application, as voted on and passed at a business meeting and sign the release of Liability waiver form. Members shall have all rights powers, and privileges conferred by this Constitution, including the right to vote. After one year, new members age 18 or over, shall have the right to run for an office, and if elected shall have the right to hold that office.

Section 3. There are currently 4 membership types: A. Single, B. Couple, C. Family and D. Youth. These are defined below.

- A. Single member is any single adult member.
 - i. The single membership may include dependent children at the price per youth member which may add up to less than the family membership. Youth members will need to be accompanied to any society functions by the adult member.
- B. Couple membership is any 2 adult members who share a membership.
 - i. The Couple membership may include dependent children at the price per youth member which may add up to less than the family membership. Youth members will need to be accompanied to any society functions by the adult member.
- C. Family is a group of members with at least 1 adult member and several dependent children under the age of 18 living in the same household.
 - i. Family members 18 years and older cannot be included on a family membership and would require a separate membership application.
- D. Youth are any member who is under the age of 18. Youth members can be the only member of a membership with custodial approval who is not a paid member, who does not have the rights of membership and must accompany the youth to any society function(s) to include Business Meetings, Workshop(s) etc.
 - i. The parent/guardian of the youth must sign the waiver of liability form and list the youth(s) names and their relationship to the youth(s) on this form and sign it as allowing the youth members to participate in society functions.

Section 4. All members on the books as of April 1, 1957, shall be regarded as CHARTER MEMBERS.

Section 5. The Secretary will present membership applications for new membership to the group for approval.

Section 6. Membership, Suspension or Termination:

- A. The Board of Directors is empowered to suspend, or terminate the membership of any member who fails to comply with the provisions of the Articles of Incorporation, the Constitution and By-Laws, or causes disruption or dissension on a continuous basis, at any meeting, at any time, held by the Society. Any member may file written charges against any other member or members specifying the alleged violations. The Secretary or Secretary Pro Tem, shall notify all parties as to the date, time and place at which a hearing will be held by the Board of Directors to receive and consider the evidence relating to the charges.
- B. Any member, whose membership is suspended or terminated, shall have thirty (30) days from the date of the hearing to appeal the decision of the Board or present evidence. If appeal is not made within the time permitted, the decision of the Board shall stand as rendered.

ARTICLE IV DUES

Section I. Dues

- A. The dues shall be payable in advance or when membership is accepted, and thereafter dues shall be payable on January 1 of each year. Dues will be accepted only if the member has complied with all provisions of the Constitution and By-Laws applicable to him.
- B. To remain in good standing, a member must pay his dues by the January meeting and comply with all requirements of The Society as stated in the Constitution.
- C. The Secretary should contact and notify the Members who have not paid dues by the February meeting. If payment of dues is not made by the time of the March meeting, the member shall be dropped from membership and the Society notified of this action.

ARTICLE V OFFICERS

Section 1. The officers of the Society shall consist of a President, Vice President, Secretary and a Treasurer. These officers shall comprise the Board of Directors.

Section 2. A nominating committee consisting of three (3) or more members shall be elected at the first regular December meeting. Said committee shall meet and select a slate of officers on or before the 1st meeting in January. Nominations for any office may be made from the floor at the January meeting. The candidates nominated shall be voted on by written ballot at this meeting. A majority vote of the members present is sufficient to elect these officers.

Section 3. A tellers committee shall be appointed by the President at the January meeting to distribute and count the ballots. The President shall report the results of the election before the adjournment of the meeting.

Section 4. The officers elected shall take office at the first meeting in April, which will be designated as the Annual Meeting.

Section 5. Vacancies occurring during the term of office shall be filled by appointment by the Board of Directors.

Section 6. Term of office shall be two years.

Section 7. All of the members of the Board of Directors shall complete a Conflict of Interest Disclosure form each January.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The regular term of all officers shall commence at the first meeting in April following their election and shall continue for a two-year term.

Section 2. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these By-Laws.

Section 3. General

- A. The Board of Directors, consisting of the elected officers of the Society, shall be the administrative body of the Society and shall meet once each month
- B. The Board of Trustees shall have charge of the clubrooms and the property of the club contained therein.

Section 4. The President shall be Chairman of the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. The President shall countersign all checks. The President shall appoint all standing committees, and shall be an ex-officio member of all committees except the nominating committee. The President, together with the assistance of the Board of Directors, shall plan and carry out the program of the Society.

Section 5. The Vice-President shall be Chairman of the Membership Committee and shall preside at the meeting and perform all duties of the President in the President's absence or inability to serve.

Section 6. Duties of Secretary

- A. Keep an accurate record of the proceedings of all meetings of the Society and the Board of Directors.
- B. Conduct all correspondence of the Society.
- C. Receive and present all applications for membership to the group, and send membership cards to new members as a notice of their approval of membership.
- D. Notify officers of their election and committee members of their appointments.
- E. Keep an accurate list of membership of the Society with the address of each member.

Section 7. Duties of Treasurer

- A. Receive and hold all money belonging to the Society and make payments at the order of the Board of Directors.
- B. Together, with the President, shall sign all checks.
- C. Receive all dues and make a report of all receipts and disbursements at each business meeting, and shall make an Annual Report.
- D. Submit the Annual Report to the Auditing Committee ten days before the Annual Meeting or when a Treasurer resigns.
- E. If considered necessary by the Board of Directors, the Treasurer will be bonded.

ARTICLE VII BOARD OF TRUSTEES

The Board of Trustees shall consist of the President, the retiring President, and three other members to be elected by this Society from its membership. One Trustee shall be elected at the January meeting for a term of three years, to fill the vacancy of the Trustee whose term has then expired. The Trustees will have three year staggered terms.

The remaining Board of Trustees shall fill any vacancy on the Board of Trustees should any vacancy occur in

the Board of Trustees during any year,

The Board of Trustees shall elect its own officers, who shall consist of a Chairman, Secretary, and Treasurer.

The Board of Trustees shall hold regular and special meetings at such times and places and upon such notice as it may provide in its By-Laws. Three members shall constitute a quorum.

All members of the Board of Trustees shall complete a Conflict of Interest Disclosure form each January.

The legal title to all property, real and personal, of the Society shall forthwith vest in the Board of Trustees, and hereafter remain vested in said Board of Trustees and their successors in trust. They shall handle, manage and control the same, subject to the provisions of this Constitution.

The Board of Trustees shall have power to adopt By-Laws for its own guidance and for the management of the property of the Club over which it has control, and may amend such By-Laws at any time. It may also have power to adopt and enforce such rules and regulations not inconsistent with the affairs committed to it by the Constitution. It shall make a complete report of the property of the Club under its control, and the condition and operation thereof for the preceding year to the Society at each Annual Meeting.

Three members of the Board of Trustees shall audit the Club's books at least one or more times before the Annual Meeting. Three members constitute a quorum.

An annual Treasurer's Report shall be submitted to the Board of Trustees Auditing Committee ten days before the Annual Meeting, or when a Treasurer resigns.

ARTICLE VIII COMMITTEES

Section 1. The following will be considered the standing committees of the Society: Membership, Publicity, Program and Entertainment, Constitution and By-Laws, Field Trips, Hospitality, Show and Special Events.

Section 2. The President shall appoint Chairmen for the following committees: Constitution and By-Laws, Field Trips, Hospitality, Show and Special Events, and Publicity.

Section 3. The President shall appoint such special committees, as the President deems necessary, as well as those that may be created by the vote of the Society.

Section 4. Committee Chairmen shall select their committee members from the membership of the Society. Each committee shall consist of three or more members.

ARTICLE IX MEETINGS

Section 1. Regular meetings shall be held on the first Thursday of the month. However, if a regular meeting should fall on a holiday, that meetings shall be held the following Thursday. The members in good standing, present at the meeting, shall constitute a quorum for the transaction of business.

Section 2. The Annual Meeting shall be the regular meeting for the month of April. The new Officers shall assume their duties at this meeting.

Section 3. Field trips shall be held at such times as the proper committee of the Society shall so direct. Notice of field trips shall be provided to all members of the Society at the regular business meeting, the Society newsletter and email.

Section 4. No Society business, of any nature, may be conducted at any meeting other than the Annual Meeting, a regular business meeting, or a special meeting properly called.

Section 5. The use of equipment is restricted to members only. Members must receive proper instructions and training before they are allowed to operate any equipment.

Section 6. Visitors are allowed to attend meetings but do not have any voting authority.

ARTICLE X AMENDMENTS

The combined Constitution and By-Laws may be amended by a two-thirds vote of members in good standing, present at any regular meeting, provided "written notice" via email or regular mail has been sent to all members two weeks prior to the meeting.

Roberts' Rules of Order shall prevail where business procedure is not covered by this combined Constitution and By-Laws.

ARTICLE XI EDUCATIONAL FUNDING

Each year, the membership shall vote on funding for educational purposes to further the education of students in the science fields with emphasis in lapidary. This may be funds or materials given to any educational institution (library, college, secondary, elementary); it may be presentations in the schools, it may be for supplies to be given directly to students.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify each of its Officers, Directors, and duly appointed Committee Members against any expenses incurred by them, including legal fees or Judgment penalties, rendered or levied against them while acting within the scope of their duties. The Board of Directors shall; however determine, in good faith, that such person did not willfully act, or fail to act, in a manner so as to involve gross negligence or fraudulent or criminal intent in regard to the matter involved in the Action. This indemnification is intended to create the maximum indemnity permitted pursuant to Arizona Revised Statute 10-005 and as the same may be amended from time to time.

ARTICLE XIII ADDITIONAL OBJECTIVES – DISSOLUTION

Section 1. Additional objectives of the corporation are:

- A. To conduct Social functions for the members of the Corporation and education services in relation to the purposes and objectives of the Corporation.
- B. To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, for such purposes and objectives, or any of the property real, personal or mixed, without limitations, if any, as may be imposed by law, and to use and apply the whole or any part of the income therefrom and the principal thereof solely and exclusively for the purposes and objectives of the Corporation, and any of them.

Section 2. To carry out the purpose and objectives of the Corporation, it shall have the following powers in aid of such purposes and objectives: (a) To accept, acquire, receive, and take, for any of its purposes and objectives, any property, both real and personal, of whatsoever kind, nature, and description, wherever situated; (b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any property, real and personal, of any kind, nature and description, wherever situated as the purposes and objectives of the Corporation may require; (c) To borrow money and to execute and issue notes, bonds, and other obligations of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, agreement, or other instrument; (d) To invest and reinvest its funds in such investments of all types as its Board of Trustees shall deem advisable, subject to any limitations and conditions contained in any bequest, devise,

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Continued


grant, or gift; (e) In general, to exercise such other powers necessary or incidental to the powers so conferred in carrying out the purposes and objectives of the Corporation. No part of the net earnings or income or principal of the Corporation shall ever inure, in whole or in part, to the benefit of any member, private shareholder, director, officer, or individual, and such earnings and income shall in all events be used in carrying out the purposes and objectives herein stated. The corporation shall not devote any portion of its activities to attempting to influence legislation by propaganda, or otherwise directly or indirectly, participating in or intervening in any political campaign, or have objective or engage in any activities which would characterize it as an "action" organization as defined by the Internal Revenue Code and the Regulations thereof. This Corporation's activities shall always be devoted to the public interest and shall never be devoted to any private interest.

Upon the dissolution of the Corporation, after payment of debts, all assets in their entirety shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended. All income received by the Corporation shall be used in carrying out the aforementioned purposes and objectives.

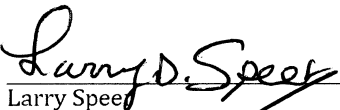
The revised Combined Constitution and By-Laws of the Gila County Gem and Mineral Society, Inc. were adopted at the business meeting held on March 7, 2024.

Members Present: 27
Votes For: 18
Votes Against: 9
Abstained Votes: 0
Passed/Failed by %: 66.7

By-Laws Committee Names & Signatures


Beverly Hawkins


Joe Mercer


Larry Speed


Marvin Sawaia