

THE SEARCHERS GEM AND MINERAL SOCIETY, INC.

A Non-Profit Corporation

BY-LAWS

Adopted February 4, 2020

ARTICLE I

NAME AND PURPOSE

Section 1 – The name of the Corporation shall be THE SEARCHERS GEM AND MINERAL SOCIETY, INC.

Section 2 – This Society was formed for the purpose of banding together a group of congenial persons for the purpose of:

- Studying mineralogy and the earth sciences by means of association with other mineralogical societies and with their members.*
- Presentation of public exhibitions, lectures, and similar programs.*
- Field trips for exploration, study, and collecting of specimens.*
- The encouragement of interest among young people and the fostering of interest in mineralogy and the lapidary arts.*
- The procurement and maintenance of collections of minerals, mineral products and related pictures, writings, and other information thereof.*
- All other means which are appropriate to the accomplishment of the primary objectives above set forth.*

This Corporation is not formed for profit and none of its assets shall be used for the pecuniary gain or profit of any individual who is or may become a member thereof.

ARTICLE II

LOCATION

Section 1 The principal office of the Corporation in the State of California shall be located in the city of Anaheim, County of Orange.

ARTICLE III

MEMBERSHIP

Section 1 – CLASSES OF MEMBERSHIP AND DUES. The Corporation shall have two classes of members.

- Members shall be age 18 (eighteen) and over and shall pay dues each calendar year.*

- *Junior Members* are those under age 18 (eighteen) who are sponsored by an adult who is a member of this organization.

Dues:

- *The amount of dues for the next calendar year may be reviewed annually by the Board.*
- *Any suggested changes will be brought to the general membership for approval at the annual meeting in November. Approval by a simple majority of members present is required for any change.*
- *Dues are due and payable on the first day of January each year and shall not be pro-rated.*
- *When any member in any class shall be in default for two months or by March 1st, his/her membership shall be terminated.*

Section 1a – MILITARY SERVICE. Any member who is active in the United States Armed Services shall be considered a paid-up member during his/her tour of duty. Any dues paid by that individual for the current year shall be reimbursed.

Section 2 – VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members. There shall be no mail or proxy votes.

Section 3 – EXPULSION. The Board of Directors may suspend or expel any member for cause after the following three conditions are met:

- 1. An appropriate hearing as specified by the Board.*
- 2. An affirmative vote by two-thirds (2/3) of all the members of the Board.*
- 3. An affirmative vote by the majority of those present at any regularly constituted general meeting.*

ARTICLE IV

ANNUAL MEETING

Section 1 – ANNUAL MEETING. An annual meeting of the members shall be held in the month of November each year for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the meeting.

- *Election to office is determined by a simple majority.*
- *Election shall be by ballot. Where there is only one candidate for each office, election may be made by voice if it seems desirable to dispense with a ballot vote.*
- *A Nominating Committee shall be appointed by the President by August. The committee shall consist of three members in good standing.*

Section 2 – QUORUM. Due to the diverse and widely-scattered membership of the Corporation, the quorum shall consist of the members present at the annual meeting.

Section 3 – PLACE OF MEETING. The Board of Directors may designate any place within the

County of Orange, State of California, as the place of meeting for any Annual Meeting or for any special meeting deemed necessary.

ARTICLE V

BOARD OF DIRECTORS

- Section 1 – GENERAL POWERS. The routine affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of Orange County.*
- Section 2 – NUMBER, TENURE, AND QUALIFICATIONS.*
- *The number of Directors shall be seven.*
 - *Each term of office shall be for one year.*
 - *Directors may be elected for more than one term.*
 - *Directors must be members of the Corporation.*
- Section 3 – REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held once a month.*
- Section 4 – SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President.*
- Section 5 – QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.*
- Section 6 – COMPENSATION.*
- *Directors as such shall not receive any salaries, fees, or other remunerations for their services.*
 - *Any routine expenses incurred on behalf of the Corporation shall be reimbursed.*

ARTICLE VI

OFFICERS

- Section 1 – OFFICERS. The officers of the Corporation shall be:*
- 1. President*
 - 2. First Vice-President (Program Chairman)*
 - 3. Second Vice-President (Field Trip Chairman)*
 - 4. Treasurer*
 - 5. Secretary*
 - 6. Delegate to California Federation of Mineralogical Societies (CFMS)*
 - 7. Director*

The above-mentioned Officers shall constitute the Board of Directors. The Board of

Directors shall have full authority to conduct the routine business of the Corporation.

Section 2 – ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the members at the regular scheduled November Annual Meeting. Installation of the elected officers shall be performed at the December meeting.

Section 3 – VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by appointment by the President or by election.

Section 4 – PRESIDENT.

The President shall:

- Be the principal executive officer of the Corporation.*
- In general, supervise and control all the business and affairs of the Corporation.*
- Preside at all meetings of the Board of Directors.*
- Sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any other instrument which the Board of Directors have authorized to be executed. An exception will be made in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws or by Statute to some other officer or agent of the Corporation.*
- In general, perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.*
- Appoint a Nominating Committee by August.*
- Serve as an ex-officio member of each committee except the Nominating Committee.*

Section 5 – FIRST VICE PRESIDENT.

The First Vice President shall:

- In the absence of the President or in the event of the President's refusal or inability to act, perform the duties of the President. When so acting, the First Vice President shall have all the powers of, and be subject to all restrictions upon, the President.*
- Act as Program Chairman.*
- Perform such other duties as may be assigned by the President or by the Board of Directors.*

Section 6 – SECOND VICE PRESIDENT.

The Second Vice President shall:

- Serve in the absence of the President and First Vice President.*
- Act as Field Trip Chairman. Whenever possible, at least one monthly field trip will be held.*
- Perform such other duties as may be assigned by the President or by the Board of Directors.*

Section 7 –

TREASURER.

The Treasurer shall:

- *Have charge and custody of and be responsible for all funds and securities of the Corporation.*
- *Receive and give receipts for monies due and payable to the Corporation from any source whatsoever.*
- *Deposit all such monies in the name of the Corporation in such banks as designated by the Board of Directors.*
- *Perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or Board of Directors.*

Section 8 –

SECRETARY.

The Secretary shall:

- *Keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose. The Secretary shall also keep the minutes of the By-laws Review Committee and the Show Committee, or the Secretary may appoint someone to fulfill those duties.*
- *See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.*
- *Be custodian of the Corporate records.*
- *Keep a register of each Searchers member's post office address and other contact information, which shall be furnished to the Secretary by the Membership Chairman.*
- *In general, perform all duties as may be assigned by the President or by the Board of Directors.*

Section 9 –

DELEGATE TO CALIFORNIA FEDERATION OF MINERALOGICAL SOCIETIES (CFMS).

The CFMS Delegate:

- *Shall be the representative of the Corporation to the CFMS meetings.*
- *Shall provide the necessary coordination between this Corporation and CFMS.*
- *Shall provide this Corporation with reports (verbal and otherwise) of CFMS activities.*
- *May appoint, with the Board's approval, an alternate to act in the Delegate's absence at CFMS meetings.*

Section 10 -

DIRECTOR.

The Director shall be the immediate past president of the Corporation, and shall be an advisor to the current President.

- *In the event where the past president is not available, the President may, with the Board's approval, appoint as Director a longstanding member in good standing and with past Board experience.*

ARTICLE VII

NOMINATING COMMITTEE

- Section 1 – *SELECTION. By the month of August, the President shall appoint a Nominating Committee of three members in good standing to select candidates for offices.*
- *The announcement of the Nominating Committee membership shall be made by the September meeting.*
 - *The Nominating Committee shall present the nominee selections at the October meeting, at which time further nominations from the floor shall be in order.*
- Section 2 – *ELECTIONS. Election of officers shall be held by the Nominating Committee at the November meeting. Prior to the election, further nominations from the floor shall be in order.*
- Section 3 – *INSTALLATION. Installation of officers shall be performed at the December meeting.*

ARTICLE VIII

CONTRACTS, PAYMENT METHODS, AND DISSOLUTION OF PROPERTY

- Section 1 – *CONTRACTS. The Board of Directors may authorize any person, agent, or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.*
- Section 2 – *PAYMENT METHODS. Debts incurred by the Corporation may be paid by any appropriate method authorized by the board, including checks, online payments, or bank debit cards.*

The Treasurer is authorized to pay the following regular expenses, which are necessary to the operation of Searchers, as they come due:

- *CFMS annual dues*
- *Insurance*
- *P.O.Box*
- *ALAA fees*
- *Printing and stamps*
- *City of Anaheim licenses for the show and boutique*
- *Sales tax payment for the show and boutique*
- *Website fees*
- *Oil for the workshop*

Other expenditures may be paid by any appropriate method after the purpose of the expenditure and, where necessary, any spending limits are approved by a

majority of the board.

The President, Treasurer, and Secretary are authorized to have bank debit cards. These cards should be used only for emergencies that must be resolved immediately in order to carry out purposes previously authorized by the board. (Example: when the community center's refrigerator breaks down at the Searchers annual show)

Section 3 – GIFTS. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, or bequest.

Section 4 – DISSOLUTION. Upon dissolution of the Corporation, Corporation assets, if any, must go to a non-profit corporation.

ARTICLE IX

BOOKS AND RECORDS

- Section 1 – *The Corporation shall keep correct and complete books and records of account.*
- *Minutes shall be kept of the meetings of members, Board of Directors, and Committees authorized by the Board of Directors.*
 - *The books and records of the Treasurer shall be audited annually in December and whenever there is a change of Treasurer.*
 - *All books and records of the Corporation may be inspected by any member or member's agent or attorney for any proper purpose at any reasonable time.*

ARTICLE X

AMENDMENTS TO BY-LAWS

- Section 1 – *These By-Laws may be altered, amended, repealed, or replaced by new By-Laws in accordance with the following procedures:*
1. *The Board of Directors shall review the By-Laws, Standing Rules, and Job Duties annually. Alternately, the Board can appoint a committee to review the By-Laws, Standing Rules, and Job Duties.*
 2. *The membership will be asked to submit written suggestions to the committee.*
 3. *The committee will consider all suggestions and make recommendations accordingly to the Board.*
 4. *Proposed changes will be reviewed by the Board, then presented at a general meeting and published for review by the membership in the Rock Slab News and on a members-only page of the Searchers website.*
 5. *Additional written suggestions will be considered by the committee for final presentation to the Board.*
 6. *Any significant changes will be published and distributed to the membership for comment prior to the membership's vote.*
 7. *New By-Laws or changes to existing By-Laws may be adopted by a two-thirds majority of the membership present and voting at any regular meeting.*

ARTICLE XI

AUTHORITY

- Section 1 – *Roberts Rules of Order, Revised, when not in conflict with these By-Laws or rules adopted, shall be the authority for the procedure of any meetings of this Corporation.*

The undersigned Secretary of the Corporation known as the SEARCHERS GEM AND MINERAL SOCIETY, INC., does hereby certify the above and foregoing By-Laws were duly adopted by the members of said Corporation on May 20, 1971; revised in 1976; April, 1982; November 9, 1993; May 14, 2013; and on September 11, 2018 (officially signed on February 4, 2020) and that they do now constitute the By-Laws of said Corporation as of February 4, 2020.

Attest: _____
Jamie Cassidy-Curtis, Secretary

Kim Strange, President