

**By-Laws of the
OWYHEE GEM & MINERAL SOCIETY, INC.**

January 2015

Article I—Name

The Corporation name, as specified in the Articles of Incorporation, and under which the business of the Corporation shall be conducted is OWYHEE GEM & MINERAL SOCIETY, INC.

Article II—Registered Office

The principal or registered office of the corporation shall be Canyon County, Idaho

Article III —Management & Corporate Powers

The Management and Corporate Powers shall be vested in and exercised by the Board of Directors elected by the voting members at the October meeting each year.

Article IV —Fiscal Year

The fiscal year of the Corporation shall commence at 8:00 P.M. on the third Wednesday of January of each year and end at 8:00 P.M. on the third Wednesday of the next succeeding year.

Article V —Property Rights and Property

All contracts, leases, options or bills of sale, licenses, franchises, notes, mortgages and other instruments, evidencing the title to or interest in property, both real and personal, belonging to the Corporation, or evidencing any claim or lien thereon in favor of the Corporation, shall be taken in the name of the Corporation, or in such other name or names in trust for the use and benefit of the Corporation as the

Board of Directors may determine and designate.

Article VI —Legal Assistance

The Board of Directors may employ such legal assistance as may be deemed necessary in carrying on the business of the Corporation.

Article VII —Auditing

The books and all transactions of the Corporation shall be audited annually, no later than the third Wednesday in January, and at such other times as the Board of Directors shall determine.

Article VIII —Annual Dues

The annual dues to the Corporation are due and payable by October 31 of each year. Payment of these dues will cover each calendar year following the due date.

Article IX —No Member May Benefit From Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth in Article III of the Articles of Incorporation. No substantial part of the activities of the corporation shall be used to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, or the Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article X —Dissolution

In the event of the dissolution of the corporation, the remaining net assets shall be distributed to qualified organization(s) under the provisions of the Internal Revenue Code or the corresponding section of any future tax code, at the discretion of the Board of Directors by majority vote thereof. A Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located shall dispose of any such assets not so disposed of.

Article XI —Board of Directors

Section 1. A person, to be eligible for election to the Board of Directors of the Corporation, must be a member in good standing.

Section 2. The business and property of the Corporation shall be managed by the Board of Directors, who shall be elected at the regular member meeting each October for a term of one year. They shall take over their duties at the first regular meeting in January. Vacancies in the Board shall be filled by or appointed by the remaining Directors and any member so appointed to fill any vacancy shall hold office until the next regular election. The number of such Directors shall be eleven (11).

Section 3. The Board shall set the time and place of the board meetings and shall have the power to call special meetings of its members when deemed necessary. The Board shall have power to conduct, manage, and control the business and affairs of the corporation, to appoint such agents and employees as the Board may deem advantageous or necessary, and to remove the same at any time. The Board can prescribe their authority, duties, and fix their compensation.

Section 4. The Board shall have power to incur indebtedness, the terms and amounts and particulars of which shall be entered in the Minutes of the Board and of the Corporation. Evidence of any such business duly presented by the President and attested by the Secretary shall bind the corporation. Monthly reports shall be printed in the newsletter as evidence to the membership and will be passed on by the Directors at their next board meeting. The Board shall provide the membership a detailed budget for the recurring expenses of the club each year. Said budget shall be presented in April for member review and approval.

Article XII —Officers

Section 1. The Officers and Directors of this Corporation shall be President, Vice-President, Secretary, Treasurer, Field Marshall, Asst. Field Marshall, Federation Director, Bulletin Editor, Show Chairman, Asst. Show Chairman, and Past President. To be eligible for election as President, a member must have served for at least one year as a member of the Board of Directors.

Section 2. The President and in his absence or inability to act, the Vice-President, shall preside at all meetings of the Board of Directors and of the general membership, and perform and render such services as the Board of Directors may require. The President shall sign all certificates, contracts, and other instruments approved by the Board. He or she shall be titular head of the corporation and shall have such powers and duties as regularly devolve on a President.

Section 3. The Vice-President in addition to filling in when the President is absent shall also serve as the program chairman of the corporation.

Section 4. The Secretary shall be the secretary of the corporation and shall keep, or cause to be kept, the minutes and records of the Corporation and such other books, records, and accounts as may be required, and shall render notices of all meetings to the members and such other services as may be required by the Board of Directors.

Section 5. The Treasurer shall collect, or cause to be collected, and receive all monies due or which may become due to the Corporation, and shall deposit the same in such financial institutions as may be designated for that purpose by the Board, and shall pay out the same only upon the order of and in the manner directed by the Board. He or she shall provide a budget as designated by the Board of Directors for member approval and monthly reports showing the condition of the finances and affairs of the Corporation.

Section 6. The Federation Director shall act as the Corporations official

representative to the Northwest Federation of Mineralogical Societies; shall attend meetings of the NFMS and shall report to the Board and the general membership on any and all matters concerning the Northwest Federation of Mineralogical Societies.

Section 7. The Field Marshall shall direct, supervise and guide all field trips as directed by the Board; shall make appointments of such assistants as may be necessary and shall be responsible for all coordination of all field outings and all equipment provided by the Corporation to be able to perform all duties as required by the Board.

Section 8. The Assistant Field Marshall shall perform all duties assigned at the discretion of the Field Marshall.

Section 9. The Bulletin Editor shall publish the Corporation's official news bulletin, "Owyhee Gem" taking care of securing the necessary news and other information shall cause this to be printed in proper form for mailing to all members in good standing and for exchange with other rock clubs.

Section 10. The Show Chairman will be responsible for the contract for the building where the show is to be held. He or she will be responsible for all contracts involving dealers for the annual show. Organize all committee chairmen for the various event venues as needed; shall be responsible for all advertising and promotion of the Annual Show.

Section 11. The Assistant Show Chairman shall perform all duties as assigned at the discretion of the Show Chairman.

Section 12. The Custodian will be appointed by the President and approved by the Board of Directors. The duties of this position will be to obtain an itemized listing of the Corporation's property in the form of an inventory including condition, repairs necessary and location. One copy of this inventory will be maintained in the Secretary's possession with a copy for the President and one for the Treasurer for her use in acquiring insurance and any reports needed for the IRS to maintain our current tax status. He or she will attend Board meetings and perform any other duties regarding property as requested by the President.

Article XIII —Method of Election

Section 1. At the August Board meeting the President shall appoint a nominating committee which shall consist of three members one of which shall be a member of the Board who will serve as Chairman. Their duties are to secure a slate of Officers to present to the Board of Directors at the September board meeting. At the time of election, additional nominations shall be received from the floor.

Section 2. The election of Directors shall be by written ballot, and shall be held at the general member meeting in October. If the slate of Officers is uncontested then a vote of acclamation may be rendered by the membership in lieu of a written ballot.

Section 3. The newly elected Directors shall officially take office at the regular member meeting in December and shall have no voting powers until after their installation.

Article XIV —Membership

Section 1. The number of members of the Corporation shall be unlimited. Membership shall be granted only to persons in sympathy with the purposes of the Corporation. Persons under sixteen years of age shall be classified as Junior Members. The rights and privileges of each member shall be equal and identical.

Section 2. Any individual of good character is eligible for membership. Each application for membership shall be considered at all Board meetings. No person shall be admitted to membership without the approval of a majority of the Board of Directors. Upon said approval and payment of dues as hereinafter more fully set out, he or she shall be declared to be a member in good standing.

Section 3. All members whose dues were paid on or before July 15, 1938, shall constitute the charter members.

Section 4. The membership fee shall be adjusted as needed for increases of any Federation dues which are paid by December 31 of each year. Dues are to be paid by the October general meeting in order to be eligible to vote. The age for adults is any member over sixteen and sixteen and under to be considered junior members.

Section 5. No person shall be eligible for nomination for or election to an office in the corporation unless he or she is a member in good standing.

Section 6. Any club member in good standing may nominate a person or a couple for lifetime membership

consideration. Recommendations shall be made in writing to the President, or presented in person, at a Board of Directors meeting. To be eligible for a lifetime membership the person must be a member in good standing having contributed exemplary service with a minimum of 25 years of membership or reached the age of 80. If a club member is recommended and approved for Lifetime Membership, then the 25 year membership requirement shall be waived for his or her spouse, if they are determined to be otherwise eligible. For approval of a Lifetime Membership the recommendation must receive a majority vote of the Board of Directors.

Section 7. Honorary membership may be considered for any member in good standing having contributed their services on behalf of the club above and beyond that which is required for membership. To be considered for a honorary membership the member must be presented to the Board of Directors for their approval by majority vote.

Article XV —Roster of Members

Section 1. A roster of the names and address of each member in good standing of the Corporation shall be maintained by the Membership Chairman.

Section 2. The Membership Chairman shall contact all members of the Corporation that are two months delinquent in payment of dues and advise such members that their names are being dropped from the roster at the end of the third month of delinquency.

Article XVI —Expulsion or Withdrawal From and Restoration to Membership

Section 1. Members whose dues are two months in arrears shall be notified in writing by the Membership Chairman and if payment is not received within thirty days shall be suspended from membership and their names removed from the roster. Members dropped for non-payment of dues may be reinstated to membership at any time by bringing their dues current.

Section 2. A member may be expelled from the Corporation for:

- a. Any flagrant or continued violation of any of the provisions of the By-Laws or Operating Procedures.
- b. Any improper or unlawful conduct that violates the rights and privileges of other members.

Such expulsion must be by no less than a 4/5 vote of the Board of Directors present at a meeting duly called to consider the matter. The time and place of the meeting called to consider the expulsion shall be given in writing to the accused five days prior thereto.

Article XVII —Members Meetings

Section 1. The annual meeting of the members of the Corporation shall be held in Caldwell, Idaho, in December of each year at such time and place as may be determined by the Board of Directors, for the transaction of such business that may lawfully come before it.

Section 2. The regular monthly meetings shall be held in Caldwell, Idaho on the third Wednesday of each month at such time and place as may be determined by the Board of Directors, for the purpose of transacting such business as may lawfully come before it.

Section 3. Special meetings of the members may be called by the Board of Directors, or by the President, for the transaction of such business as may arise.

Section 4. Notice of the time and place of any meeting of the members shall be mailed to each member at least five days before the time specified for the holding thereof.

Section 5. The members present at any meeting shall constitute a quorum for the transaction of such business as may arise. All meetings shall be conducted according to Roberts Rules of Order, except as otherwise provided in the By-Laws.

Article XVIII —Banking

All bills of the corporation shall be paid by check and all bank accounts of the Corporation shall require the signature of the Treasurer and President for the withdrawal of funds of the same. In case one of these officers cannot act, the Vice-President or Secretary shall have the power and duty of signing in his stead.

Article XIX —Expenses

Expenses of members relative to the operation of the Corporation shall be submitted to the Board of Directors for approval and payment according to IRS reimbursement when warranted.

Article XX —Standing Committees

All committees shall be established or eliminated by the Board of Directors and shall be maintained in the Operating

Procedures. The duties of all standing committees shall be detailed and maintained as a part of the Standing Committees Operating Procedures Manual.

Article XXI —Operating Procedures

Operating Procedures are intended to help define the areas of operational details that are not covered in the Articles of Incorporation, or the By-Laws.

Section 1. Proposed operating procedures and amendments thereto shall be submitted in writing by any member in good standing to the President or at any Board of Directors meeting.

Section 2. Proposed Operating Procedures and amendments thereto shall be reviewed by the Board of Directors, at their regular meeting, to ensure compliance with the Articles of Incorporation and the By-Laws.

Section 3. Following the review by the Board, and publication in the official club publication, the membership shall ratify the proposed amendments at the next regular member meeting following such publication. Once ratified, the amendments shall become a part of the Corporation, and are mandatory on the membership and administration, until amended, suspended or rescinded.

Article XXII —Amendment of By-Laws

The Board of Directors may, by a majority vote, repeal, alter, or amend the By-Laws of the Corporation, provided that thirty (30) days prior notice of any and all such proposed changes be made

available to the entire club membership by publishing any and all such proposed changes of these By-Laws in the Corporations official publication.

Article XXIII —Annual Confirmation of By-Laws Update

I hereby certify that, to the best of the By-Law Review Committees' ability, all

amendments effecting the By-Laws and the Operating Procedures, duly adopted by the membership and the Board of Directors during the current year, have been included and officially entered herein at the regular Board meeting of:

Day _____ Month _____ Year _____.