

BY-LAWS
THE OWYHEE GEM & MINERAL SOCIETY, INC.

ARTICLE I Management – Officers

The Management of this corporation shall be vested in a Board of Directors to be elected by the voting members at the October meeting each year, and shall consist of President, Vice-President, Secretary, Treasurer, Field Marshall, Federation Director, Bulletin Editor, Show Chairman, Asst. Show Chairman, and Past President.

ARTICLE II Registered Office

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

ARTICLE III Purpose

The general nature of the business of the corporation, the objects and purposes, and reasons for its existence are as follows:

1. To operate a gem and mineral hobby club under name and designation of Owyhee Gem and Mineral Society, Inc.
2. To promote interest in the wonders of nature and in particular rocks, gems, minerals, fossils and artifacts.
3. To conduct field trips for exploration and for collection of the above.
4. To disseminate information among its members and to encourage the development of skills relative to cutting, polishing, displaying, and enjoying rocks in their many forms, and to provide educational opportunities along these lines for its members.
5. To encourage as wide participation as possible in this "rock hound" hobby, and the many varieties of activities which rightfully go with it.
6. To promote shows and displays and to join with other clubs in the display of minerals, gems, rocks, fossils, and Lapidary products for pleasure and education.
7. To promote good fellowship among its members.
8. To receive and accept gifts and devises, to purchase, hold, and sell real and personal property for the use and benefit of its members, but in no event for profit.
9. To borrow money and issue notes, bills, or evidence of indebtedness with the right to mortgage, to enter into contracts, and to do and perform any and all things necessary or proper to carry out the purposes of the corporation, exclusively for the use and benefits of its members and for the welfare of the communities in which the members reside.

ARTICLE IV No Gain or Profit

The corporation shall not engage in any business, trade, avocation, or profession for gain nor shall it enter into any agreement or combination in restraint of trade, nor fix or establish the price of any commodity or limit or regulate the production or distribution of any commodity, nor shall it attempt to restrain trade or fix or establish the price of any commodity. This provision, however, shall not be construed to forbid the corporation from accumulating a surplus fund through membership dues, fees, gifts, or donations, or for charges made its members or others for services rendered or supplies furnished them by it, nor the distribution of such funds among its members in the manner provided by these By-Laws.

ARTICLE V

Board of Directors

Section 1 – Elections

The Directors shall be elected at the annual meeting in October of each year 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 the remaining Directors and any member so appointed to fill any vacancy shall hold office until the next regular election.

Section 2 – Powers

The Board shall set the time and place of the regular meetings and shall have the power to call special meetings of the 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 to the board may seem advantageous or necessary, and to remove the same at any time, and to prescribe their duties and authority, and fix their compensation.

The Board shall have power to incur indebtedness, the terms and amounts and particulars of which shall be entered in the minutes book of the board and of the corporation. Evidence of any such business duly signed by the President and attested by the Secretary shall bind the corporation. Monthly reports shall be made to the members. The board shall provide the membership a detailed budget for the recurring expenses of the club each year. Said budget shall be reviewed by the membership for approval and no expenditure of more than \$75 above the budgeted amount shall be made without prior approval of the membership.

Section 3 – Duties

President

The President shall preside at all meetings of the corporation, both membership meeting and directors' meeting. The President shall make all appointments relative to the activities of the corporation with the concurrence of a majority of the Board of Directors. 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.

Vice President

In the absence or inability to act of the President, the Vice-President shall perform all the duties of the President. He or she shall also perform such other duties as may be required by the Board of Directors and shall serve as the program chairman of the corporation.

Secretary

The Secretary shall be the secretary of the corporation and shall keep the records of the minutes of all membership meetings of the Board of Directors and shall have and keep custody of such corporate records as the Board may direct, shall give notices of all meetings to the members and the Directors.

Treasurer

The Treasurer of the corporation shall keep full and accurate books of account of all transactions, and all matters pertaining to the business of the corporation as required by the Board, deposit all money belonging to the corporation in such bank or banks as the Board may direct and generally do and perform such other duties as the Board may from time to time require or prescribe.

Field Marshall

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 transportation, food, equipment, and travel arrangements.

Federation Director

The Federation Director shall act as *liaison* between the corporation and the Northwest and American Federation of Mineral Societies. He or she shall attend federation meetings as directed by the Board and shall report information received through correspondence or otherwise relating to the federations.

Bulletin Editor

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

Show Chairman

The Show Chairman will be responsible for the contract for the building where the show is to be held. He/she will get signed contracts for the dealers for the show. Organize chairmen for the show committee.

Assistant Show Chairman

Duties to be assigned at the discretion of the Show Chairman.

Custodian

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 Society's property in the form of an inventory including condition, repairs necessary and location. One copy of this inventory will be maintained in the Society's safety deposit box 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 VI Membership meetings

Regular meeting of the members shall be held at least once each month with the time and place of such meeting to be determined by the Board of Directors.

The annual meeting of the membership shall be held on the regularly called meeting day in October of each year, at which meeting the officers of the corporation for the ensuing year shall be elected. Other business shall be transacted as may properly come before an annual membership meeting.

Special meetings of the membership may be called at any time by the President or by a majority of the Directors.

ARTICLE VII Membership

Any individual of good character is eligible for membership. Application for membership shall be considered at all regular meetings. Upon approval of a majority of those present and upon payment of the regular membership fee, plus Federation dues, as hereinafter more fully set out, He or She shall be declared to be a member in good standing.

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

The membership fee shall be adjusted as Federation dues vary per year for each adult to be paid in advance. The fiscal year shall commence on January 1, of each year. Federation dues shall be included. Dues should be paid by the October meeting. Membership fee for persons up to and including eighteen years of age shall be adjusted with Federation dues for such members to be in addition to the membership fee.

Members whose dues are three months in arrears shall be notified in writing by the Secretary and if payment is not received with thirty days shall be suspended from membership and their names removed from the roll. However, members dropped for non-payment of dues may be restored to membership at any time by bringing such dues current.

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.

ARTICLE VIII 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 IX Expenses

Travel expenses for the Federation Director or his alternate for attendance at federation meetings shall be \$.40 per mile one way, not to exceed 250 miles (\$100). Expenses of members relative to the operation of the corporation shall be submitted to the Board of Directors for approval and payment.

ARTICLE X Amendments

The By-Laws of the corporation may be amended at any time by a member's submitting the proposed amendment in writing to the Secretary, who shall read the proposed amendment at the next two regular meetings of the membership. The amendment shall be voted upon at the second meeting. It shall require a two-thirds majority of the members present at said meeting for adoption.

Revised in April 1997 (to read he or she)

Revised in February 1998 (added on to the Board of Directors)

Revised in September 1999 (revised Junior)

Revised in June 2000 (change due date for dues from November to October membership fee for persons up to and including eighteen years of age. Also, added an appointive office of Custodian. Changes are on Page 1, Article I changing November to October: Page 2 Article V, Section 1 changing November to October: Page 3 Article V, Section 3 adding description of Custodian, Show Chairman and Assistant Show Chairman: Page 3 Article VI changing annual meeting date to October. Page 3, under Bulletin Editor, correcting the name of the news bulletin to "Owyhee Gem".)

Revised February 2004 (Page 2 Article V, Section 2 - Powers, change the last sentence to read "The board shall provide the membership a detailed budget for the recurring expenses of the club each year. Said budget shall be reviewed by the membership for approval and no expenditure of more than \$75 above the budgeted amount shall be made without prior approval of the membership".)