

BY-LAWS OF THE PUYALLUP VALLEY GEM & MINERAL CLUB

Revised as of September 9, 2016

ARTICLE I – GENERAL

- a. **Name:** The name of this corporation shall be the “Puyallup Valley Gem & Mineral Club” herein after referred to as the “Club”.
- b. **Location:** The location of the Club shall be in Pierce County, Washington. The official mailing address shall be the Club’s PO BOX. The Club’s historical records and seal shall be kept at a location designated by the Board of Directors.

ARTICLE II – PURPOSES

- a. **Purposes:** The purposes of the Club shall be those listed in the Articles of Incorporation. No member shall ever use this Club as a means of obtaining profit, or to further individual purposes, or for individual gain.

ARTICLE III – MEMBERSHIP

- a. **Membership:** Membership in this Club shall be open to any Rockhound or other person who wishes to further any of the purposes of this Club. Membership shall be granted upon written application to the Treasurer and payment of the current year’s dues. All acts or situations detrimental to the good of the Club shall be referred to a disciplinary committee, using the Rockhound Code of Ethics as a guide, and may result in forfeiture of membership by the offender.
- b. **Voting:** All members who are 18 years of age and older shall be entitled to one vote at any meeting and to hold any office for which the member qualifies.
- c. **Junior Members:** All members of the Club who are under the age of 18 years shall be Junior Members. Junior Members may attend all meetings and participate in the activities of the Club, but shall not be eligible to vote or to hold any elected office.
- d. **Dues:** Dues shall be payable annually for a calendar year in such amounts as the membership may determine from time to time. Dues paid after July 1st shall be half the annual dues. New members joining after October 1st shall pay no dues for the balance of the current year, but still receive a Certificate of Membership. Dues paid after October 1st will apply to the following calendar year.
- e. **Honorary Membership:** Honorary membership in the Club may be extended to any deserving person by action of a majority of the members present and voting at any regular meeting. Such membership may be granted for a limited period of time as may be specified. Honorary members shall not be required to pay dues, nor be eligible to vote or hold office in the Club. Honorary members will have access to all meetings and Club

functions. Honorary members will not be members of the Northwest Federation of Mineralogical Societies (NFMS) or Mineral Council (MC) and therefore no dues will be paid for them.

- f. ***Lifetime Membership:*** Lifetime Membership in the Club is extended to those members who have 20 consecutive years as a paid member in good standing. Lifetime members shall not be required to pay dues for the remainder of their lifetime and shall be entitled to all the rights and privileges of regular members, except that non-resident (outside Washington State) lifetime members shall not be eligible to vote or hold office in the Club. Lifetime members are also members of the NFMS and dues to that organization will be paid by the Club. Lifetime membership is an automatic benefit with no general vote required by the membership of the Club. However, verification, for record keeping purposes, shall require Board action.
- g. ***Certificates of Membership:*** The Treasurer or Membership Committee shall issue an appropriate Certificate of Membership to each member of the Club at the time dues are paid. The certificate shall bear the name of the member, the calendar year for which issued, and the date of issue. Certificates shall be non-transferable.
- h. ***Lost Certificates:*** Whenever any member presents satisfactory evidence of a lost Membership Certificate or that same has been destroyed, a new certificate may be issued.
- i. ***Voluntary Withdrawal:*** Any member may voluntarily withdraw from membership in the Club upon the surrender of the Membership Certificate to the Treasurer. No member who withdraws shall be entitled to any refund of dues unless withdrawal occurs before the beginning of the year for which the dues have been paid.
- j. ***Inspection of Books:*** Any member of the Club in good standing shall have the right to request, in writing, to inspect the books and records of the Club. The Board shall have up to 30 days to respond to the request and may adopt conditions and regulations relating to such inspection and the rights of members shall be restricted and limited accordingly.

ARTICLE IV – MEETINGS

- a. ***Regular Meetings:*** Regular meetings of the members shall be held on the second and fourth Fridays of each month, in the evening at such hour and place as may be determined from time to time by the members. The business of the Club shall be transacted at the first regular meeting of each month. The second meeting of each month shall be devoted to social and educational purposes. In cases of urgent matters and at the discretion of the presiding officer, business may also be discussed at the second meeting of the month.
- b. ***Special Meetings:*** Special meetings of the members or Board of Directors may be called at any time by the President or shall be called by the President or Secretary upon the written request of ten (10) or more voting members. No business shall be conducted at this meeting other than the particular item(s) for which the meeting was called. If the

topic may be detrimental to the good of the Club, the current Board of Directors is expected to attend.

- c. **Conduct of Meetings:** “Robert’s Rules of Order” shall govern the conduct of all meetings of the Club. The President shall preside over meetings, and in his/her absence, the Vice-President shall preside. If both the President and Vice-President are absent, the Federation Director shall preside, and if he/she is also absent, any Board Member present and designated by the members present shall preside.
- d. **Notice of Meetings:** Members shall be notified of all regular, special or committee meetings via the “Rock-A-Teer” and or an announcement at a regular meeting. If an upcoming meeting is scheduled to include consideration of proposed changes in the By-Laws, Articles of Incorporation, or any matter pertaining to the dissolution of the Club, written notice shall state that fact and shall be given at least seven (7) days in advance of the meeting date.
- e. **Quorum:** There shall be a requirement of a minimum of 15 members as a condition precedent to the transaction of any business of the Club at any meeting, except that if any question pertaining to a change in the By-Laws, Articles of Incorporation, or dissolution of the Club is presented, a quorum of 20 voting members shall be required before the question can be voted or acted upon. If such a quorum is lacking, the members present shall have the power to adjourn the meeting without notice other than the announcement of such adjournment at the meeting until such time as a quorum is present.
- f. **Voting:** At all meetings, each voting member in good standing shall be entitled to one vote. Absent members are not entitled to vote by proxy. Voting shall be by voice or show of hands at the discretion of the presiding officer. However, on demand or at the request of any voting member present, the vote upon any question shall be by secret ballot. A secret ballot will always be used in electing officers or in electing a member for any special office or position if more than one person is nominated. All elections and questions before the members shall be decided by a plurality vote, except those questions relating to the amendment of the By-Laws, Articles of Incorporation, or the dissolution of the Club which shall require a two-thirds majority of those present for passage.

ARTICLE V – OFFICERS

- a. **Officers:** The officers of this Club shall consist of a President, Vice-President, Secretary, Treasurer, Federation Director, otherwise known as Executive officers, and a minimum of two or maximum of three Trustees and minimum of two or maximum of three Directors.
- b. **Term of Office:** The term of office for each officer shall be for one year except the Trustees and Directors, who shall serve for a term of two years. The term of office of

Trustees and Directors shall be overlapping in such a manner that one Trustee and one Director is elected each year. There shall be no term limits.

- c. ***Nominations:*** The President shall each year appoint a nominating committee not later than the first regular meeting in July. Such committee shall nominate, at the September business meeting, one or more members for each position to be filled at the next election and shall report such nominations to the newsletter editor and the members at the first meeting in October. Additional nominations, providing the nominee has agreed to accept, may be made from the floor by any member present, in good standing. No President shall be nominated or elected that has not served previously on the Board of Directors or has not been a member in good standing for three consecutive years.
- d. ***Election and Installation of Officers:*** Officers shall be elected at the first regular meeting in November of each year and shall be installed at the year-end holiday party. They shall take office upon installation. Installation will be performed by the previous past President or any other past President.
- e. ***President:*** The President shall be the Chief Executive Officer of the Club and shall exercise general administrative authority over its affairs, preside over all meetings of the members, and have the power and duty to sign correspondence and other documents on behalf of the Club. He/she shall be an ex-officio member of all standing committees and special committees. He/she shall use his/her best efforts and endeavors to coordinate the activities of the Club, its officers and members. He/she shall promote the Club's purposes and shall generally perform those duties inherent in the Chief Executive position of any similar Club. The President shall be one of two delegates of the Club at all meetings of the NFMS held during his/her term of office.
- f. ***Vice-President:*** The Vice-President shall perform those duties usually performed by such official. He/she is the Club's custodian of property, and shall preside at Board meetings. In the absence or disability of the President, the Vice-President shall succeed to the office and exercise the same powers and duties as the President. The Vice-President will organize and/or perform the annual inventory of Club property.
- g. ***Secretary:*** The Secretary shall keep and sign minutes of every meeting of the membership and Board. He/she shall sign correspondence as directed or authorized, and with the President shall sign every document which is executed under the corporate seal of the Club. He/she shall keep a file of the names and addresses of the members or appoint another member in good standing to do so. He/she shall have custody of the corporate seal of the Club and shall affix the same to all instruments or documents which are executed under the seal. The Club's secretarial records shall be kept at the address of the Club Secretary. He/she shall perform such other duties as may be prescribed from time to time by the Board, and those duties usually performed by the Secretary of a similar Club.
- h. ***Treasurer:*** The Treasurer shall keep and be responsible for the financial transactions and funds of the Club. He/she shall keep account of all funds of the Club and shall render a

monthly financial report to the members at the business meeting each month as well as an annual financial report at the end of the year. He/she shall organize the Audit Committee which will perform an audit of the prior year's annual financial report and financial records. He/she shall also prepare and present additional special reports whenever required or directed to do so by vote of the members. He/she shall perform such other duties as may be prescribed from time to time and shall generally have the duties usually performed by the Treasurer of a similar Club.

- i. **Federation Director:** The Federation Director shall perform duties required of such official under the Constitution, By-Laws and Rules and Regulations of the Northwest Federation of Mineralogical Societies (NFMS), act as advisor to the Club on all matters pertaining to NFMS activities; and shall consider all applications by other Club's for membership in the NFMS and make recommendations to the membership. He/she shall be one of two delegates of the Club at all meetings of the NFMS held during his/her term of office. It shall be the Federation Director's duty to see that any Club case entered in the Federation Show is properly registered. He/she shall further perform such other duties as may be from time to time prescribed by the membership or other officials of the Club having authority to do so.

- j. **Trustees:** Trustees shall be elected for a two year term with one replacement Trustee elected annually.
 - 1. Powers and Duties of Trustees: The Trustees shall be responsible for safeguarding the perpetual Scholarship Fund. Trustees shall nominate a recipient(s) of the award for approval by the Club. The 1-year Trustee shall be in charge of the Scholarship Fund. The 2-year Trustee shall be in charge of Hands-On Activities.

- k. **Directors:** Directors shall be elected for a two year term with one replacement Director elected annually.
 - 1. Powers and Duties of Directors: The Directors shall serve as liaison between the Club members and the Board of Directors, and report back to the Club members on any matters they may deem necessary. The 1-year Director shall be in charge of the Annual Club Show. The 2-year Director shall be in charge of the organization of the Club's participation in the Washington State Fair.

- l. **Board of Directors:** The Board of Directors shall consist of the elected President, Vice-President, Secretary, Treasurer, Federation Director, a minimum of two or maximum of three Trustees, and a minimum of two or maximum of three Directors.
 - 1. The Board of Directors shall have and exercise the powers ordinarily vested in and exercised by such a group in a corporation, except as limited by the Articles of Incorporation or the By-Laws of the Club. It shall take action on all matters referred to it by the membership. It may consider projects and activities of the Club which would require the expenditure of funds, but shall in no case be empowered to obligate the Club in an amount greater than \$500.00 for any single obligation. All obligations in excess of this amount shall be submitted to the membership of the Club at a regular meeting.

- m. **Quorum and Voting:** A majority of the Board shall constitute a quorum for the transaction of all business at any meeting of the Board. All questions shall require, for passage, the affirmative vote of a majority of the Board members present. At all meetings of the Board, each Board member who is present in person shall be entitled to one vote. Absent Board members are not entitled to vote and may not vote by proxy. The Vice-President or designated person presiding over the meeting of the Board shall not be entitled to vote except in the event of a tie.
- n. **Vacancies in the Board of Directors:** In the event of any vacancy occurring on the Board of Directors, the remaining members of the Board shall select, upon his/her approval, a member in good standing to fill such vacancy for the un-expired term. The unexcused absence of any Board member, having notice thereof, from three or more consecutive meetings of the Board, may be grounds for his/her removal from the office at the discretion of the Board.

ARTICLE VI – FINANCE

- a. **Depository:** The funds of the Club shall be kept in financial institutions that shall be selected by the Treasurer and approved by the Board. Withdrawals of funds shall be made upon the signature of the Treasurer unless the expense is for something other than operation and maintenance costs and then one other authorized signatory is required. The Secretary may maintain a petty cash fund not to exceed \$50.00 to cover minor purchases or expenditures.
- b. **Building Fund:** There will be a fund designated for building and/or property. The money shall come from sources designated by Club membership from time to time and/or donations which are tax deductible to any contributor.
- c. **Annual Audit:** Each President shall, immediately after his/her installation, appoint a committee which shall audit the financial affairs of the Club for the preceding year.

ARTICLE VII – COMMITTEES

- a. **Standing Committees:** The Club shall have the following standing committees. At the discretion of the President, and with the approval of the Board of Directors, those deemed not necessary can be omitted.

1. Annual Show	11. Mineral Council
2. Auditing	12. Nominating
3. Club House	13. Picnic
4. Club Potluck-Auction	14. Public Lands Access
5. Education	15. Publicity
6. Field Trip	16. Puyallup Fair
7. Historian	17. Refreshment
8. Holiday Dinner	18. Rock-A-Teer

9. Hospitality	19. Sunshine
10. Librarian	20. Web Master

The President may, each year after his/her installation, appoint a Chairperson for each standing committee and is empowered to create special committees as required or desired by the Board or membership. Chairpersons are empowered to appoint assistants as needed.

- b. **Special Committees:** Special committees may be appointed from time to time as the affairs of the Club may require. There shall be no limit to the number of committees that may be appointed.

ARTICLE VIII – CORPORATE SEAL AND CLUB LOGO

- a. **Corporate Seal:** The Club shall have a corporate seal, which shall be circular in form and shall contain the following wording:

PUYALLUP VALLEY GEM & MINERAL CLUB
Corporate Seal
Puyallup, Washington

- b. **Club Logo:** The official Club Logo shall be as shown below:



ARTICLE IX – AMENDMENTS

- a. **Amendments:** The Articles of Incorporation or By-Laws of this Club may be amended by the affirmative vote of two-thirds of the members present and voting on the question. Amendments shall be proposed only at the first regular meeting of any month and shall not be voted upon sooner than the first regular meeting of the next succeeding month.

ARTICLE X – DISSOLUTION



- a. **Dissolution:** The question of dissolution shall be proposed only at the first regular meeting in any month and shall not be voted upon sooner than the first regular meeting of the next succeeding month. This Club may be dissolved when authorized by the

affirmative vote of a majority of members in good standing and voting upon this question in person. Upon the affirmative vote for dissolution, it shall be carried out in the manner provided by the Laws of the State of Washington relating to dissolution of nonprofit corporations and in effect at that time.

These By-Laws have been voted on and accepted by a two-thirds majority of the members in good standing of the Puyallup Valley Gem & Mineral Club who cast ballots on September 9, 2016.

Karen Lebeter, Secretary Date

Jim Christian, President Date