

BYLAWS OF THE HOUSTON GEM & MINERAL SOCIETY

ARTICLE I: MEMBERSHIP

Section 1

Each applicant for first-time membership must fill out and sign the application form furnished by the Society.

All applications shall be submitted to either the Treasurer or the Chair of the Membership Committee, accompanied by dues for the current year as specified in ARTICLE I, Section 3.

A parent or guardian must sign applications for Junior membership.

Section 2

The classes of membership in this Society and their requirements are as follows:

SENIOR MEMBERSHIP: for persons 18 years of age or more. Senior membership shall carry all privileges and the right to vote and hold office, subject to the provisions of Article II, Section 1.

JUNIOR MEMBERSHIP: for persons under 18 years of age. Junior membership shall carry all privileges except the right to vote and hold office.

HONORARY LIFETIME MEMBERSHIP: this membership may be awarded by the vote of the Board of Directors for outstanding service or meritorious achievement. Recipients shall have all rights and privileges of Senior membership including the right to make motions, vote, and hold office. Honorary Lifetime Members shall pay no dues.

LIFETIME MEMBERSHIP: this membership can be purchased for \$500.00 and shall have all rights and privileges of Senior membership including the right to make motions, vote, and to hold office. Lifetime Members shall pay no further membership dues.

Section 3

Dues for membership shall be due on January 1 of each year. New members joining after June 30 shall pay half the annual dues for that calendar year. Members who have not paid their dues by the March General Meeting shall be considered delinquent. Their names shall be marked as inactive on the membership list until such time as they are reinstated by payment of full dues for the current year. If dues are not paid by May 1, inactive members will be deleted from the membership list and from HGMS communications including the newsletter. Inactive members will not be included in the Annual Club Roster and may not use the Shop facilities. The office of any Officer or Director who is delinquent in payment of membership dues will be considered vacant and subject to replacement under ARTICLE II, Section 3.

ARTICLE II: OFFICERS

Section 1

The Officers shall consist of an Immediate Past President, President, First Vice-President, Second Vice-President, Secretary, and Treasurer, whose terms of office shall be for one year. There shall be no limit to the number of consecutive terms an Officer may hold.

All Senior Members in good standing shall be eligible for nomination and election to any office. The term "in good standing" shall refer to any member whose club dues are not in arrears and who has no suspension action current or pending against him as stated in Article XII of these Bylaws.

All nominees shall express their willingness to accept the office, if elected, and to devote such time as necessary to properly conduct the affairs of the Society.

The foregoing provisions shall not bar the election of a write-in candidate for an office, provided he or she signifies willingness to accept the office if elected.

Section 2

The Nominating Committee shall consist of five senior members selected by the Board of Directors. Each member must represent a different Section of the club. Members of this Committee shall be introduced at the September General Meeting so they may have time to receive recommendations from club members. At the October General Meeting, the Committee shall present a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

If at this time either the Show Chairman position or Assistant Show Chairman position is empty, the Nominating Committee shall include those positions in their search. They shall present their nominees to the Board for approval as per Article V, Section 2.

Nominations from the floor may be made after the Committee announces its list. The names of all nominees shall be recorded on ballots and sent to each Senior Member at least three weeks before the November General Meeting.

In the event that a single slate of candidates is presented and these candidates are unopposed, no ballots will be necessary. Voting may be accomplished by a show of hands at the November General Meeting.

Section 3

If the office of President should become vacant for any reason, the First Vice-President shall fill that office. Vacancies in all other elected offices shall be filled by appointments made by the Board of Directors as stated in Article III of these Bylaws. A vacancy in a Section's Directorship shall be filled by an appointment made by the Chair of that Section or as otherwise provided in that Section's Rules.

ARTICLE III: BOARD OF DIRECTORS

Section 1

The Board of Directors, hereinafter called "Board," is the legal representative of the Society and shall consist of thirteen senior members:

President, First Vice-President, Second Vice-President, Secretary, Treasurer, the Immediate Past President, and seven Directors, who shall be elected—one each—from the following HGMS Sections:

Archaeology, Beading, Day Light, Faceting, Lapidary and Silversmithing, Mineral, and Paleontology, by the Sections at their annual Section elections, as the term of their Director comes up for reelection.

The term for elected Directors shall be two years, with terms staggered so that the Directors for the Beading, Day Light, Mineral, and Paleontology Sections are elected by those Sections to have their terms start in even-numbered years, and the Directors for the Archaeology, Faceting, and Lapidary & Silversmithing Sections are elected to have their terms start in odd-numbered years. There shall be no limit to the number of terms a Director may serve, but no Section shall elect a Director who has not been a member of HGMS for at least three consecutive years.

The position of Immediate Past President shall be defined as the President in the most recent past year. Should the President serve more than one year, there shall be no Immediate Past President. In that case, the Board shall consist of 12 members.

Section 2

The Board shall meet at such time and place as they decide. Seven Board members shall constitute a quorum unless there is no serving Immediate Past President, in which case six Board members shall constitute a quorum. Meetings may be held at the call of the President or at the request of any Board member.

All business coming before the Board shall be decided by a majority vote of the Board members present. Only the Board members shall have the right to vote at a Board meeting. Proxy voting will not be allowed. Special Meetings and voting via e-mail will be allowed

when pressing business decisions are required outside of normally scheduled Board Meetings. Special e-mail meetings and votes will be subject to the same quorum rules as regular Board Meetings, and only Board members shall have the right to participate in an e-mail vote.

Section 3

The Board shall make recommendations for changes, if any, of the annual dues. After notice in the newsletter, the changes in the dues will be voted on at the October General Meeting. If approved, the changes will take effect for the following year.

Section 4

The Board shall have the power to decide upon and transact all Society business with the following exceptions:

1. No one may bid on behalf of the Society for a regional or national Federation show without prior notice being given to and a vote obtained from the senior members present at a General Meeting of the Society.
2. Expenditures of Society funds in the amount of \$2500.00 or more must be approved by a majority vote of the senior members present at a General Meeting, unless the expenditure is provided for in an approved and published budget.
3. A clubhouse lease or purchase shall not be made or renewed without a vote of approval from a majority of the senior members present at a General Meeting.

All Board members shall be required to bring before the Board any topic of business requested of them by a member of the Society, and reply as soon as possible to that member on the Board's decision.

ARTICLE IV: DUTIES OF OFFICERS

Section 1

The President shall preside over all General Meetings and shall be the Chair of the Board. The President shall be responsible for the annual budget and for submitting it to the Board for approval in the March Board meeting. The President shall have the power to appoint Chairs of Committees not otherwise provided for in these Bylaws. The President shall also have the power to set up special committees as needed. The President shall see that all rules and laws of the Society are upheld, shall sign documents and papers that require the President's signature, and shall perform such other duties as the rules and usages of the Society require, including the installation of new Officers.

Section 2

The First Vice-President shall be a member of the Board, and shall assist the President in the discharge of presidential duties. In the event of the absence, disability, death, or resignation of the President, the First Vice-President shall automatically advance to the office of President.

The First Vice-President shall act as Chair of the Program Committee, having the authority to appoint members to that Committee.

Section 3

The Second Vice-President shall be a member of the Board and shall act as Chair of the Membership Committee, having the authority to appoint members to that Committee. The Second Vice-President shall keep and compile information on membership applications and shall forward that information to the appropriate Section or Committee Chair. The Second Vice-President shall keep an accurate and complete roster of the members and shall publish a new roster once each year by May 31.

Section 5

The Treasurer shall be a member of the Board. The Treasurer shall collect all dues and monies payable to the Society and shall make all disbursements authorized by the Society. The Treasurer shall be responsible for all incoming funds, and whenever requested by the President, render a true and faithful account of the monies received and paid out.

The Treasurer's books shall be audited whenever the Board so directs.

Section 6

In the absence of both the President and First Vice-President, any other member of the Board may chair any Board meeting.

ARTICLE V: COMMITTEES

Section 1

The President shall appoint Chairs of all Standing Committees except the Show Committee. The President shall also appoint Special Committees as needed and shall designate their duties.

Section 2

Each "show year" (as defined by Article V, Section 4, item 10) the existing Show Chair and Assistant Show Chair must be reconfirmed by majority vote of the Board, should they wish to continue to serve in the same capacity. There shall be no limit to the number of terms they may serve.

Should the Show Chair or the Assistant Show Chair choose to relinquish their position(s) following the end of the show year, or should the Board choose not to reconfirm one or both Chairs, or if for any reason the Show Chair or Assistant Show Chair is unable to fulfill his or her duties during their terms, the President either shall nominate suitable replacement(s) within one month of the position(s) becoming vacant or shall assemble and empower a nominating committee within one month of being notified that the position(s) are vacant. If a nominating committee is chosen, that committee has one month from its inception to present one or more nominees who have agreed to fill the position(s) to the Board. These replacement(s) become official when confirmed by majority vote of the Board.

Section 3

The Standing Committees shall be as follows:

1. Clubhouse Committee
2. History Committee
3. Library Committee
4. Membership Committee
5. Newsletter Committee
6. Nominating Committee
7. Program Committee
8. Show Committee
9. Education Committee
10. Publicity Committee

Section 4

The duties of the Standing Committees shall be as follows:

1. Clubhouse Committee shall be in charge of the Society clubhouse and its upkeep.
2. History Committee shall compile and record the history of the Club.
3. Library Committee shall have custody of all books and journals belonging to the Society and shall be in charge of checking them out to members and ensuring that they are duly returned.
4. Membership Committee shall have the Second Vice-President as its Chair and shall handle all applications for membership as provided in Article I, Section 1 of these Bylaws. The Membership Committee shall be the official greeter of the Society, welcoming new members and orienting them by introducing them to other members who have similar interests.

5. Newsletter Committee shall be in charge of editing and publishing the Society newsletter and shall deliver a copy of the newsletter to each member or family in the Society and to other societies in the Federation who desire a copy.
6. Nominating Committee each year shall select a list of candidates for Society Officers as provided in Article II, Section 2 of these Bylaws.
7. Program Committee shall have the First Vice-President as its Chair and shall arrange the program for Society General Meetings, secure appropriate speakers, and ensure that presentation equipment is available as requested by the speaker.
8. Show Committee each year shall be in charge of arranging, publicizing, and presenting the Houston Gem and Mineral Show. This Committee shall be responsible for securing an exhibit hall, printing and selling tickets, soliciting exhibits, arranging for dealers, securing judges, presenting awards, publicizing the show via all available news media, and responsible for any other tasks necessary for a successful presentation of the show.

The Show Committee shall operate within an annual period called the "Show Year." The Show Year starts the beginning of the month following the annual show and ends at the end of the month in which the next annual show is held. Show Committee members serve for a period defined by the Show Year.

The Show Committee's annual budget must be approved each year. The Show Chair must submit the final Show Budget to the President for inclusion in the annual budget approval. The Show Chair or Assistant Show Chair may come before the Board to request approval of modifications to an approved budget at any time during the Show Year or calendar year.

9. Education Committee shall be in charge of:
 - (a) setting up new classes,
 - (b) setting class schedules,
 - (c) setting class fees, including deposit amounts if these are determined to be necessary to reserve a spot in the class,
 - (d) advertising classes,
 - (e) recruiting students,
 - (f) verifying registrations for classes,
 - (g) authorizing payment for instructors,
 - (h) authorizing purchase of material for classes,
 - (i) collecting money from students.

10. Publicity Committee shall be in charge of publicizing HGMS to the public to increase membership and club participation. This committee will coordinate with HGMS Education, Outreach, and Show Committees to maximize exposure of the activities of these groups.

ARTICLE VI: SPECIALIZED SECTIONS

Section 1

Specialized Sections of the Society, for example, Faceting, Lapidary, Mineral, and Paleontology, may operate autonomously provided they do so in accordance with these Bylaws.

Section 2

Society members in good standing may attend or participate in as many activities of the specialized Sections as interest them with no requirement for membership to that Section above or beyond Society membership.

ARTICLE VII: MEETINGS

Section 1

Unless otherwise approved by the Board and General Membership, all General Meetings of the Society shall be held the fourth Tuesday of each month except in December, and they shall be held at the clubhouse or other location designated by the Board. The annual holiday gathering will take the place of the December General Meeting and shall be held on the second Saturday of December at a time and place designated by the Board.

The Board may move the date of a regularly scheduled meeting for a special event or for some other purpose.

Section 2

The Senior Members present at a meeting shall constitute a quorum for that meeting.

Section 3

Rules of order not specifically provided in these Bylaws shall be those in the current edition of Robert's Rules of Order.

ARTICLE VIII: ORDER OF BUSINESS

Section 1

The order of business for a General Meeting of the Society shall be as follows:

1. Call to order
2. Approval of the minutes of the previous meeting
3. Introduction of visitors and new members
4. Announcements and reports of Officers, Committee Chairs, or Section Chairmen as required
5. Presentation of program
6. Unfinished (old) business
7. New Business
8. Adjournment

Section 2

This order of business may be modified as occasion may require.

ARTICLE IX: RESPONSIBILITY OF MEMBERS

Section 1

All members, their guests, and any other persons participating in a field trip sponsored by the Society or its Sections do so at their own risk.

Section 2

All members, their guests, and any other persons participating in a field trip sponsored by the Society shall abide by the following Code of Ethics:

WE PLEDGE OURSELVES TO ABIDE BY THE FOLLOWING RULES:

1. To leave alcoholic beverages, firearms and pets out of the collecting area
2. To have permission to enter private property
3. To close all gates and gaps
4. To put out all fires and leave no trash or rubbish
5. To endeavor to maintain cordial relations with property owners

ARTICLE X: AMENDMENTS

Section 1

Any proposed amendment to these Bylaws must first be submitted in writing to the Board. If approved by a majority of the Board, the amendment shall be presented to the Membership at a General Meeting.

Section 2

These Bylaws may be amended with the consent of a majority of the Senior Members present at a General Meeting. Notice of such proposed amendments shall be mailed to all Senior Members at least thirty days prior to the meeting at which they are to be considered.

ARTICLE XI: DISPOSITION OF SOCIETY PROPERTY

Should the Society dissolve, all Society property shall be donated to the Houston Museum of Natural Science.

ARTICLE XII: MEMBERSHIP CONDUCT

Section 1

Members shall follow the Bylaws and maintain Respectful Conduct while on Society property, while attending Society shows or events (including field trips), or while representing the Society (including representing oneself as a member of the Society) in public, in order to maintain the integrity of the Society.

Section 2

No member may make any commitments for the Society, claim to speak on behalf of the Society, or use their membership in the Society (including but not limited to the use the name, logo, slogan or other identifying characteristic of the Society) to imply the member's statements or actions are approved or endorsed by the Society, without first obtaining the approval of the Board of Directors.

Section 3

Respectful Conduct shall be in accordance with, but not limited to, the behaviors and actions outlined as follows:

- Treat members, guests, and the public with politeness and respect regarding gender, race, and places of origin, political beliefs, religion, marital status, age, or sexual orientation.
- Avoid any unwanted or unwelcome conduct, comment, gesture or contact of a sexual nature.
- Refrain from aggressive or abusive behavior. Avoid verbal or physical confrontations. (All involved members may be subject to corrective action)
- Respect the property of members, guests, hosts and the Society.
- Act with fairness, honesty, integrity, openness, and in accordance with the Bylaws.
- Promote the mission of the Society honestly in all dealings on behalf of the Society.
- Provide a positive and valued experience to members and guests.

Section 4

Corrective action for violation(s) of the terms and conditions for use of the Shop, including but not limited to

- Misuse or abuse of equipment,
- Mistreatment of members and guests using the Shop,
- Theft,
- Failure to pay usage fees,

shall be at the sole discretion of the Shop Chairman (or his or her designee), up to and including the suspension of the rights and privileges for the use of the Shop. Any further corrective actions (in relation to membership in the Society as a whole) are reserved for the Board.

Section 5

The Board may take corrective action ranging from

- a Letter of Concern,
- temporary restrictions of rights and privileges, or
- permanent suspension of membership.

The Board shall be the sole judge as to level of corrective action. The Board's action shall be conclusive and final. Charges must be preferred by at least three members in a written petition addressed to the Board. The charged member will be sent a letter of the final decision and the execution of corrective action.

Section 6

The HGMS President (or designee) shall contact the member about the code of conduct concern. Based on this discussion and the code of conduct violation, the President shall decide if further Board action is warranted. The member shall be notified via letter of further action and proposed Board meeting date. The member shall have the options of appearing in person or by proxy before the Board to explain their position on the issue. The member's appearance before the Board will require a separate closed-door meeting with only Board members.

Section 7

The Board vote shall determine the level of corrective action. If the member under review is a Board member, he or she shall not be present during corrective action discussions or for the final vote of the Board.

Section 8

The **issuance of a Letter of Concern** shall be issued by the Board in response to minor conduct violation(s) as determined by a majority vote of at least a quorum of the Board in attendance.

Section 9

The **temporary restrictions of the rights and privileges of Society Membership** shall be determined by the Board in response to the conduct violation(s). The Board shall agree on the degree of restrictions, and these shall be based upon all information received concerning the actions of the member. The enforcement of restrictions requires a unanimous approving vote of the Board members in attendance.

Section 10

The **expulsion of a member** shall be warranted only by egregious action or extreme violation of Bylaws as determined by the Board. The Board shall investigate and determine if the action or violation is sufficient to justify the permanent expulsion of the member. The expulsion of a member shall require the approving vote of at least a 75% of all members of the Board. A special Board meeting will need to be called with 75% of the Board members in attendance. The attendance of the President is also required.