

TOLEDO GEM AND ROCKHOUND CLUB BY-LAWS: 2017 Update

ARTICLE I – THE PURPOSE

The Purpose of the Toledo Gem and Rockhound Club is as stated in our Articles of Incorporation. The Toledo Gem and Rockhound Club exists to promote and encourage interest and education in the study of geology, paleontology, the lapidary arts, including the crafting of gem stones, jewelry making and working with metals of all persons or groups interested therein.

ARTICLE II – OFFICERS

Section 1 - The Club shall have a President, Vice-President, Secretary, Treasurer and a Sergeant-At-Arms. These officers, along with one member of the Executive Board of Directors, shall be elected by the members at the November meeting of the Club.

Section 2 - It shall be the duty of the President to preside at all meetings of the Executive Board and of the general meetings of the Club.

Section 3 - The President shall appoint the Chairs of Committees. These appointments will include at a minimum a Nominating Committee with a Chair, a Field Trip Chairman, a Membership Secretary, an Editor of the Club newsletter, an annual Rock Show Chair and Open House Chair(s), and a Historian/Archivist. In addition, the President shall appoint an annual Auditor and such other representatives or delegates along with any special Chairpersons as may be needed.

Section 4 - The president shall be responsible for making sure that the Statement of Continued Existence required by Ohio Revised Code 1702.59, is timely filed.

Section 5 - The President shall assure that all club activities and programs comply with the Articles of Incorporation and By-Laws of the Club.

Section 6 - It shall be the duty of the Vice President to perform the duties of the President in the absence of the President. The Vice President shall, when so acting, have all the powers of the President and be subject to all the restrictions on the President within the By-Laws. The Vice President shall be the Program Chairman and shall be responsible for the arrangement of speakers, films, displays and other duties, as assigned by the President.

Section 7 - The Secretary shall keep the official minutes of the Executive Board meetings and of the Clubs general meetings and provide a copy to the Editor for publishing in the Club Newsletter for correction and/or approval by the members. The Secretary shall conduct and report on official Club correspondence. The Secretary shall retain in their possession one full year of secretarial reports, after which time the Secretary shall turn them over to the Historian/Archivist for permanent record retention.

Section 8 - The Treasurer shall collect all monies due the Club and pay all bills presented. All unbudgeted bills over \$100.00 will be paid with approval of the Executive Board. The Treasurer shall maintain the Club monies in the safest and most advantageous manner, with the approval of the Executive Board. The Treasurer shall report credits and debits and the financial balances at regular meetings. The books of the Treasurer shall be open to any member upon demand at the annual meeting or upon written request of any three members. The Treasurer shall work closely with the membership chair to record membership income and taxes paid on annual memberships, as

required by Ohio Revised Code 1702.13. The books shall be audited by an Auditor appointed each December by the President. The Auditor will report on the Clubs financial status in writing before the February meeting.

Section 9 - The Sergeant-At-Arms is to help maintain order at each meeting.

Section 10 – - INDEMNIFICATION

The Toledo Gem and Rockhound Club shall indemnify a director or former director in the defense of any proceeding to which he or she is a party because he or she is or was a director of the corporation against actual and reasonable expenses incurred by him or her directly in connection with the proceedings. An officer of the corporation who is not a director is entitled to the same indemnification under this article as a director.

Section 11 - Any vacancy occurring among the officers shall be filled for the remainder of the term by appointment of the Executive Board at any meeting held during the existence of such vacancy.

Section 12 - The Executive Board, by a simple majority vote, may accept the resignation of any officer of the Club.

ARTICLE III - EXECUTIVE BOARD

Section 1 - The affairs of the Club shall be managed by an Executive Board of Directors consisting of three elected members, the retiring President, The President, Vice-President, Secretary, Treasurer and Sergeant-At-Arms.

Section 2 - The Executive Board members shall be elected for a term of three years, one to be retired or be reelected each year.

Section 3 - The Executive Board shall have four (4) regular scheduled meetings each year. A simple majority of the Executive Board must be present for discussion and enactment.

Section 4 - Special meetings of the Executive Board may be call for as necessary to handle emergency measures. Such a special meeting may be called for by any member of the Executive Board only if proper officers are not available or cannot be reached. All members of the Executive Board are to be notified in the Club newsletter of regular Board meetings and/or by letter, or phone three (3) days in advance of any Special Board meetings.

Section 5 - A yearly proposed budget must be prepared by the Executive Board for approval of the members.

Section 6 - Any member of the Club may petition the Board with a problem or grievance. Issues must be presented in writing at a meeting of the Executive Board for review, discussion and resolution at the next meeting of the Board.

Section 7 – The Executive Board shall convene an Executive session, as needed, to provide a venue for handling issues that are best discussed in private, for fostering robust discourse, and for strengthening trust and communication. They are, by definition, exclusive to board members, but others, such as professional advisors, may be invited to join for part or all of the session. Upon reconvening of the

routine Board meeting the members of the Board shall enact measures as a result of their discussions as a matter of official business.

ARTICLE IV - NOMINATING COMMITTEE

Section 1 - A Nominating Committee shall consist of not less than three members of the club. The committee appointed by the President shall consist of a Chairman and at least two others, one of which shall be a member of the Executive Board.

Section 2 - This Committee shall be selected not later than September 1 of each year.

Section 3 - This Committee, after due consideration and consent of nominees, will present a slate of one or more names for each office vacant to the Club at the October Meeting and provide a complete list of candidates to be printed in the final issue of the Club Newsletter before the November election.

Section 4 – Other nominations from the floor may be presented with the consent of the nominee at the meeting prior to the election.

ARTICLE V - ELECTION OF OFFICERS

Section 1 - The Nominating Committee will oversee the election of Officers at the November meeting, and by secret ballot on any contested office, and report the results at the meeting.

Section 2 - A simple majority of those voting shall be considered sufficient to elect.

Section 3 - The term of Officers shall be for one year from January 1 through December 31. Elected Board Member's term of office is three (3) years as stated and affected in Article III, Section 2.

Section 4 - The Nominating Committee Chairman will conduct the installation of officers at the December meeting and will include the remark, "The Officers assume duties as of January 1, of the next year".

Section 5 - No Elected Officer may serve more than two (2) consecutive terms in the same office.

ARTICLE VI - MEMBERSHIP AND DUES

Section 1 - Any person who is interested in the objectives of the Club is eligible for membership, providing they:

- 1) are willing to abide by the By-Laws;
- 2) submit the required application at a Club activity; and
- 3) pay their yearly dues.

Section 2 - Annual dues will be charged for single and family memberships. Family memberships may include father, mother and all unmarried children between ages of six and eighteen living at home. The parent(s) will decide which, if any, of their children will join the juniors.

Section 3 - Annual dues shall be reviewed by the Board at least every two years depending on the financial needs of the club and, upon Board proposal, changed by a membership vote.

Section 4 - Dues are payable at the September meeting. A member shall be dropped if dues are not paid by September 30th.

Section 5 - Any person between the ages of six and eighteen may become a Junior member if an adult member of his/her family, extended family (e.g. grandparent) or guardian is a member of the Club and is willing to sponsor the Junior. The Junior pays the single membership fee. Juniors shall not hold office nor vote.

Section 6 - A parent, family member (21 or older), or sponsor must be present and participate in all functions to which a Junior member attends. This individual, if not a parent or legal guardian, must have written permission from an appropriate individual to seek medical treatment of the minor.

Section 7 – Any membership may be restricted or withdrawn by action of the Executive Board for the following reasons:

- a) Malfeasance in office.
- b) Verified violations or conduct in conflict with the Articles of Incorporation.
- c) Verified gross or repeated violations of policies, procedures or established rules.
- d) A verified pattern of conduct that results in conflict, disruption of activities or actions that are in violation of the By-Laws of the Club or brings discredit upon the Club.

For lesser offenses, The Board may provide a member in question with a written warning or restrict the activities or access to facilities of a member for a specific period of time.

Section 8 - The Membership Secretary shall keep a record of any member being terminated for cause; the reason therefore and the date such membership was terminated. The Treasurer shall also keep a record of any member being terminated for cause; the reason therefore and the date such membership was terminated.

ARTICLE VII – MEETINGS

Section 1 - The regular meeting of the Toledo Gem and Rockhound Club shall be held on the third Wednesday of each month.

Section 2 - Special Club meetings may be called for at other times, at the discretion of the Executive Board. The notice and purpose for which a Special Meeting is called, shall be provided to all members of the Club not less than ten days before the date of the planned meeting.

Section 3 - The annual meeting of the Toledo Gem and Rockhound Club for the purposes of resolving corporate business shall be the regular meeting held in November when elections are held.

ARTICLE VIII - PUBLICATIONS

Section 1 - The official newsletter of the Toledo Gem and Rockhound Club shall be THE ROCKY READER. The newsletter shall be published monthly and shared on-line for downloading by members along with other interested parties.

Section 2 - A printed copy will be mailed to members upon request. The Club will pay necessary expenses for the printing and distribution of the monthly newsletter for those members who have requested a printed copy.

Section 2 - A Membership Directory shall be updated as needed and published annually in April.

Section 3 – A web page with the domain name of www.rockyreader.com shall be maintained for the promotion of the Club and benefit of its members. In addition, the Club will maintain an on-line presence on Facebook to promote activities, report on events and provide a feedback mechanism for members. The above On-line publications shall be maintained by one or more “administrators” appointed by the Executive Board.

ARTICLE IX - ACTIVITIES

Section 1 - The Club shall procure/operate a facility to promote and encourage interest and education in the study of geology, paleontology, the lapidary arts, including the crafting of gem stones, jewelry making and working with metals. This facility shall be designated and otherwise known as the Craft Center. The Craft Center will be equipped with all manner of tools and machinery necessary to the lapidary arts, gem and metal crafting, faceting and jewelry making.

Section 2 - Activities of the Club shall include but not be limited to the following:

- a. To provide for displays of natural and enhanced geological materials in public forums and at public events.
- b. The Club will host two (2) Open House functions annually to provide an opportunity to share information, provide education and exchange materials. The Open House(s) will be open to the public.
- c. Members are encouraged to give talks/presentations at schools, libraries and other civic organizations when requested.
- d. The club will provide annual scholarships to the Geology Departments of Bowling Green State University and the University of Toledo in Ohio to support students engaged in the study of Geology. In addition, The Club will give an alternating contribution to the above in memoriam upon the death of a current Club member.
- e. The Club will host an annual Rock and Gem Show for the display of rocks, minerals, finished geological crafts and related items for the purpose of raising funds to support the operations of the Club and in furtherance of its stated purpose.
- f. The Club shall provide an unspecified number of internal fund-raising events to provide opportunities for Craft Groups to exchange natural and crafted geologic materials, craft items and related resources for the benefit of its members.
- g. The Club will maintain a Craft Center for the purpose of supporting its members in their respective arts in keeping with its stated purpose.

- h. The Club will maintain a reference library as a resource for the benefit of its members and to serve as an aid in the training and education programs for its members and the public.
- i. The Club will provide classes and workshops for its members in the collection, identification and display of geologic specimens and in the lapidary arts, including gem and metal crafting, faceting, beading and jewelry creation.
- j. The Club will periodically host Field Trips for the purpose of furthering the education of its members and to provide opportunities to collect geological specimens. In addition, the Club will host Mine Safety Training Courses as needed to provide certifications to its members as required by regulation.
- k. The Club will provide information to its members and the public through its Newsletter, The Rocky Reader, in addition to its' On- line Web-based and Facebook pages.
- l. The Club will encourage and promote volunteer participation in activities and events of the Toledo Botanical Gardens and the Metroparks of Toledo.

ARTICLE X - COMMITTEES AND APPOINTMENTS

Section 1 - The President may appoint the following:

- a. Field Trips Chairperson
- b. Refreshments Chair
- c. Historian and Archivist
- d. Photographer
- e. Auditor
- f. Editor
- g. Membership Secretary
- h. Annual Rock and Gem Show Chairperson
- i. Open House Chairperson
- j. Advisors/Moderators of Study Groups
- k. Nominating Committee

Section 2 – Such Committees and Appointments will serve at the pleasure of the President.

ARTICLE XI - DELEGATES AND REPRESENTATIVES

Section 1 - Delegates and representatives to other Clubs or institutions may be appointed by and report directly to the President.

Section 2 - The President shall secure a permanent mailing address for the Club.

Section 3 - The President shall appoint a Statutory Agent for the State of Ohio, who is in good standing in the Club.

ARTICLE XII – AFFILIATIONS WITH OTHER ORGANIZATIONS OR NON-PROFIT GROUPS

Section 1 – The TGRC is affiliated with the Midwest Federation and American Federation of Mineralogical and Geological Societies for which the Club is obligated to contribute annual dues.

Section 2 - The Club is a chartered organization affiliated with the Toledo Botanical Garden. The Club occupies facilities provided by the TBG under a lease agreement. The Club members shall donate a

specific number of service hours annually with an option to donate additional hours to reduce or eliminate the affiliated organization annual fee to the TBG.

ARTICLE XIII - AMENDMENTS

Section 1 - The By-Laws of the Toledo Gem and Rockhound Club shall be reviewed and amended, as needed, by a committee appointed by the Executive Board.

Section 2 - The Executive Board shall inquire on its review of any proposed By-Law as to (1) whether the By-Law will adversely relate to the club's Articles of Incorporation and (2) if the By-Law changed will endanger any legal status of the Club.

Section 3 - The proposed amendment is then read and discussed at a monthly Club meeting, printed in the Club publication for all members to review, and then submitted to the membership for a possible vote at the next regular or special meeting, where a motion from the floor must be made to proceed with a vote. Only then can a majority vote of the members present at that meeting bring about an amendment to these By-Laws.

Section 4 – Any member of the Club may submit an amendment to the By-Laws, in writing, for consideration of the Board. The Board shall review the proposed Amendment and determine if it should be brought before the membership for a vote at the next general meeting.

ARTICLE XIV - NON-PROFIT CORPORATE STATUS

Section 1 - In accordance with the Articles of Incorporation, no properties or service of the Club shall inure to the benefit of any member.

Section 2 - Section 1 shall not limit the club in any way from paying for any reasonable service delivered and authorized by the Executive Board.

Section 3 - The Club shall comply with all laws and governing regulations of the U. S. Internal Revenue Service as it is and may become in the area of its non-profit status under Ohio Revised Code 1702.

Section 4 – The Club shall not engage in any political activity. No substantial part of the activities of the Club shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in any political campaign in support of or in opposition to any candidate for public office.

Section 5 – In the event of and upon dissolution of the club, its' property will be distributed as required in the Articles of Incorporation for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or the corresponding section of any future federal tax code.