

BYLAWS OF DALLAS GEM AND MINERAL SOCIETY, INC

Approved by the Members on 15 Nov 2022

This version supersedes all previous versions of the Bylaws.

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of Dallas Gem and Mineral society, Inc. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, these Bylaws will be controlling.

ARTICLE I -Organization

Section 1.01 The name of the Corporation is Dallas Gem and Mineral Society, Inc.

Section 1.02 The principal offices and meeting place are in the metropolitan area of the City of Dallas, Texas.

ARTICLE II -Mission Statement& Guidelines

Section 2.01 The purpose of Dallas Gem and Mineral Society, Inc is:

- A) To promote education, interest, knowledge, and skill in the lapidary arts and in the art of metalworking including the use of polished gem and minerals when appropriate.
- B) To conduct public discussion groups, forums, panels, lectures, and other similar programs.
- C) To promote interest in the collection and study of rocks and minerals to increase knowledge of geology and related earth sciences.
- D) To conduct an Annual Gem and Mineral Show to raise funds for the Corporation and to provide an opportunity for the public to learn and to increase interest in the lapidary arts, the art of metalworking, minerals, and related sciences.
- E) To operate exclusively on a not-for-profit basis for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding Section of any future federal tax code.

Section 2.02 The Dallas Gem and Mineral Society, Inc shall operate within the following guidelines:

- A) Be nonpolitical and noncommercial.
- B) The Corporation is committed to maintaining an environment free from sexual harassment and from discrimination. We strongly support the rights of all Members to gather in an environment free from any form of harassment, including harassment based on race, color, religion, gender, sexual orientation, national origin, age, or disability.
- C) The activities of the Corporation shall not carryon propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, except as listed below:
 - 1) Any attempt to influence legislation is limited to those allowed by the IRS for 501(c)(3) organizations.
 - 2) Any attempt to influence legislation is limited to legislation that impacts the earth sciences.
- D) As a non-profit Corporation, Dallas Gem and Mineral Society, Inc has all the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act, provided Dallas Gem and Mineral Society, Inc will neither have nor exercise directly or indirectly in any activity that would invalidate its status as a Corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE III- BOARD OF DIRECTORS

Section 3.01 The general supervision over all affairs, activities, business, and properties of the Corporation is vested in a Board of Directors, elected from the Membership, consisting of:

- A) President
- B) First Vice President
- C) Second Vice President
- D) Secretary
- E) Treasure: The treasurer is required to have been a member for at least two years
- F) Sixth Director: It is preferred that the sixth director be a former Board Member.

Section 3.02 The show chair and Publication chair are appointed advisors to the Board.

Section 3.03 The Term of the Board and Advisors to the Board shall be for one year after taking office.

ARTICLE IV - DUTIES OF ELECTED OFFICERS

Section 4.01 President

- A) Supervises the affairs of the Corporation.
- B) Presides at all meetings of the Membership and of the Board of Directors.
- C) Conducts all meetings following the Robert's Rules of Order.
- D) Appoints Committee Chair(s) as identified in Section 9.01.
- E) Submits a List of Expenditures, with the coordination of the Treasurer, to the Board.
- F) Makes and executes all contracts or instruments for and on behalf of the Corporation, with the approval of the Board, or the Board and Membership where applicable.

Section 4.02 First Vice President

- A) Chairs the Program Committee.
- B) Oversees the Education/Field Trip Sub-Committee.
- C) Performs the duties of the President when President is absent or not able to act.

Section 4.03 Second Vice President

- A) Completes an Inventory of all Shop property and submits it to the Board for approval annually.
- B) Assigns all Supervisors' shifts and duties or appoints a Lead Supervisor to do so.
- C) Maintains Shop and Equipment in good working order.
- D) Updates the Shop Policies, as needed, and submits them to the Board for approval.

Section 4.04 Secretary

- A) Keeps records of the meetings of the Membership and the Board of Directors.
- B) Maintains custody of the corporate records and other papers.
- C) Maintains an up-to-date record of active Members.
- D) Conducts the official correspondence of the Corporation subject to the general supervision of the Board.
- E) Performs such other duties that the Board assigns.
- F) Performs the duties of the First Vice President when the First Vice President is absent or not able to act.

Section 4.05 Treasurer

- A) Receives, properly cares for, and disburses all funds of the Corporation as directed by the Board of Directors.
- B) Maintains accurate records and accounts in books belonging to the Corporation.
- C) Prepares and files all reports required by State and Federal law.
- D) Keeps a bank account in the name of the Corporation.
- E) Is one of two signatories on all checks. The other signatory must be an Officer of the Board.
- F) Prepares and submits the books for an audit following the January meeting.
- G) Attends the Audit Committee meetings.
- H) Reports the status of the Corporation finances as identified in Section 10.06.

Section 4.06 Sixth Director

- A) Advises the Board regarding issues with adhering to Bylaws, Policies, and Procedures.
- B) Is a member of the Program Committee.

Section 4.07 Co-Chairs

- A) Any position, except for the Treasurer, may be shared by co-chairs to assist with duties and
- B) There is only one vote per board position.
- c) Co-chairs are elected jointly as a single entry on the ballot.

ARTICLE V - ELECTIONS

Section 5.01 Nominating Committee

- A) Consists of three Members.
 - 1) The President appoints one Member to the Committee.
 - 2) The Membership elects two Members to the Committee.
 - 3) Not more than one Member may be a Board Member.
- B) Is formed no later than the September meeting.
- C) Obtains the consent of each candidate before offering their nomination to the Membership.

Section 5.02 In addition to nominations from the Nomination committee nominations can also be made from the floor.

Section 5.03 The election of Officers is held at the November meeting. An email ballot may be used per Section 5.09.

Section 5.04 All Officers take their positions on December 1st.

Section 5.05 The previous year's Officers are strongly encouraged to attend the first meeting of the new Board with the newly installed Officers, for the purposes of assuring continuity of operation.

Section 5.06 If an Officer is unavailable or temporarily not able to perform their duties, the positions are back-filled as follows:

- A) The Office of the President will be filled by the First Vice President.
- B) The Office of the First Vice President will be filled by the Sixth Director.
- D) Any other Board vacancy except co-chaired positions will be filled by an election, to be held as soon as possible. If the co-chair wants additional help they can appoint a nonvoting assistant or ask for an election to fill the empty co-chair position.
- E) If a position is filled with a co-chair and one person is unable to perform their duties the second co-chair will perform the duties.

Section 5.07 Any Board Member may resign at any time upon written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.08 Any Board Member may be removed with cause by the Board.

Section 5.09 Email Ballots- The election of the Board of Directors, as well as any matter requiring a vote by the full Membership, may be conducted using email ballots providing the following guidelines are met:

- A) The Secretary emails the ballot, poll, or survey to the full Membership at least two weeks before the meeting where the final vote will take place.
- B) The Membership returns their vote to the Secretary by email, or other method approved by the Board.
- C) The Secretary and one other Board Member tallies the votes and reports the results at the General Meeting where the formal vote is being held.
- D) The Secretary will ensure that only Paid members vote and that they vote once either in person or via email.
- E) If the Board decides that a review of the ballots is required, the Board appoints one additional person to review the votes.
- F) The Secretary keeps all voting details confidential, including from the Board.

F) The Secretary retains all voting records until two more General Meetings have occurred following the meeting where the final vote was held. The soft copy ballots are deleted after the second meeting following the formal vote.

ARTICLE VI -MEMBERSHIP

Section 6.01 Any individual who is interested in the purpose of the Corporation and who is willing to abide by the Articles of Incorporation and these Bylaws is eligible for Membership by:

- A) Attending a meeting.
- B) Completing an application for Membership.
- C) Paying the annual dues.
- D) Receiving the approval of the majority of Members present at the meeting.

Section 6.02 Any former Member in good standing may be reinstated to the Membership by:

- A) Completing an application for Membership.
- B) Paying the annual dues.
- C) And if no formal objection has been filed with the Board.

Section 6.03 Types of Membership.

- A) Regular Membership-Open to any individual 16 years of age or older. Each Member is entitled to one vote.
- B) Family Membership- Open to any family (spouse, partner, father, mother, children, and grandchildren living under one roof). Each family is entitled to two (2) votes maximum for family members 16 years of age and older.
- C) Junior Membership- Open to any individual under 16 years of age. Junior Members are not eligible to vote or hold Office in this Corporation.
- B) Lifetime Membership-Conferred to any person who has demonstrated a high degree of experience in the lapidary arts, gemology, mineralogy, or related earth sciences, and who has rendered noteworthy service to this Corporation.
 - 1) Such Members may be recommended by any Member to the Board of Directors for consideration.
 - 2) Requires the approval of the Membership.
 - 3) Lifetime Members are exempt from Membership dues.

ARTICLE VII - DUES AND FEES

Section 7.01 Dues and fees for activities, including using the Shop, are set by the Board as a Policy.

Section 7.02 Dues are payable on January 1st of each year. Memberships and Renewals are paid in the following ways:

- A) To the Secretary or Treasurer at a General Meeting.
- B) Mailed to the Treasurer at the Corporation's PO Box.
- C) To a Shop Supervisor at the Shop.
- D) Online on the Corporation's website.
- E) Members who join and pay their annual dues in November or December are fully paid for the next year.

Section 7.03 Nonpayment of dues:

- A) Members who have not paid by March 1st will have Shop privileges canceled.
- B) Members who have not paid by June 1st will be dropped from the Membership and must re-apply as a new Member according to Article VI of these Bylaws.

ARTICLE VIII - MEETINGS

Section 8.01 All meetings are governed by the "Robert's Rules of Order".

Section 8.02 Board Meetings

- A) Board Meetings are held once a month at the Board's discretion.
- B) Three Members of the Board constitute a quorum for the transaction of business.
- C) A Board member shall be considered present at any meeting of the Board if, during the meeting, they are in telephone or online contact with the other Board Members participating in the meeting.
- D) If a quorum is not present at a meeting, the Board Members present may adjourn the meeting without further notice until a quorum shall be present.
- E) Regular Board Meetings are open to all Members.
- F) Minutes of the meeting shall be made available to the Members upon request.

G) Voting:

- 1) The act of the majority of the Board Members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.
- 2) If at any time a vote results in a tie, the vote of the President shall be the deciding vote.
- 3) No Proxy voting is allowed.

H) Action by Written Consent.

1) Written Consent is defined as:

- i) Formal written documentation with written signatures of the Board Members.
- ii) Mail correspondence (hardcopy) from the Board Members.
- iii) Email correspondence from the Board Members.

2) Any action, or action required by law, normally taken at a meeting of the Board, may be taken without a meeting if there is written consent from a majority of Board Members.

3) The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes.

4) The consent will be documented in the Minutes of the next attended Board Meeting and has the same force and effect as a unanimous vote of the Board taken at an actual meeting.

Section 8.03 General Meetings

A) Regular Monthly Meetings take place on a date and place selected by the Board.

B) The Board may cancel any meeting.

C) Online attendance (and voting) is permitted if approved by the Board.

D) Two officers and ten (10) Members in good standing, in person or online, constitute a quorum.

E) Special meetings of the Membership may be called by the President, or in the President's absence, by a Member of the Board of Directors.

F) Voting:

1) A Quorum is required to have an official vote.

2) No Proxy voting is allowed.

3) The Board will prepare a Policy that identifies when an issue must be presented to the full membership for a vote. At a minimum, this includes the Board of Directors elections, Amendments to the Bylaws, and conferring Lifetime Membership. In these cases the issue shall be presented to the full membership using an email ballot.

Section 8.04 The normal order for each meeting (Board and General) is:

- A) Approval of prior Meeting Minutes
- B) Reports of Officers and Committees
- C) Unfinished Business
- D) New Business
- E) Approval of New Members (General Meeting only)
- F) Program (General Meeting only)
- G) Adjournment

Section 8.05 Closed Meetings:

- A) At the discretion of the Board, Meetings may be closed and the Minutes sealed for review only by the Board.
- B) Meetings considering the expulsion or suspension of a Member per Section 12.05 are Closed.

ARTICLE IX - REGULAR COMMITTEES

Section 9.01 Committees are created by the Board.

- A) May be either temporary or permanent.
- B) Committee Chairs are appointed by the President and approved by the Board.
- C) Committee Members appointed by the Committee Chair.
- D) All Committees expire on December 1st or at the Board's discretion.

Section 9.02 Committees:

- A) Program Committee
 - 1) The First Vice President is the Chair of the Program Committee.
 - 2) The Sixth Director is a Member of the Program Committee.
 - 3) The Program Committee provides and arranges suitable programs for the General Meeting and endeavors to plan the programs in advance and have substitute programs available in the event a scheduled program must be canceled.

B) Publications Committee

- 1) The Chairs of the other Regular Committees are Members of the Publications Committee and provide the Publications Committee Chair with timely notices of future events for inclusion in the Monthly Publication (Newsletter) for the Membership.
- 2) The Publications Committee prepares the “Rok Tok” Newsletter devoted to the Membership affairs and sends it to the Secretary for distribution. The goal is to send out “Rok Tok” a week before the General Meeting.

C) Education/Field Trip Committee

- 1) The Committee is overseen by the First Vice President.
- 2) The Committee plans educational seminars, classes, and field trips to places of interest.

D) Audit Committee

- 1) The Audit Committee consists of three Members, one of which may be a Board Member, but not the Treasurer.
- 2) The Membership nominates and approves Members no later than the January General Meeting.
- 3) If the Committee is not nominated by the Members, the President nominates them.
- 4) The Committee reviews the financial records of the Corporation, including all income and expense records from the previous year.
- 5) The Audit is completed before the March General Meeting.
- 6) The Treasurer must be available for questions.
- 7) The Audit Committee presents a summary at the March General Meeting.
- 8) Extensions may be approved by the Board.

Section 9.02 Committees

E) Show Committee

- 1) The Show Committee consists of a Show Chair and a Vendor Chair.
 - Additional Members may be appointed by the Show Chair and are approved by the Board.
- 2) The Show Chair manages all aspects of the Annual Show.
 - Oversees Show Preparations, Inventory of Show Materials, Volunteer Coordination, Show Setup, Show Execution, and Show Teardown.
 - Prepares and submits a List of Expenditures for the Annual Show to the Board for approval.
 - Provides Show expense receipts to the Treasurer.
 - Provides status of Show preparations at Board Meetings and General Meetings.
 - Provides Show income to the Treasurer.

3) The Vendor Chair manages all aspects of Vendor Coordination.

- Responsible for sending out Show Contracts to the Vendors.
- Monitors all Vendor Communications.
- Handles any requests from the Vendors.
- Coordinates with the Treasurer to track Vendor Payments and completed Contracts.
- Relays information to the Show Chair for discussions as needed.

ARTICLE X-CORPORATEFUNDS

Section 10.01 All funds or property belonging to the Corporation are dedicated to further the purposes of the Corporation.

Section 10.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, Officers, or other private persons, except as outlined in Sections 10.05, 10.07 and 10.8. The Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Cooperation.

Section 10.03 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

Section 10.04 All funds received by the Corporation must be forthwith deposited into a bank account maintained in the name of the Corporation; the bank is selected by the Board of Directors.

Section 10.05 Approved Expenditures:

- A) A List of Operating Expenditures for the coming year is based on budgetary recommendations of the Corporation Committees and is consistent with projected available Corporation fund.
- B) Expenditures are from January 1st through December 31st.
- C) The President and the Treasurer create the List of Expenditures for approval at the January Board meeting.
- D) The Board-approved List of Expenditures is presented to the Members for approval at the next General Meeting.
- E) The Show Expenditures, including expected income and expenses for the Show, are presented by the Show Chair to the Board and Members for approval.
- F) Receipts for approved expenses are submitted to the Treasurer for reimbursement.
- G) Until the List of Expenditures is approved, expenditures continue at the previous year's levels.

Section 10.06 Withdrawals from the Corporation’s bank account require the signatures of two Officers of the Board, one of which is the Treasurer.

Section 10.07 Any non-approved expenditure, withdrawal, or disbursement less than \$1,000 requires the approval of the Board and is reported to the Membership.

Section 10.08 Any non-approved expenditure, withdrawal, or disbursement more than \$1,000 requires the approval of the Board and the Membership.

Section 10.09 Travel Expenses:

- A) Board-approved representatives may attend functions such as, but not limited to, South Central Federation of Mineral Societies Meetings and Newsletter or Web Editor Conferences.
- B) The Board approves an amount prior to attendance to the function.
- C) Receipts for approved expenses are submitted to the Treasurer for reimbursement.

Section 10.10 Disbursement of Corporate Assets

- A) For the purposes of this Section, Corporate Assets are defined as physical assets, including, but not limited to, equipment, tools, rocks, gems , and jewelry.
- B) Disbursement of assets with a value of less than or equal to \$500 requires the approval of the Board and is reported to the Membership.
- C) Disbursement of assets with a value of more than \$500 requires the approval of the Board and the membership.
- D) The Board will approve the distribution of shop cards or shop time to members as a thank you for donating time to the club.

Section 10.11 Reporting of Finances:

- A) The Treasurer provides a monthly financial reports for the Corporation and the Show to the Board and Member
 - B) The Reports include:
 - 1) A detailed report showing all Income and Expenses for the Month.
 - 2) A high-level report showing a year-to-date expenditure for each line item on the approved List of Expenditures.
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Section 10.12 Upon the dissolution of the Organization, the assets will be allocated as follows:

A) Money is given to the Dallas Gem and Mineral Society Scholarship, administered by the University of Texas at Dallas, as long as the University maintains a valid 501(c)(3) status. Otherwise, the Dallas Gem and Mineral Society Board selects another 501(c)(3) to receive said assets.

B) Physical Assets will be donated to the University of Texas at Dallas, as long as the University maintains a valid 501(c)(3) status. Otherwise, the Dallas Gem and Mineral Society Board selects another 501(c)(3) to receive said assets. If the Organization does not want the Physical Assets, the assets will be sold and the money distributed per Section 10.12(A)

ARTICLE XI - Records and Retention

Section 11.01 The Board will prepare and approve a Records Retention Policy.

- a) The Policy will identify:
 - i) what records are retained
 - ii) the format
 - iii) how long it is to be retained
 - iv) where they are retained

ARTICLE XII - MISCELLANEOUS

Section 12.01 The Corporation may affiliate/cooperate with or become a Member of any Section, Regional, or National Organization having similar aims and purposes once voted on by the full Membership.

Section 12.02 The Corporation and Membership may sponsor junior organizations or Members of junior organizations having similar aims and purposes as the Corporation.

Section 12.03 Contracts involving Board Members and/or Officers.

A) Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of Dallas Gem and Mineral Society, Inc, members of the Board are permitted to maintain a direct or indirect interest in the company with a contract if approved by the Board.

B) Any Board Member who would directly or indirectly benefit from a contractual relationship as described above will not participate in the decision on whether that Board Member shall be permitted by the Board to maintain such an interest.

Section 12.04 Severability of Clauses - If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Section 12.05 Expulsion or Suspension of Members

A) Members are considered for expulsion or suspension for conduct prejudicial to the general welfare of the Corporation.

B) Any Member may present a Petition for expulsion or suspension to the Board for investigation.

C) The accused Member has the right to appear before the Board.

D) After the Investigation, the Board may report the results of the investigation to the Membership under the following conditions: (note the actual Minutes are still be sealed)

- 1) The Board decides that it is desirable and necessary for the general welfare of the Membership.
- 2) It is requested by the accused Member.
- 3) The reporting may be at a General Meeting or by other means decided by the Board.

E) If the Board decides that the expulsion or suspension of the Member is recommended, the Board takes the following actions:

- 1) Vote on the expulsion or suspension.
- 2) At the Board's discretion or at the request of any Member, a secret ballot may be used for the vote.
- 3) The Board action is approved with a majority of the votes.
- 4) Reports the action to the Members.

F) If the accused person wants to appeal the Board's decision, it will be submitted to the full Membership for a vote.

- 1)The Board determines how the vote is performed.
- 2) Email voting may be used per Section 5.09.

ARTICLE XIII - AMENDMENTS

Section 13.01 Amendments to these Bylaws are approved as follows:

- A) The bylaws cannot be amended a section at a time. The bylaws are submitted for approval as a complete document.
- B) Any member may submit a Bylaws Amendment to the Membership. Using the following steps:
 - i) Proposed revisions are submitted to the Board
 - ii) The Board may include a recommendation when submitting the revisions to the membership for a vote.
 - iii) The Board is required to submit all proposed revisions to the full membership for a vote.
- B) The amended bylaws are submitted to the full Membership for a vote.
- C) Email Ballots may be used per Section 5.09.
- D) If approved, the approval date is included in the Title and Footer of the Bylaws document.
- F) The approved version of the Bylaws supersedes all previous versions and sections of any previous Bylaws.