

# The Villages Gem & Mineral Society

## By-Laws

### 1.0 NAME AND PURPOSE

1.1 The society shall be known as “The Villages Gem & Mineral Society” and herein after shall be referred to as “the society.” The Society was established September 2009 in The Villages, Florida.

1.2 The purpose and objective of the society are to stimulate interest in earth sciences by furtherance of the activities of the members of this society; to disseminate knowledge, methods and procedures for the collection, identification and classification of gems, minerals and fossils; to learn lapidary and jewelry arts such as stone cutting, polishing, and setting; to promote good fellowship, proper ethics and conduct of said members and others in pursuit of these activities.

1.3 As members, we will support and encourage each other to try new procedures and methods. We will not be judgmental since we all have different levels of skills and expectations as to what constitutes a finished item.

### 2.0 MEETING DAYS AND TIME

2.1 The society shall meet in general session on the first Thursday of each month at 6:30 pm, unless that day is a holiday or access to the meeting room is denied under the Facility Permit or general need of the Recreation Center. The Board may suspend the general sessions and schedule a workshop on the first Thursdays of June, July, and/or August.

2.2 With the exception of the first Thursday of each month, the society shall meet every Thursday of the month at 6:00 pm - 9:00 pm to conduct craft sessions (workshops) with existing equipment and resources, unless access is denied as specified in Article 2.1.

2.3 The society shall also meet every Sunday of the month at 9:00 am - noon to conduct craft sessions (workshops) with existing equipment and resources, unless access is denied as specified in Article 2.1.

2.4 Field trips shall be scheduled at such times and places as the Society members may determine.

2.5 The Board meetings of the Society shall be held at the discretion of the Board of Directors. The Board shall hold at least one meeting each calendar year.

### 3.0 MEMBERSHIP

3.1 Membership shall be granted to residents of The Villages, Florida only, as confirmed by presenting a Villages Resident ID card (permanent or temporary) and by payment of dues.

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3.2 Each member is required to present a Villages Resident ID card upon request at any given time during meetings to a Board member.

3.3 Any member who engages in conduct, including repeated offensive language, detrimental to the integrity of the society will be sanctioned by the Board of Directors and may be expelled by majority vote of the attending members at the next regularly scheduled General meeting. If the conduct is flagrant and the period of time before the next General meeting is greater than 3 weeks the elected Board members may vote to withhold access to the equipment until that meeting can be held.

3.4 Persons accused of unbecoming conduct shall be notified 14 days in advance in writing of the motion for suspension or termination giving the reasons for such action by registered mail. The person is entitled to a presentation before the membership and no vote shall be taken until after the presentation. Failure to appear in one's own defense without just cause shall constitute a plea of no contest and the vote shall be taken and recorded. Any person so expelled forfeits all rights and privileges of membership and shall not be entitled to reimbursement for payment of dues. The general membership shall be notified by email of the proposed action 14 days in advance of this meeting. In the case of suspension or termination or of acquittal the member shall be notified by registered mail and the general membership by email.

3.5 All members whose dues are in order shall be entitled to vote on matters submitted to the membership for a vote. Voting by proxy shall not be permitted.

3.6 No Member or officer shall receive compensation for his or her services.

### 4.0 ELECTIONS

4.1 The election of the society's officers shall be held at the November general meeting. If there is more than one candidate for a particular office the voting shall be by secret ballot. If there is only one candidate for an office, that candidate will be elected by proclamation. The position of Elected Officer shall be restricted to year-round residents. Candidates for elected office shall have been member of the Society for 12 or more months preceding the election.

4.2 A nominating committee shall be selected in October with the express duty of finding members who want to run for office. The candidates shall be presented to the membership during the November general meeting.

4.3 Nominations may be made from the floor, providing the nominee gives consent.

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4.4 Officers shall serve for one calendar year and their duties shall begin January 1<sup>st</sup> after their election. December shall be a transition period for outgoing officers to meet with and transfer any office related materials to the incoming officers.

4.5 There shall be a limit of three (3) consecutive terms that a member can serve in the same position. After being out of that particular office for a period of 1 year that person can be re-nominated to serve again in the office for which he or she was ineligible.

4.6 In the event of a vacancy of any elected position on the Board of Directors, the vacancy shall be filled at the next regular general election if that general election date is within three (3) months of the vacancy; or if the regular general election date is more than three (3) months away a special general election shall be conducted to fill the position. Any officer elected at a special general election shall assume the duties of the office immediately and shall serve out the remainder of the term.

4.7 The President shall have previously served on the Board of Directors or as a Committee Chairperson for a period no less than 12 months at any time in the past 3 years.

4.8 The limitations specified in Article 4.5, with respect to currently elected Board Members (those serving January 1 through December 31, 2016) shall not take effect until after December 31, 2020, and no later than January 1, 2021. The limitations specified for all new Board Officers elected after the general meeting in November 2016 shall be effective immediately.

### **5.0 OFFICERS-AT-LARGE**

5.1 Two additional year-round resident society members shall be selected by the President elect in November and submitted to the current elected officers for confirmation by at least two of the currently serving elected Society officers to serve for one year as Officers-At-Large. All existing Officers-at-Large or Members-At Large terms will expire at midnight December 31, 2016.

5.2 Officers-At-Large may be dismissed, without redress, by the President and two elected officers.

5.3 Officers-at-large shall serve for one calendar year and their duties shall begin January 1<sup>st</sup> after their confirmation unless the confirmation is to complete a vacant term, then their duties will begin immediately.

5.4 There shall be a limit of three (3) consecutive terms or partial terms that a member-can serve as an Officer-at-large. After being out that particular position for a period of 1 year that person can be re-nominated to serve again in the position for which he or she was ineligible.

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### 6.0 BOARD OF DIRECTORS

6.1 The Board of Directors shall be comprised of:

- a. Officers elected by the regular members of the Society present at the November Business meeting: President, Vice President, Secretary and Treasurer.
- b. Two Officers-at-large
- c. Past Presidents of the Society who automatically become ex-officio members of the Board of Directors with voting rights on the Board only to be exercised in the event of a tie vote.

6.2 The Officers-At-Large along with the elected board members shall have voting rights on all Society matters brought before the Board.

6.3 A simple majority of the board members present at a Board Meeting, meeting the quorum requirement in Article 10, shall decide any issue before the Board, with the exception of financial matters, where three of the elected officer's approval shall be required.

6.4 A poll by phone, mail, or email of all members of the Board of Directors may be held in lieu of a meeting at the discretion of the President, to act on matters considered by the President to be urgent

6.5 All Board of Directors members, except past president ex-officio members, will be responsible to supervise at least one workshop each month.

### 7.0 DUTIES OF OFFICERS

7.1 The President of the society shall be the presiding officer at the society meetings and shall be responsible for business matters involving the society. The President shall serve ex-officio to all committees concerning the function of the society. He or she may create additional committees or eliminate existing committees as necessary with the approval of the Board of Directors. The President will appoint the chairperson of any such committee and also be a member of that committee. The President will hold voting rights on that committee only in the case of a tie vote and may *in lieu of* voting table the subject item for further deliberation. The President will serve as the alternate Treasurer for access to the Society's bank account and have signed the appropriate fiduciary documents. The President, if warranted, shall appoint a committee (or committees if necessary) to review the Treasurer's records and Secretary's records for completeness and accuracy. This should happen each September and be completed before the November elections. They may occur earlier if deemed necessary.

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7.2 The Vice President shall assume the duties of the President in his/her absence or inability to serve. Should the President resign or in any other manner withdraw from the society, the Vice President shall become the Acting President until such time as the next general election is held. The Vice President will serve as the second alternate Treasurer for access to the Society's bank account and have signed the appropriate fiduciary documents. The Vice President shall also perform other society duties as prescribed by the President.

7.3 The Secretary shall be responsible for the distribution of informative materials relating to the society, or its membership, such as bulletins, newsletters, announcements, memoranda, official letters, press releases, or any similar material not previously assigned. The Secretary shall also be responsible for recording the minutes of each meeting, plus ordering, receiving and distributing any periodical that accompanies membership. The Secretary shall prepare an annual report outlining the activities of the Society for the past year and present this at the November meeting. In addition, the Secretary shall assume any other duties assigned by the President.

7.4 The Treasurer shall be responsible for all monetary matters to which the society is a party. The Treasurer will serve as the Society's primary access to the society's bank account and have signed the appropriate fiduciary documents. The Treasurer shall keep a book of accounts reflecting the income and expenditures of the Society and shall give a monthly report on the status of the society's assets. In addition the Treasurer shall maintain the official roster of all Society members, their addresses, phone numbers, email addresses and other necessary directory information. The Treasurer shall prepare an annual report documenting expenses, equipment, and membership.

7.5 Upon election of a new Treasurer, the outgoing Treasurer shall turn over all records, accounts, etc. to the new Treasurer within two weeks of the end of the calendar year. If any statements are received by the outgoing Treasurer after this time they shall be turned over to the new Treasurer upon receipt. All financial records shall be audited prior to being turned over to the new Treasurer by an appointee of the Board of Directors. The outgoing Treasurer will assist the incoming Treasurer (President and Vice President) with changing the account information at the banking institution. If the Treasurer is discharged by the membership or resigns all financial documents (books, checking account materials and credit card) will be surrendered to the President immediately.

7.6 If both the President and Vice President are unavailable to conduct the monthly general meeting either one of the other two elected Board of Directors may conduct the meeting.

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### 8.0 COMMITTEES

8.1 The President shall appoint all committee chairpersons and committees as prescribed in these By-Laws. He/she shall appoint such committees deemed necessary by the President, or requested by a majority of the members of the Board of Directors.

8.2 A committee member must be a member in good standing. He/she shall have signified his/her willingness to serve or perform all duties as may be outlined in the By-Laws or prescribed by the President.

8.3 Each committee shall be under the direction of the Chairperson and will study subjects or perform duties referred to them by the President or Board of Directors and make recommendations about them to the President.

8.4 Each Chairperson shall consult with his/her committee in determining the majority decisions of his/her committee and shall inform the President of the results of their work.

- a. Each Committee Chairperson shall keep a record of his/her committee's work up-to-date in a clear and thorough manner and, at the end of his/her term, send the record to his/her successor.
- b. The Committee Chairperson may perform other duties as prescribed by the President

8.5 The term of office of all Committee Chairperson and committee members shall run concurrent with that of the President who appointed them. Committee Chairperson and committee members may be re-appointed for any number of consecutive terms by subsequent Presidents.

8.6 Standing committees of the Society shall be: (a) Show, (b) Safety, (c) Maintenance, (d) Training and (e) Sunshine.

8.7 Chairpersons are not members of the Board of Directors unless they are already an elected officer or have been appointed as Officer-At-Large or a past president of the Society. Chairpersons cannot and do not vote on matters before the Board of Directors.

### 9.0 ADMINISTRATION OF THE SOCIETY

9.1 The society's fiscal year is from January 1 thru December 31.

9.2 Only the President, or if unavailable, the Vice President or the Treasurer may authorize expenditures up to \$500.00 for a single item on behalf of the society. Purchases in excess of \$500.00 need the vote of the membership at a general meeting.

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9.3 The authorized check signers for the society are the President, Vice President and Treasurer. Only one signature is required.

9.4 The Board of Directors has the authority for the operation of the society. Unless otherwise stated in the by-laws, their decisions regarding the normal operation of the society do not require general membership approval.

9.5 The Society will use email for notifications to the membership. It is the responsibility of each member to notify the Society's Treasurer of their correct email address. Messages sent to the last known email address is considered as proper notification to the member, even if not received by the member. If a member states that they do not have email access notifications will be through the U.S. Postal system.

### 10.0 QUORUMS

10.1 For Board of Directors meetings a quorum shall consist of at least four (4) members of the Board of Directors and shall include at least three (3) of the four being the elected officers.

10.2 A quorum for a general membership session is at least four (4) members of the Board of Directors and shall include at least three (3) of the four being the elected officers and at least 10% (ten percent) of the total paid members who are not on the Board of Directors.

10.3 A quorum is required for the purpose of voting in any changes to the society by-laws, changes to Society procedures, or other executive actions.

### 11.0 DUES AND FEES

11.1 Annual dues shall be paid no later than January 31<sup>st</sup> each year. Any member that has not renewed their membership before February 1<sup>st</sup> shall be considered inactive and may not use Society equipment until they pay their annual dues. A list of inactive members will be posted at the sign-in table along with a notice of their inability to use the equipment or participate in a craft session.

11.2 Annual dues are as follows:

\$15.00 for the first family member or member of a household

\$5.00 for the second family member or member of a household

11.3 For the first year when an individual or couple joins the society their dues shall be as follows, based on the date they join the society

- a. Joining date in January through the end of September: \$15.00 for the first family member or member of a household and \$5.00 for the second family member or member of a household.

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- b. Persons who join beginning October 1 through the end of the calendar year will be charged full annual dues (\$15.00 and \$5.00) which will cover their membership for the remainder of the current year through to the end of the next calendar year.

11.5 Dues are based on the society's calendar year. No additional discounts shall be granted to seasonal residents.

11.6 Payment of dues shall constitute acceptance of the by-laws of the society. The by-laws shall be binding upon all members of the society.

11.7 Every individual attending a workshop will pay a \$1.00 workshop fee. This fee is to help pay for the society's general workshop supplies (such as grinding wheels, blades and oil) and the maintenance and purchase of equipment.

### 12.0 LIABILITIES

12.1 The society, the Board of Directors and the members of the society shall assume no responsibility for injury, illness or embarrassment incurred by members in association with the society's functions.

12.2 All members are required to conduct themselves in a manner that preserves their safety and health and the safety and health of others. Failure to do so may constitute grounds for dismissal from the society.

### 12.0 EQUIPMENT

13.1 The Society's equipment will be stored at the Sea Breeze Recreation Center. It may not be taken home for personal use by a member. However with a society officer's permission, Society's equipment may be taken home for maintenance and repairs.

13.2 The Society will not cut or polish a stone for a non-member. If an individual wants a stone to be worked on they must first become a member.

13.3 Only a member of The Villages Gem and Mineral Society may operate the Societies equipment.

13.4 Society Officers, equipment trainers, and workshop supervisors may deny the use of society's equipment to any member that does not follow the Society's equipment procedures, safety rules and guidelines and/or misuses the equipment.



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### 14.0 RESERVE POWERS

14.1 The Board of Directors shall have the power to impose new regulations not previously covered by the by-laws or to amend existing by-laws as they deem necessary and proper.

14.2 All such items shall be subject to validation by the membership at a regular monthly general meeting.

### 15.0 DISSOLUTION OF THE SOCIETY

15.1 The society is expected to exist perpetually. However, in the event of a necessary dissolution of the society, an attempt shall be made to sell any assets at a reasonable price approved by the Board of Directors, with any resulting funds to be donated to a charity that qualifies within the meaning of Section 501 (c) (3) of the Internal Revenue Code as selected by the Board of Directors. Any of the assets not sold are to be donated to one or more of The Villages organizations and/or institutes or another gem and mineral society in the region.

15.2 Any current paid member of the society who wishes to purchase any of the equipment owned by the society shall have priority over all other buyers and before offering the equipment to any other entity.

### 16.0 CHANGE OF BYLAWS

16.1 These bylaws may be amended at any business or special meeting of the Society by a two-thirds majority vote of regular members present providing the quorum requirements in Article 9.2 are met and after the preliminary steps outlined in Article 15.2 have been taken.

16.2 No amendment shall be acted upon unless the proposed amendment has been read at a previous meeting and copies have been sent to all members at least seven days prior to the meeting at which the amendment is to be acted upon.

16.3 The effective date of any change to the By-Laws shall be the date of the general meeting approving the change unless otherwise specified in the amendment for its entirety or one or more specified Article exceptions.

16.4 A copy of these By-Laws shall be issued to all voting members and posted on the Society website.