

THE AUSTIN GEM AND MINERAL SOCIETY
6719 BURNET LANE
AUSTIN, TEXAS 78757

BYLAWS
as of January 10, 2017

ARTICLE I

Name, Purposes, and Offices

Section 1. Name. The name of the corporation is The Austin Gem and Mineral Society, hereinafter called the Corporation.

Section 2. Purpose. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The objectives of the Corporation shall include, but not be limited to: field trips; meetings; lectures; educational exhibits; displays; an annual show; and participation in worthy projects sponsored locally, regionally, or nationally.

Section 3. Offices. The Corporation shall have a registered office, and may have other offices at such places as the Board of Directors, herein after referred to as the Board, may from time to time determine or as the activities of the Corporation may require.

ARTICLE II

Membership and Meetings of Members

Section 1. Adult Members.

Adult Members shall:

- A. pay dues required for their category of membership, which shall include South Central Federation and American Federation dues;
- B. meet any other requirements determined by the Board;
- C. be entitled to vote at all regular and special meetings of the Corporation;
- D. be considered "tenured" members after two years of continuous membership.
 - 1) Only tenured members are eligible to be elected or appointed as Officers or Show Committee Treasurer.

Section 2. Other Classes of Members. The Board may establish such other classes of membership as it from time to time deems appropriate. Junior members have all privileges and responsibilities of membership except that they may not vote.

Section 3. Benefits, Dues and Policies. The Board may establish, and from time to time amend, membership qualifications, application requirements, benefits, dues, and policies for each class of membership established by the Board.

Section 4. Good Standing Defined. As used in these Bylaws, or in Board policies, "member in good standing" means a person or an organization that has paid the required dues for the member's category of membership, and has complied with the other requirements of membership as determined by the Board.

Section 5. Returning Corporation Property. Any members who serve as chairs or members of committees or who

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do business on behalf of the Corporation, upon completion of their services or their resignation (either voluntarily or by default), shall immediately return to the Corporation all physical property and intellectual property belonging to the Corporation. Persons who do not comply with this requirement shall lose “member in good standing” status until compliance is completed, and they may be subject to other action as determined by the Board.

Section 6. Suspension, Termination, and Appeal. The Board may suspend or terminate the membership and accompanying benefits of a member whose actions are deemed detrimental to the Corporation. The Board shall:

- A. include the proposed action in the regular notice of the Board meeting;
- B. notify the member of the proposed action by registered mail at the member’s last known address;
- C. include in the notice the time and place of the meeting and any other appropriate information;
- D. notify the member in writing by registered mail of the member’s suspension or termination of membership;
- E. consider any appeal at the next regular Board meeting.

The member whose membership is at issue:

- A. may appear at the meeting and present a response;
- B. may not have others make presentations;
- C. shall be subject to time limitations determined by the Board;
- D. may appeal the suspension or termination of his or her membership by filing a written appeal by registered mail with the Secretary within fifteen (15) days of the date the Board mailed the notice of suspension or termination.

After any appeal or the expiration of the time to appeal, the decision of the Board is final. If the suspension or termination is upheld, the member shall receive a refund of the current year’s dues.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board.

Section 8. Meetings. Unless otherwise approved by the Board and the membership, general meetings of the Corporation shall be held monthly at a time and place designated by the Board. At those meetings, the voting members of the Corporation shall transact all business that may come before the membership. The Board may call additional meetings when deemed necessary for the operation of the Corporation. Officers and Directors shall be elected at the October or November meeting and installed at the December meeting.

Section 9. Voting and Proxy. Members shall be present in person to vote. Proxy voting shall not be allowed.

Section 10. Quorum. Ten percent (10%) of all voting members in good standing shall constitute a quorum at any general meeting of the Corporation.

ARTICLE III Board of Directors

Section 1. Board of Directors Defined. For purposes of this document, “Board of Directors” (hereinafter referred to as “Board”) refers to the five Officers and six non-Officer Directors more fully described below, as a single unit.

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Section 2. General Powers of the Board.

A. The activities, property, monies, and affairs of the Corporation shall be managed by the Board which may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws with the following exceptions:

1. No one may bid on behalf of the Corporation to host a Regional or American Federation show without prior notice being given to and a vote of approval obtained from a majority of the members present at a regular general meeting of the Corporation.
2. No one may purchase or sell any real property without a vote of approval from a majority of the members present at a regular general meeting.

B. In addition to the powers and duties above, the Board shall:

1. represent the membership at all Board meetings;
2. at its discretion, handle business matters directly, or make a recommendation to be presented for approval to the membership;
3. draft an operating budget and a capital budget for the upcoming year to be presented to the membership for approval. Amendments to an existing budget shall be approved by the Board and reported to the membership;
4. be responsible for all property of the Corporation, and ensure that all assets are held in the name of the Corporation. As specified above, the authority to purchase or sell real property shall require the recommendation of the Board and approval by the membership;
5. establish written policies concerning the rental or loan of the facilities, property, or equipment of the Corporation, and the disposal of surplus property;
6. direct the investment of all funds outside of the operating account; and,
7. draft resolutions specifying the names of the Officers that shall have signature authority on accounts of the Corporation; ensure that all accounts list at least two of these signatories; and ensure that at least two signatures are required for the transfer of funds out of the investment account;
8. perform such other duties, and have such other powers as adopted by the Board.

Section 3. Members of the Board.

A. Officers and Non-Officer Directors.

1. Officers.

The elected officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.

No person shall hold more than one of the offices designated in this Section at the same time unless the Board shall first declare an emergency, and designate an Officer to perform the duties created by the vacancy of another Officer. At no time shall the President and the Secretary be the same person, nor shall the office of Secretary and Treasurer be held by the same person.

2. Non-Officer Directors.

The Board shall also include six (6) non-Officer Directors, (hereinafter referred to as Directors).

3. Appointive Agents.

The Board may from time to time appoint such other agents as it deems necessary, who shall have powers and duties as set forth by the Board.

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B. Qualifications of Board Members.

All Board members shall be voting members in good standing, and no more than one person from the same household shall serve on the Board at the same time. All Board Members will affirm their respective abilities to perform the duties of their position. No person shall be elected or appointed to the position of Director (Board Member) who has not been an adult member for at least one year.

Section 4. Terms of Office of Board Members.

A. Officers.

Each elected Officer shall hold office for a term of one (1) year. An Officer may be reelected, but no Officer may serve more than four (4) consecutive years in the same office.

B. Directors.

The term of office for Directors shall be two (2) years with terms staggered so that three (3) Directors are elected each year. A Director may be reelected, but no Director may serve more than four (4) consecutive years in the same office.

Section 5. Vacancies.

If the office of President should become vacant for any reason, the First Vice-President shall fill that office. If the offices of President and First Vice-President become vacant for any reason, the Second Vice-President shall fill the office of President. Vacancies in any other elected positions shall be filled by an affirmative vote of a majority of the remaining Board members, even if less than a quorum, at any regular or special meeting of the Board, provided that the notice of such meeting shall state that the filling of vacancies is to be considered. Any member appointed to fill a vacancy shall hold that office until the end of the term of the vacancy to which he or she was appointed.

Section 6. Removal and Resignation.

A. Removal. Any Officer or Director may be removed, either with or without cause, when in the judgment of the Board such removal shall be deemed in the best interest of the Corporation, at any regular or special meeting of the Board by an affirmative vote of a majority of Board members, provided that the notice of the meeting shall state that removal of Officers or Directors is to be considered.

B. Resignation. An Officer or Director may resign at any time by personally giving written notice or by sending written notice by certified mail to the President. The resignation shall take effect at the time specified, but in no case before such notice is received.

C. Automatic Removal. The inability or failure to perform the duties of the position shall result in automatic removal from the board. The Board member will be afforded the opportunity to dispute the charge, and the Board shall hold a vote to decide if the disqualified Board Member is to be restored to the Board.

Section 7. Board Meetings.

A. Regular and Special Meetings of the Board shall be held at such places and at such times as may from time to time be determined by the Board and communicated to all Board members, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President or by the written request of fifty percent (50%) of the Board members in office.

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B. At all meetings of the Board, the presence of a majority of the number of Board members in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any time a Board member suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. Notice of the new date and time shall be sent electronically or by phone to all Board members.

Section 8. Notice of Board Meetings.

Notice of any regular Board meeting shall be given at least seven (7) days prior to the date of the meeting. Notice of any special meeting shall be given at least seven (7) days prior to the date of the meeting unless the President declares an emergency, in which case notice shall be given at least twenty-four (24) hours prior to the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting. The official agenda shall be published at least 24 hours in advance of any Board meeting.

Section 9. Waiver of Notice of Meetings of Board.

Whenever any notice is required to be given to any Board member or other person under the provisions of these Bylaws, waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10. Actions of the Board.

The act of a majority of the Board members present in person at any meeting where a quorum is present shall constitute an act of the Board, unless a different number of Board members is specifically required by these Bylaws.

Section 11. Voting and Proxy.

Members shall be present in person to vote. Proxy voting shall not be allowed. The President may request a vote via electronic means for emergency action requiring a majority vote of the Board. Any electronic vote needs to be reported at the next Board meeting for addition to the minutes.

Section 12. Consent by Board.

Any action permitted or required to be taken at any meeting of the Board may be taken without a meeting if consented to by a majority of Board members, provided that at least 24 hours notice is given to all Board members before the action is voted on. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 13. Attendance at Board Meetings.

If any Board member fails to attend, without good cause, any three regular meetings within one (1) year, then the Board member (Officer or Director) shall be deemed to have submitted his or her resignation from the Board.

Section 14. Compensation to Board.

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No Board member shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any Board member from receiving reimbursement for actual expenses incurred on behalf of the Corporation, provided that the expense was authorized by the Board. Nothing contained in this section shall prohibit any Board member from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE IV
Duties of Officers

Section 1. All powers and duties of the officers shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 2. President.

The President shall:

- A. generally supervise the affairs of the Corporation;
- B. preside at all meetings of the Board and all general meetings of the members;
- C. have general authority to execute bonds, deeds and contracts in the name of the Corporation;
- D. sign all official documents on behalf of the Corporation;
- E. appoint, re-appoint, or replace all standing or special committee chairpersons and the Show Committee Treasurer unless otherwise designated by these Bylaws or the Operating Procedures;
- F. appoint such other agents as are necessary for the operation of the Corporation;
- G. ensure that regular and scheduled financial activities are performed according to Standard Operating Procedures of the Audit Committee and procedures applicable to the Corporation;
- H. and, in general exercise all powers usually pertaining to the president or chairperson of a corporation.

Section 3. First Vice President.

The First Vice-President shall:

- A. preside at meetings in the absence of the President;
- B. keep on file a complete inventory of all non-consumable property and equipment belonging to the Corporation;
- C. handle inventory, property, or equipment issues; and
- D. discharge such other duties as are from time to time delegated by the Board.

Section 4. Second Vice President.

The Second Vice-President shall:

- A. preside at meetings in the absence of the President and the First Vice-President;
- B. provide programs for all regular general meetings.; and
- C. discharge such other duties as are from time to time delegated by the Board.

Section 5. Secretary.

The Secretary shall:

- A. record the minutes for all meetings of the Corporation and the Board;

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- B. attend to business correspondence and related matters;
- C. be custodian of current papers and records of the Corporation;
- D. keep a complete, accurate, and up-to-date file of the minutes of the Corporation and provide a synopsis of the minutes to the Editor of the newsletter in a timely fashion;
- E. send the names and addresses of all new officers to the designee of the South Central Federation of Mineral Societies on an annual basis;
- F. maintain the official copies, and all updated copies, of the Articles of Incorporation, Bylaws, and policies and procedures of the Corporation; and
- G. make all records available upon request as required by law.

Section 6. Treasurer.

The Treasurer shall:

- A. be the chief financial and accounting officer of the Corporation;
- B. have active control of, and be responsible for, all accounts and finances of the Corporation, except that the Show Committee treasurer shall have full authority over all funds of the Show Committee, but shall submit the financial records of the Show Committee to the Treasurer for inclusion in the Corporation's tax return and for audit by the Audit Committee;
- C. supervise all vouchers and requests for payment by the Corporation including records pertaining thereto;
- D. prepare or cause to be prepared accurate and understandable:
 - 1) monthly financial reports of the finances of the Corporation, to be published to the membership;
 - 2) annual financial reports for use by the tax preparer for IRS filings, and submit these at the February Board meeting following the close of the fiscal year;
 - 3) Texas form 802 every fourth year according to the Significant Dates Schedule;
 - 4) Texas Sales Tax Exemption Renewal every tenth year according to the Significant Dates Schedule
- E. prepare or cause to be prepared financial statements and related documents;
- F. have supervision of the books and accounts of the Corporation;
- G. make the financial records of the corporation available for inspection by any Board Member at each regular and/or special Board Meeting, on a quarterly basis;
- H. recommend depositories and financial institutions to the Board of Directors;
- I. have care and custody of all monies, funds and securities of the Corporation;
- J. ensure that all funds are deposited in such depositories as are selected by the Board;
- K. be responsible for the collection of all accounts payable to the Corporation;
- L. keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation;
- M. have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation;
- N. give or cause to be given proper receipts for all payments to the Corporation;
- O. compile and maintain a record, list or directory of all members of the Corporation, and supply lists to the President, the newsletter editor, the Secretary, and other members as necessary;
- P. and, in general, exercise all powers usually pertaining to the treasurer of a corporation.

Section 7. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and policies and procedures adopted by the Board, or as otherwise determined from time to time by the Board.

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ARTICLE V

Committees of the Board

Section 1. Nominating Committee.

A. Members of the Nominating Committee.

The Nominating Committee shall consist of four tenured voting members chosen by the Board, and no member of the Nominating Committee shall be a current officer of the Society. Members of this Committee shall be introduced at the August general meeting so they may have time to receive recommendations from club members.

B. Duties of the Nominating Committee.

The Nominating Committee shall be responsible for identifying and recommending members who are willing to serve as officers and directors for the upcoming year. At the October or November general meeting this Committee shall present a slate of nominees for the officers and directors. All tenured voting members in good standing shall be eligible for nomination and election to any office or Board position.

Section 2. Other Committees. The President or the Board may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board and shall perform such tasks and activities as may from time to time be determined by the Board. All committees of the Corporation that receive and disburse funds shall keep accurate and true minutes, copies of which shall be filed with the Secretary of the Corporation, and shall keep accurate financial records, copies of which shall be filed with the Treasurer of the Corporation, as directed by the Secretary or the Board. All committees of the Corporation shall give adequate notice of meetings as determined by the committee.

ARTICLE VI

Indemnification of Board Members

Section 1. Indemnification. The Corporation shall indemnify a Board member of the Corporation against reasonable expenses incurred by the Board member in connection with any proceeding in which the Board member is named as a defendant or respondent because he or she is, or was, a Board member of the Corporation, subject to the limitations in the Articles of Incorporation and these Bylaws.

Section 2. Conditions. The Corporation shall have no obligation to indemnify a Board member if he or she is found liable for: a) a breach of the Board member's duty of loyalty to the Corporation; b) an act or omission not in good faith that constitutes a breach of any duty of the Board member to the Corporation; c) an act or omission that involves intentional misconduct, or an intentional violation of the law; d) a transaction from which the Board member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Board member's office; or, e) an act or omission for which the liability of a Board member is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any Board member for whom indemnification is provided.

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ARTICLE VII

Miscellaneous Provisions

Section 1. Prohibited Distributions. No part of the assets of the Corporation shall inure to the benefit of any private shareholder or individual.

Section 2. Loans. No monetary loans shall be made by the Corporation to any member for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed, and may be changed from time to time, by resolution of the Board.

Section 4. Parliamentary Authority. The most recent edition of Roberts Rules of Order - Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with the law, the Articles of Incorporation or these Bylaws.

ARTICLE VIII

Dissolution

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by a majority of the Board members in office, even though less than a quorum, or by a sole remaining Board member. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining Board members in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. No benefits. No part of the cash or assets of the Corporation shall inure to the benefit of any current or former Board member, any current or former employee, or any current or former member.

ARTICLE IX

Amendments to Bylaws

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any meeting of the Corporation by an affirmative vote of a majority of the voting members present, provided that the notice of the meeting shall state that amendments to the Bylaws are to be considered and shall include a copy of the proposed amendments, and provided further that the proposed amendments shall first be approved by the Board and read or distributed at a regular meeting, and may not be voted on until the next meeting.

These Bylaws were approved by a majority of members with voting rights in respect thereof who were present and voting at a meeting held on the 23rd day of May, 2013.

/s/ Joyce Hrapsky, 2013 Secretary of the Corporation

Ron Carman, 2015 AGMS Secretary

Pauline Denson, 2017 AGMS Secretary