

BYLAWS OF THE HOUSTON GEM AND MINERAL SOCIETY

ARTICLE I: MEMBERSHIP

Section 1 – New Members

Each applicant for first-time membership must fill out and sign the application form furnished by the Society or complete the online membership form at www.hgms.org. All applications need to be submitted to either the Treasurer or the Chair of the Membership Committee, accompanied by dues for the current year as specified in ARTICLE I, Section 3. A parent or guardian must sign applications for Junior membership.

Section 2 – Membership Designations

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

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

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

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

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

Section 3 - Dues

Renewal dues for membership are due on January 1 of each year. New members joining after June 30 and before October 1 will pay half the annual dues for that calendar year. New members joining after September 30 will pay full dues and be considered paid up through December 31 of the following year.

Members who have not paid their dues by the March General Meeting are considered delinquent. Their names will be marked as inactive on the membership list until they are reinstated by payment of full dues for the current year. If dues are not paid by May 1, inactive members will be deleted from the membership list and from HGMS communications including the newsletter. Inactive members will not be included in the Annual Club Roster and may not use the Shop facilities.

The office of any Officer or Director who is delinquent in payment of membership dues will be considered vacant and subject to replacement under ARTICLE II, Section 3.

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

Section 4 – Member Actions

Members are expected to act as described in Article IX: MEMBER CONDUCT of these Bylaws.

ARTICLE II: OFFICERS

Section 1 – Definition of Officers

The Officers consist of President, First Vice-President, Second Vice-President, Secretary, and Treasurer, whose terms of office are for one year. There is no limit to the number of consecutive terms an Officer may hold. All Senior Members in good standing who have been members for a minimum of three years (unless the Board approves an exception for less time) are eligible for nomination and election to any office. The term "in good standing" refers to any member whose club dues are not in arrears and who has no suspension action current or pending against him or her as stated in Article IX of these Bylaws.

Section 2 - Vacancies

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

ARTICLE III: DUTIES OF OFFICERS

Section 1 - President

The President presides over all General Meetings and is the Chair of the Board. The President is responsible for the annual budget and for submitting it to the Board for approval in the February Board meeting. The President has the power to appoint Chairs of Committees not otherwise provided for in these Bylaws. The President also has the power to set up special committees as needed. The President ensures all rules and laws of the Society are upheld, signs documents and papers that require the President's signature, and performs other duties as the rules and usages of the Society require, including the installation of new Officers.

Section 2 – First Vice-President

The First Vice-President is a member of the Board and assists the President in the discharge of presidential duties. In the event of the absence, disability, death, or resignation of the President, the First Vice-President automatically advances to the office of President.

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

Section 3 – Second Vice-President

The Second Vice-President is a member of the Board and acts as Chair of the Membership Committee, having the authority to appoint members to that Committee. The Second Vice-President keeps and compiles information on membership applications and will forward new member emails and updates to existing member emails to the Publicity Committee to maintain an accurate list for the weekly eBlast newsletter. The Second Vice-President keeps an accurate and complete roster of the members and will publish and mail a new roster once each year by May 31 to all members.

Section 4 - Secretary

The Secretary is a member of the Board. The Secretary performs the following duties:

Board Meetings

- Ensures an agenda has been prepared and is distributed in advance of Board meetings
- Ensures the distribution of background information for agenda items to be discussed
- Prepares the official minutes of the Board meetings to include discussion summaries, and recording of motions, votes, and decisions
- Provides written minutes of each monthly Board Meeting to Board Members for review and approval. Submits final minutes to the BBG Newsletter Editor prior to the date of the next General Meeting

General Meetings

- Ensures an agenda has been prepared for the President or facilitator's use during the meeting
- Prepares the official minutes of the General Meetings, obtains approval from the President and others as needed, and submits final minutes by the last day of each month to the BBG Editor

Other Duties

- Assures that documents (such as Bylaws and Articles of Incorporation) are accessible to Society members
- Works with the Society President, Treasurer, and accounting and legal professionals, to ensure all Federal and State mandated reporting requirements are met in a timely manner
- Keeps a list of Action Items to remind Board members of their commitments and deadlines

Section 5 - Treasurer

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

The Treasurer is responsible for coordinating with the Society's accounting professional and all Section Treasurers to gather and provide accurate information for preparation of the annual IRS Form 990 and Texas State Comptroller Sales Tax report.

The Treasurer will make available the Society's prior year's annual financial statement and IRS Form 990 filing to any member who requests such reports in writing.

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

ARTICLE IV: BOARD OF DIRECTORS

Section 1 – Board Members

The Board of Directors, hereinafter called "Board," is the legal representative of the Society and consists of five officers and one Director (Section Board Representative) from each active recognized Section, except Youth Section.

The recognized Sections electing Section Board Representatives are Archaeology, Beading, Day Light, Gemstones and Faceting, Lapidary and Silversmithing, Mineral, and Paleontology.

The term for elected Section Board Representatives shall be one year. There shall be no limit to the number of terms a Director may serve, but no Section will elect a Director who has not been a member of HGMS for at least one year.

The position of Immediate Past President is defined as the outgoing President in the most recent past year. Should the incoming President serve more than one year, there will be no Immediate Past President the second year and forward. The Immediate Past President will serve as an Advisor to the Board and attend Board meetings at their discretion or at the request of the current Officers. The Immediate Past President may not make motions, vote, or be counted toward the voting quorum.

Section 2 - Meetings

The Board chooses the time, place, and format (in person or virtual) to meet. A Quorum is defined as one-half the number of voting Board Members rounded up to the nearest odd number to avoid tied votes. Meetings may be held at the call of the President or at the request of any Board member.

All business coming before the Board will be decided by a majority vote of the Board members present if there is a quorum. Only the Board members have the right to vote at a Board meeting. Proxy voting will not be allowed. Special Meetings and voting via email will be allowed when pressing business decisions are required outside of normally scheduled Board Meetings. Special email meetings and votes will be subject to the same quorum and voting rules as regular Board Meetings.

The order of business for a Board of Directors Meeting of the Society is as follows:

1. Call to order
2. Approval of the minutes of the previous meeting
3. Review of Treasurer's Report
4. Announcements and reports of other Officers, Committee Chairs, or Section Board Representatives as required
5. Unfinished (Old) Business
6. New Business
7. Adjournment

This order of business may be modified as needed.

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

Section 3 - Limitations

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

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

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

ARTICLE V: COMMITTEES

Section 1 – Standing Committees

The President appoints Chairs of all Standing Committees except the Show Committee. The President also appoints Special Committees as needed and designates their duties.

The Standing Committees are:

1. Clubhouse Committee
2. Donations& Sales/Auction Committee (“DSAC”)
3. Education Committee
4. History Committee
5. Library Committee
6. Membership Committee
7. Newsletter Committee
8. Nominating Committee
9. Program Committee
10. Publicity Committee
11. Scholarship Committee
12. School Collections Committee
13. Show Committee
14. Volunteer Committee
15. Website Committee

Section 2 - Duties

The duties of the Standing Committees are:

1. The Clubhouse Committee manages and maintains all areas of the Society clubhouse including the shops and shop equipment.
2. The Donations & Sales/Auction Committee ("DSAC") manages the intake of all non-monetary donations to HGMS and arranges for the sale, auction, or disposal of all materials.
3. The Education Committee manages:
 - (a) setting up new classes, including identification of instructors
 - (b) negotiating class fees and schedules with instructors, including deposit amounts if these are necessary to reserve a spot in the class,
 - (d) advertising classes,
 - (e) recruiting students,
 - (f) verifying registrations for classes,
 - (g) authorizing payment for instructors,
 - (h) collecting any class fee payments made outside PayPal
4. The History Committee compiles and records the history of the Club.
5. The Library Committee has custody of all books and journals belonging to the Society and manages checking them out to members and ensuring that they are returned.
6. The Membership Committee is Chaired by the Second Vice-President. The Committee handles all applications for membership as provided in Article I, Section 1 of these Bylaws. The Membership Committee shall be the official greeter of the Society, welcoming new members and orienting them by introducing them to other members who have similar interests.
7. The Newsletter Committee manages gathering content, editing, and publishing the Society's monthly newsletter (Backbender's Gazette "BBG.") The Committee will make the Newsletter available to the Website Committee, Society members, and other Federation societies who desire a copy.
8. The Nominating Committee each year selects a list of candidates for Society Officers and presents their nominees to the Board for approval before the October General Meeting.

The Nominating Committee consists of 3-5 senior members selected by the Board of Directors. Each member must represent a different Section of the club. Members of this Committee will be introduced at the September General Meeting so they may have time to receive recommendations from club members. At the October General Meeting, the Committee presents a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

If either the Show Chairman position or Assistant Show Chairman position is empty, the Nominating Committee will include those positions in their search.

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

All nominees must express their willingness to accept the office, if elected, and to devote such time as necessary to properly conduct the affairs of the Society. The foregoing provisions do not bar the election of a write-in candidate for an office, provided he or she signifies willingness to accept the office if elected.

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

9. The Program Committee has the First Vice-President as its Chair and arranges the program for Society General Meetings, secures appropriate speakers, and ensures that presentation equipment is available as requested by the speaker.
10. The Publicity Committee publicizes HGMS to the public to increase membership and club participation. This committee will coordinate with HGMS Education and Show Committees to maximize exposure to the activities of these groups. The Committee ensures the weekly E-Blast newsletter is sent in a timely manner. The Committee will assist to send out special communications to members and the Show Publicity List from time to time as requested for special events and notifications.

The Committee will manage social media accounts on behalf of the Society. All social media accounts will be set up and maintained using the generic Publicity@hgms.org email where possible.

11. The Scholarship Committee manages all Society Scholarships not established and maintained by an individual Society Section:
 - a. Setting and publishing Scholarship eligibility requirements and acceptance criteria
 - b. Communicating and marketing Scholarship availability to selected Schools and Universities, organizations, or individuals
 - c. Reviewing all applications received
 - d. Choosing each years' recipient(s)
 - e. Presenting an annual scholarship budget request to be approved by the Board as part of the overall Society budget in February

Individual Specialized Sections may choose to award a Section sponsored scholarship, funded through the Section Treasury, separate from Society Scholarships.

12. The School Collections Committee sources materials and supplies for School Rock Kits. The Committee assembles new kits as needed and distributes them on request. The School Collections Committee will submit a budget request as needed.

13. The Show Committee operates within an annual period called the “Show Year.” The Show Year starts at the beginning of the month following the annual show and ends at the end of the month in which the next annual show is held. Show Committee members serve for a period defined by the Show Year. Each “show year” the existing Show Chair and Assistant Show Chair must be reconfirmed by the majority vote of the Board, should they wish to continue to serve in the same capacity. There shall be no limit to the number of terms they may serve.

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

Each year the Show Committee will arrange, publicize, and present the Houston Gem and Mineral Show. This Committee is responsible for securing an exhibit hall, printing and selling tickets, soliciting exhibits, arranging for dealers, securing judges, presenting awards, publicizing the show via all available news media, and any other tasks necessary for a successful presentation of the Show. The Show Committee’s annual budget must be approved each year. The Show Chair must submit the final Show Budget to the President by January 31 for inclusion in the annual budget approval in February. The Show Chair or Assistant Show Chair may come before the Board to request approval of modifications to the approved Show budget at any time during the Show Year or calendar year.

14. The Volunteer Committee recruits volunteers for HGMS events throughout the year. The Committee will be the contact for all Society event volunteer needs and will produce schedules of shifts and hours as needed. The Committee will plan and host a Volunteer Appreciation party in November after the Annual Show for all volunteers who have assisted at events throughout the year or have worked for the management of the Society.

15. The Website Committee manages and maintains the Society Website (hgms.org) including all site structure, functionality, and content. The Committee will receive an electronic copy of the monthly BBG Newsletter from the Newsletter Committee and ensure timely posting on the website of both current and archived issues.

ARTICLE VI: - SECTIONS (SPECIAL INTEREST GROUPS)

Section 1 - Definition

The Sections of the Society are Archaeology, Beading, Day Light, Gemstones and Faceting, Lapidary and Silversmithing, Mineral, Paleontology, and Youth. The Sections may operate independently provided they do so in accordance with these Bylaws.

All financial reporting is completed by the Board Treasurer for the Society as a whole including the annual IRS Form 990 and Texas State Comptroller Sales Tax return. Section Treasurers, or Chairs in the absence of a Section Treasurer, must provide Section financial details to the Club Treasurer in a timely manner when requested. Sections must collect Texas Sales Tax on any items sold either at the Club or online and may not opt-out of this requirement. Items sold at the Annual Show are exempt from sales tax collection.

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

Section 2 – New Section Formation

New Special Interest Groups may request recognition by following these provisions:

- The new Section must be substantially different in the area of interest and activities from currently existing Sections
- The new Special Interest Group must demonstrate average attendance at its meetings of at least 10 members per meeting over one year.
- The Board request must include:
 - Designation of a Chairperson
 - Designation of a proposed meeting day and time
 - A clear description of proposed Section activities and Section Name
 - Evidence of past group meeting attendance (such as sign-in sheets)
 - Designation of a Section Treasurer if a Section bank account will be maintained

Section 3 – Dissolve a Section

If an existing Section becomes dormant due to loss of Section leadership or lack of member participation, the Board will hold the Section in dormant status for at least one year. After one year, the Section may be dissolved at the Board's discretion.

ARTICLE VII: GENERAL MEETINGS

Section 1 - Occurrence

Unless otherwise approved by the Board and General Membership, all General Meetings of the Society will be held the fourth Tuesday of each month except in December. General Meetings may be held at the Clubhouse or another physical location or virtually as designated by the Board. The annual holiday gathering will take the place of the December General Meeting and will be held at a time and place designated by the Board.

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

Section 2 - Rules

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

Rules of order not specifically provided in these Bylaws for the General Meeting will be those in the current edition of Robert's Rules of Order.

Section 3 – Order of Business

The order of business for a General Meeting of the Society is:

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

This order of business may be modified as needed.

ARTICLE VIII: HGMS FIELD TRIPS

Section 1 - Participants

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

Section 2 – HGMS Field Trip Code of Ethics

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

WE PLEDGE OURSELVES TO ABIDE BY THE FOLLOWING RULES:

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

ARTICLE IX: MEMBER CONDUCT

Section 1 - Representation of HGMS

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

Members will follow the Bylaws and maintain Respectful Conduct as defined in Article IX Section 2 while on Society property, while attending Society shows or events (including field trips), or while representing the Society (including representing oneself as a member of the Society) in public.

Section 2 - Conduct Guidelines

Respectful Conduct is defined as, but not limited to, the behaviors and actions outlined as follows:

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

Section 3 – Violations and Reporting

Violations(s) of the terms and conditions for respectful conduct and for use of the Society facilities and grounds include but are not limited to:

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

The Clubhouse Chairman or the Shop Supervisor on duty has sole discretion on how to handle an observed violation including asking the offending member(s) to leave the premises.

The Clubhouse Chairman or designee will report incidents to the Board and recommend Shop usage consequences, if applicable. Further corrective action concerning membership in the Society is reserved for the Board.

Charges made by a fellow member must be presented in a written petition or personal address to the Board. A personal appearance before the Board will require a separate closed-door meeting with only Board members present. However, if the member under review is a Board member, he or she shall not be present during the personal appearance but will be allowed to speak in a separate session. The Board may ask for corroboration by a third party if video evidence is unavailable or insufficient.

Section 4 - Board Review of Charge(s)

The HGMS President (or designee) will contact the accused member about the conduct concern. Based on this discussion and the conduct violation, the President will decide if further Board review is needed. If a formal Board review is needed, the accused member will be notified of further action and proposed Board meeting date. The member has the option of appearing in person or by proxy before the Board to explain their position on the issue. The member's appearance before the Board will require a separate closed-door meeting with only Board members present.

Section 5 Board Corrective Action

The Board may take corrective action for violations of conduct ranging from

1. A **Letter of Concern** (Warning Letter),
 - a. A **Letter of Concern** (Warning Letter) will be issued by the Board in response to minor conduct violation(s) as determined by a majority vote of at least a quorum of the Board in attendance.
 - b. If a member receives three or more Letters of Concern for conduct issues, the Board may initiate additional corrective action.
2. A **temporary suspension** of member rights and privileges,
 - a. A **suspension of the rights and privileges of Society Membership** may be applied by the Board in response to the conduct violation(s). The Board will agree on the degree of restrictions, and these will be based upon all information received concerning the actions of the member. The application of restrictions requires the approval of at least 75% of all Board Members.

3. The **termination of a member** will be warranted only by extreme actions or violations of Bylaws as determined by the Board. The Board will investigate and determine if the action or violation is sufficient to justify the termination of the member. Termination of a member requires the unanimous approval of all voting Board members. The attendance of the President is required unless the President is the subject of the action.

After all reviews are complete (see Article IX, Section 3), the Board will vote on the level of corrective action. If the member under review is a Board member, he or she will not be present during corrective action discussions or for the final vote of the Board, except to present his/her viewpoint to the Board.

The Board shall be the sole judge as to level of corrective action. The Board's action shall be conclusive and final.

ARTICLE X: AMENDMENTS

Section 1 - Amendments

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

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

Section 2 – Verification of Articles of Incorporation

After any Bylaws amendments are approved, the President and Secretary will review the latest Amended Articles of Incorporation as filed with the Texas Secretary of State to ensure there are no major discrepancies between the newly approved Bylaws and the Articles of Incorporation. If major discrepancies are found, the Secretary will prepare an Amended Articles of Incorporation form for review and approval by the Board. The Secretary will ensure the approved amendment form is filed with the Texas Secretary of State's office.

ARTICLE XI: DISPOSITION OF SOCIETY PROPERTY

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