

**Bylaws of
Feather River Lapidary & Mineral Society, Inc.**

A California Nonprofit Public Benefit Corporation

Table of Contents

Article I: Name	2
Article II: Offices	2
Article III: Objectives and Purposes	2
Article IV: Society Fiscal Year	2
Article V: Membership.....	3
Article VI: Quorum.....	5
Article VII: Executive Board of Directors	6
Article VIII: Election and Terms of Board Members	8
Article IX: Duties of Officers of the Society	10
Article X: Committees – Appointment, Tenure & Standing Committees.....	13
Article XI: Corporate Records, Reports, Seal, Motto, and Logo	16
Article XII: General and Annual Society Meetings.....	18
Article XIII: Prohibition Against Sharing Society Profits and Assets	19
Article XIV: Conflict of Interest and Compensation Approval Policies	20
Article XV: Harassment Policy	24
Article XVI: Affiliations.....	25
Article XVII: Standing Rules	26
Article XVIII: Parliamentary Authority	26
Article XIX: Amendment of Bylaws.....	26
Article XX: Amendment of Articles of Incorporation.....	27
Article XXI: Replacement of Previous Bylaws	28
Appendix I. Conflict of Interest Policy Annual Statement and Disclosure.....	29
Appendix II. Feather River Lapidary & Mineral Society Proxy Vote Form.....	31
Certification Of Bylaws	33

Article I: Name

1. The name of this organization shall be "Feather River Lapidary & Mineral Society, Inc."

Article II: Offices

1. Principal Office

The principal office of the corporation for the transaction of its business shall be located in Butte County, California.

2. Incorporation

The society shall be incorporated in the State of California as a Nonprofit Public Benefit Corporation.

Article III: Objectives and Purposes

1. The primary objectives and purposes of this society shall be:
 - A. To increase knowledge and understanding of the earth sciences pertaining to minerals, gems, rocks and similar subjects.
 - B. To increase the practical art of cutting, grinding, and polishing of these materials and their use in the design and creation of art objects, jewelry, and other objects.
 - C. To encourage members' participation in displaying and exhibiting their work for public education purposes.
 - D. To encourage field trips to study and gather rocks, minerals and fossils in natural geological settings.
 - E. To encourage and assist all members in furthering their education of minerals, gems and related subjects.
 - F. As a Society to possess such equipment, supplies, raw materials and property including mines and mineral rights as may be desirable to further these purposes.
 - G. To promote goodwill, friendship, and camaraderie among the members and to the public while achieving the above objectives.

Article IV: Society Fiscal Year

1. The society's fiscal year runs from January 1st to December 31st.
2. Annual dues and Membership terms correspond to the society's fiscal year.

Article V: Membership

1. Requirements for Membership

- A. Membership is open to the general public.
- B. Members must be interested in an aspect of the society's objectives and purposes.
- C. Members shall be defined as within the classes of membership in Section 2 of this article.
- D. Members must apply for membership, support the interests and purposes of the society, and pay annual dues.

2. Classes of Membership

A. Active Membership:

The type of membership that the majority of society members will hold.

Active membership requires the payment of dues on an annual basis.

Active members must be 18 years or older.

B. Life Membership:

Persons who have made outstanding contributions to the society and/or the hobby over many years may be conferred a "life membership" by affirmative vote of the Executive Board of Directors (hereafter referred to as the "Board").

Life members shall not be required to pay annual dues and will, nevertheless, enjoy all the benefits of active members.

C. Honorary Membership:

This type of membership may be granted to one or more individuals by affirmative vote of the Board under special circumstances only.

Honorary Membership shall be conferred only for a period of not more than one year.

Honorary members shall not be required to pay annual dues and will, nevertheless, enjoy all the benefits of active members except for voting rights and committee membership.

D. Junior Membership:

Junior members under the age of 18 shall be admitted to the society provided they are dependent on or reside in the home of their parent or guardian who is an Active, Honorary, or Life Member of the society. They will be included in a Family Membership for the purposes of annual dues. Junior members can participate in all activities of the society under the supervision and approval of their parent or guardian but do not enjoy voting rights or committee membership.

E. All four membership classes will be included in and covered by the society's purchase of liability insurance from the California Federation of Mineralogical Society (CFMS) or other entity as chosen by the Board.

F. No member shall hold more than one membership or class of membership within the Society.

3. Participation of Members

A. Active Members and Life Members are welcome to:

- i. Participate in meetings and committees including the right to vote and hold office.

B. All members are welcome to:

- i. Participate in all society instructional classes, field trips, games, drawings, raffles, contests, events, trips and shows of the Society.

- ii. Participate in events, field trips, trips, and shows of the California Federation of Mineralogical Society (CFMS) and other organizations as the Society chooses.

4. Annual Dues

- A. The annual dues payable to the society by members shall be:
 - i. For an Individual Membership
Individual Membership allows an individual to join the society.
 - ii. For a Family Membership
Family Membership allows an immediate family unit which may or may not include parents, partners, guardians, dependent children, and others functioning as these individuals to join the society as a group.
- B. The amount of annual dues for both Individual and Family memberships shall be set by affirmative vote of the Board at the August board meeting.
- C. Annual dues are due on January 1st.
- D. Annual dues are considered delinquent if not paid by February 28th.
- E. Annual dues are not refundable.
- F. New members who join and pay their annual dues at the Society Show in September or later will receive a "Honorary" membership for the remainder of the current year. This will convert to a full Active membership on January 1st that is valid until December 31st of the same year.
- G. Delinquent members shall lose all rights of membership until the delinquent dues are paid in full. This shall include voting rights, committee memberships, use of all society property and equipment, participation in field trips and shows, inclusion in email and address lists, and all other rights not specifically listed.
- H. Full annual delinquent dues may be paid at any point after February 28th to reinstate rights of membership.

5. Number of Members

- A. There is no limit on the number of members the society may admit.

6. Membership Record

- A. A record of membership shall be kept by the society recording the name and mailing address of each member. Phone number and email address will also be recorded, when available, to facilitate communication between society members. A copy of the membership list shall be kept at the principal office of the society and shall be available for inspection by any member of the society during normal operating hours.
- B. The record of membership shall constitute the membership list of the society and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.

7. Nonliability of Members

- A. A member of this society is not, as such, personally liable for the debts, liabilities, or obligations of the society.

8. Nontransferability of Membership

- A. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

9. Termination of Membership

- A. A membership shall be terminated upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial or detrimental to the interests or purposes of the society. This determination shall be ratified by affirmative vote of the Board.
- B. A membership shall terminate upon the member's notice of such termination delivered by the president or secretary of the society personally or by mail. Such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.
- C. Termination of membership provisions shall apply equally to members of the Board.
- D. Procedure for Expulsion

Following the determination that a member should be expelled under subsections A and B above, the following procedure shall be implemented:

- i. A notice shall be sent by certified mail to the last address of the member as shown on the society records, setting forth the expulsion and the reasons therefore. The notice shall also include the date, time, and place of the hearing on his or her proposed expulsion. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- iii. Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

10. Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this society would result in the termination of any or all class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Article VI: Quorum

- 1. An Executive Board of Directors quorum shall be a majority of the members of the Board.
- 2. A General Membership quorum shall equal twenty five percent (25%) of the number of current voting individual members (Active and Life) of the society, not the number of memberships (which may each include multiple individuals).

3. Should the number of current Active and Life individual members of the society drop below 40 a General Membership quorum will be considered to be the number of members present at a meeting.

Article VII: Executive Board of Directors

1. The Executive Board of Directors shall be composed of the following:
 - A. President
 - B. Vice-President
 - C. Secretary
 - D. Treasurer
 - E. Member-at-Large #1
 - F. Member-at-Large #2
 - G. Member-at-Large #3
2. The Board may select a member of the Society, qualified under section 1 above, to fill a vacancy in any office above except that of the President. This appointment runs for the remaining portion of the officer's term.
3. All members of the Board shall be voting members.
4. No individual shall hold more than one position on the Board.
5. All members of the Board shall serve the society without remuneration; either salary, wage or material.
6. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the society (including officers) against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.
7. It shall be the duty of the Board to:
 - A. Perform any and all duties imposed on them by law, by the articles of incorporation of this corporation, or by these Bylaws.
 - B. Supervise all contracted agents of the society to assure that their duties are performed properly.
 - C. Meet at the times and places required by these Bylaws.
8. The Board shall be solely responsible for the affairs of the society between general meetings.
9. The Board may authorize any officer or agent of the society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10. The Board may accept on behalf of the society any donation, contribution, gift, bequest, or devise for the charitable or public purposes of the society.
 - A. The Board must approve any donation, contribution, gift, bequest, or devise.
 - B. The individual making the donation will be offered a receipt which includes their name and address; the society's name, address, and Federal Tax ID; a listing of the items donated; and the items fair market value.
 - C. The Secretary shall send a "Thank You" letter to the donator.
 - D. A record of such donations shall be kept by the Treasurer.
11. The Board shall meet the first week of each month at a time and place designated by the Board. The society membership shall be notified of this "standard" board meeting time and location at the January general meeting of each year. Notification shall also be sent prior to the January general meeting via email.
12. No business shall be considered by the Board at any meeting where an Executive Board of Directors quorum is not present. The only motion which the President shall entertain at such a meeting is a motion to adjourn.
 - A. Board members at a properly called and held meeting where a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of director(s) from the meeting, provided that any action take thereafter must be approved by at least a majority of the original required quorum.
13. The Board may take action without a meeting if ALL members of the Board consent in writing to the action. This unanimous written consent shall be filed by the Secretary with the minutes of proceedings of the Board. Actions taken by unanimous written consent shall have the same force and effect as the unanimous vote of the Board at a meeting. When required, any certificate or document filed relating to the action shall state that the action was taken by unanimous written consent of the Executive Board of Directors without a meeting and that the bylaws of this society authorize the directors to so act, and such statement shall be prima facie evidence of such authority.
14. Every act or decision made by a majority of the Board at which a quorum is present is the act of the Board as a whole.
15. The Board may change a meeting time and/or place and shall notify membership of such a change at a general meeting or via email or first class mail at least one week in advance of both the original and new meeting dates.
16. Special meetings of the Board
 - A. May be called by the President, Vice-President, Secretary or by any two Members-at-Large.
 - B. All Board members shall be notified of the special meeting 4 days in advance if by first-class mail or email, or 24 hours in advance if delivered in person or by telephone. The email, mailing address, or telephone number will be that listed in the society's records.
 - C. The notice of meeting shall include the reason for the meeting, the time and place of the meeting.

- D. Special meetings of the Board are subject to the same quorum requirements as regular meetings of the Board.
17. Regular Board meetings shall include at minimum the following agenda:
- A. Meeting called to order
 - B. Secretary's report – includes review and correction of Board meeting minutes and a report of any correspondence
 - C. Treasurer's report – includes bills paid and due
 - D. Committee reports
 - E. Old Business
 - F. New Business
 - G. Other business, member questions, comments, or requests
 - H. Adjournment of the meeting
18. Membership participation in board meetings.
- A. Committee Chairpersons' attendance at Board meetings may be requested as necessary to coordinate society business.
 - B. Society members may attend any Board meeting, and when recognized by the President, may participate in discussions of or ask questions about society matters.
 - C. Neither A or B above shall grant society members who are not members of the board to voting rights at a Board meeting.

Article VIII: Election and Terms of Board Members

1. Required qualifications for an individual to stand for election to the Board:
 - A. Must be an Active or Life member in good standing.
 - B. Must have been an Active or Life member for a minimum of 1 year prior to the date of the election.
2. Nominations for an open officer position shall be opened at the October general meeting and closed at the end of the November general meeting. Nominations may not be opened under any circumstances after the close of the November general meeting. The Secretary shall make a record of all nominations.
3. A ballot shall be prepared by the Secretary that includes open officer positions with more than one nominee. Members standing for election shall appear on the ballot, alphabetized within office. If only one member is nominated for an office a secret ballot is not necessary and the member is elected uncontested.
4. The ballot will, in addition, specify how many are to be selected for each office. Voting for more than the specified number will invalidate a ballot.
5. The Officers of the society shall be elected by a vote of Active and Life members at the annual meeting in December provided a General Membership quorum is present.

- a. Active members will be eligible to vote if they have been a member in good standing for no less than 9 months.
 - b. Votes can be submitted by the methods in Section 6 below.
 - c. The Membership Chair shall produce a "Voting Roster" that lists all members eligible to vote on the date of the election. The election shall not be held if the "Voting Roster" is not available.
 - d. As each secret ballot is passed out, the receiving member shall sign the "Voting Roster" and their name shall be checked off.
 - e. Likewise, all proxy ballots shall be recorded by checking the submitting member's name off the "Voting Roster".
 - f. Once all members who wish to have voted, voting will be closed.
 - g. The Membership Chair and Secretary shall then count the votes, except in the case that the Secretary is in a contested race on the ballot being counted – in this case the President shall assist the Membership Chair in counting the votes.
 - h. At least one Member-at-Large shall observe the counting of the votes to ensure against irregularities. Additional Board members and/or General members may also observe the counting of votes.
 - i. The overall number of ballots returned with votes shall be counted and compared to the number of members checked off the "Voting Roster". If the number of returned ballots exceeds the number of members checked off the "Voting Roster" the election shall be declared null and void. A new election will then be scheduled – this can be later during the annual meeting or at the next general meeting which is held in January.
 - j. Valid votes for each position shall be counted and totaled. The member with the largest number of votes shall be declared the winner. Where there are two positions being elected (members at large in even years) the members with the largest two numbers of votes shall be declared winners.
 - k. In the event of a tie for any position, a run-off vote shall be held specifically between the members with tied vote totals. This vote shall be conducted by secret ballot of voting members present and recorded and counted similar to the main election. In no case shall this runoff be used as an opportunity to introduce an additional member to the ballot.
6. Permissible voting methods:
- a. In person by secret ballot – the submission being recorded by the Secretary.
 - b. By written proxy submitted to a Board member prior to the election either personally or by mail. Proxies submitted verbally, by text message, or by email shall not be valid. The vote itself shall be submitted, recorded, and counted as a secret ballot.
 - c. The format of the proxy shall materially follow the information in Appendix II. Feather River Lapidary & Mineral Society Proxy Vote Form. There are two forms: one for even years and one for odd years as the positions open for election are different for each.
7. Newly elected Officers shall be installed at the end of the annual meeting in December with their terms to begin on January 1st. Current officeholders' terms continue until December 31st. The only exception to this rule shall be if the election held at the annual meeting is declared null and void – and the

rescheduled election is to be held at the general meeting in January.

8. Each Officer or Director shall hold office for two (2) years beginning on the first day of the society's Fiscal Year.
9. Offices shall come up for election in a staggered manner as follows:
 - A. Terms of the President, Treasurer and one Member-at-Large shall begin on January 1st of odd years. This means the election will be held the year before – in December of an even year.
 - B. Terms of the Vice-President, Secretary and two Members-at-Large shall begin on January 1st of even years. This means the election will be held the year before – in December of an odd year.
10. Each Officer or Director shall be eligible to succeed themselves, or be elected to any other office in the Society.
11. Absence and Vacancies of Officers
 - A. The absence of any elected officer for three consecutive Board meetings without adequate explanation shall automatically make the office vacant and the vacancy shall be filled immediately.
 - B. The President, with Board approval, shall nominate a member to fill the vacancy.
 - C. The nomination shall then be approved by a simple majority vote of members present at the next general meeting.
 - D. If approved, this new officer shall server the remainder of the office's term.
 - E. The same procedure shall be followed if a vacancy should occur for some other valid reason such as (death, becoming incapacitated, military member being reassigned, etc.).
 - F. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgement of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.
12. Resignation of Officers
 - A. Any officer may resign effective upon giving written notice to the President, Secretary or the Executive Board of Directors, unless the notice specifies a later effective time.
 - B. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

Article IX: Duties of Officers of the Society

1. President – The President shall:
 - A. Be the chief executive officer of the society
 - B. Subject to the control of the Board, supervise and control the affairs of the society and the activities of the officers.

- C. Appoint Committee Chairpersons with approval of the Board as necessary to carry out the purposes of the Society. The President shall also supervise the activities of all committees and appointed chairs.
- D. The President shall preside over all meetings – Board, General and Annual, unless another person is specifically appointed as Chairperson of the Board.
 - i. Produce an agenda for the meeting (Board, General and Annual) with input from the Board and ensure that it is included with the required meeting announcement.
 - ii. Have on hand a copy of the Society Bylaws, Standing Rules, and Roberts Rules of Order.
 - iii. Ensure that ballots and the voting roster are prepared and available at the annual meeting.
- E. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.
- F. In general, perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaw, or which may be prescribed from time to time by the Board.

The President may:

- A. With approval of the Board, appoint a person or persons to audit the Treasurer’s books at the end of the year.
2. Vice-President – The Vice-President shall:
- A. In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.
 - B. Have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaw, or as may be prescribed by the Board.
3. Secretary – The Secretary shall:
- A. In the event both the President and Vice-President are absent, the Secretary shall preside over Board meetings.
 - B. Receive and answer society correspondence.
 - C. Send emails and notifications of society events.
 - D. Certify and keep at the principal office of the society the original, or a copy, of these bylaws as amended or otherwise altered to date.
 - E. Keep at the principal office of the society or such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 - F. Ensure that the transcribed electronically recorded minutes of meetings of the society, any written consents approving action taken without a meeting, and any supporting documents

pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this society. "Contemporaneously" in this context means records shall be placed in the records of the society by 1) the next meeting of the board, committee, membership or other body for which the record was kept, or 2) sixty (60) days after the date of the meeting or written consent for which the record was kept.

- G. See that all notices of meetings, nominations, elections, and other occurrences requiring a notice are duly given in accordance with the provisions of these bylaws or as required by law.
- H. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the society under its seal is authorized by law or these bylaws.
- I. Keep at the principal office of the society a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
- J. Exhibit at all reasonable times to any director of the society, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the Board.
- K. Present the Secretary's minutes from the previous Board meeting at each General meeting. This must be made available to members in written form and may be summarized verbally.
- L. In general, perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaw, or which may be prescribed from time to time by the Board.
- M. Prepare voting ballots as described in Article VIII of these bylaws.

4. Treasurer –The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the society, and deposit all such funds into the accounts of the Feather River Lapidary & Mineral Society, Inc. in such banks, trust companies, or other depositories as shall be selected by the Board.
- B. Sign all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the society, except as otherwise specifically determined by resolution of the Board, or as otherwise required by law.
A Board designated alternate (normally the Vice-President, but may be any other Board member) may be authorized to sign checks in the absence of the Treasurer.
Both the Treasurer and the alternate shall sign the bank form authorizing the signing of checks.
- C. Present a proposed budget for the next fiscal year at the December Board meeting. This budget may be approved, modified, amended and/or rejected by a vote of the Board.
- D. Bring proposed expenditures more than \$500.00 in excess of the accepted annual budget to the Board. These proposed expenditures shall be approved, modified, amended and/or rejected by a vote of the Board.
- E. Receive, and give receipt for, monies due and payable to the society from any source whatsoever.
- F. Disburse, or cause to be disbursed, the funds of the society for bills and debts approved by the Board – either specifically or as part of the proposed annual budget - taking proper vouchers or receipts for such disbursements.

- G. Obtain and maintain insurance policies that may be required by law, the organization, or requested by the Board.
 - H. Keep and maintain a record of all accounts (bank, charge, etc.) as well as internet site URLs, usernames, passwords, and security questions. Two copies of this record shall be placed in sealed envelopes oversigned by the President and Treasurer. One copy shall be placed in locked storage at the society's primary place of business and the other copy shall be held by the President.
 - I. Keep and maintain adequate and correct accounts of the society's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
 - J. Exhibit at all reasonable times the books of account and financial records to any director of the society, or to his or her agent or attorney, on request therefore.
 - K. Present the monthly Financial Report at each General meeting. This must be made available to members in written form and may be summarized verbally.
 - L. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
 - M. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - N. In general, perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaw, or which may be prescribed from time to time by the Board.
5. Members-at-Large shall:
- A. Serve as a liaison between the society's general membership and the Board.
 - B. Members-at-Large should strive to represent the interests and concerns of the general membership at board meetings.
 - C. They should also be available to the general membership to answer questions concerning activities of the board.

Article X: Committees – Appointment, Tenure & Standing Committees

1. The President shall appoint Committee Chairpersons with approval of the Board as necessary to carry out the purposes of the Society. The President shall also supervise the activities of all committees and appointed chairs.
2. Chairpersons may appoint additional members to their own committees as necessary.
3. Committee Chairpersons and members shall be current Active or Life members of the society.
4. The tenure of Committees and Committee Chairpersons shall coincide with the term of the President.

5. Committee Chairpersons may conduct their business by phone or any other method in addition to holding a regular meeting.
6. Standing committees shall include the following:
 - a. Show Committee

The Show Committee Chair shall organize and coordinate all aspects of the annual society show. The Show Chair may select other members as needed to assist in the duties described below.

Duties shall include:

 - i. Securing a venue and negotiating contracts for space, equipment, services, etc. for the show.
 - ii. Securing required insurance for the show.
 - iii. Work with the Treasurer on planning costs and payments required for the show.
 - iv. Recruiting members to help with various aspects of the show. These include but are not limited to the following areas: Vendor Recruitment, Dealer & Table Coordination, Kitchen, Admissions, Membership, Raffle, Silent Auction, Geodes, Kids Wheel, Kids Treasure Hunt, Demonstrations, etc.
 - v. Oversee the daily operation of the show and deal with any issues as they occur.
 - vi. Create and present a show budget to the Board for inclusion in the society's annual budget.
 - b. Membership Committee

The Membership Committee Chair shall be responsible for keeping all membership records. The Membership Chair may select other members as needed to assist in the duties described below.

Duties shall include:

 - i. Maintain a membership list.
 - ii. Assemble and send new members a membership packet.
 - iii. Produce a "Voting Roster" for each election.
 - iv. Assist the Secretary or President with voting at the annual meeting.
 - v. Receive and process membership applications and payments, and forward payment to the Treasurer.
 - vi. Forward new member emails to Information Technology Committee for inclusion in the society contact list.
 - c. Field Trip Committee

The Field Trip Committee Chair manages regularly scheduled society field trips. The Chair may select other members as needed to assist in the duties described below.

Duties shall include:

 - i. Research for and planning of field trips.
 - ii. Maintain liability release forms and attendance signature lists for each field trip.
 - iii. Work with Treasurer to obtain insurance coverage/documentation when needed.
 - iv. Conduct field trips.
 - v. Follow established "Field Trip Guidelines".

d. Scholarship Committee

The Scholarship Committee Chair will coordinate the society's scholarship activities.

The Chair may select other members as needed to assist in the duties described below.

- i. The committee will coordinate all society scholarship activities. This includes higher education (college) scholarships, CFMS Camp Paradise scholarships, and any other scholarships the Board approves.
- ii. For higher education (college) scholarships:
 1. Create a scholarship application and present to the Board for approval along with a request for the dollar amount and number of scholarships to be granted.
 2. Advertise the scholarship on the society website and at local high schools and colleges.
 3. Receive scholarship applications.
 4. Due date for scholarship applications is June 30th.
 5. Evaluate the applications and present the most qualified to the Board for approval at the monthly board meeting in July.
 6. Notify the winning applicants by phone or email after the July board meeting. Also notify winners when the award presentation will be made. The Society Secretary will follow up this informal notification with a written letter including all award specifics.
 7. Formally present the scholarship payment to winning applicants. If the society show is held in September, present the awards at the show. Otherwise, the awards shall be presented prior to the end of September.
- iii. For CFMS Camp Paradise scholarships:
 1. To be considered for a Camp Paradise scholarship:
 - a. Members must be willing to attend the entire week of classes at Camp Paradise.
 - b. Members must be willing to share the knowledge and skills they gain with other members of the society.
 2. The Scholarship Committee will bring a request for the number and dollar value of scholarships to the Board for approval on or before the regular monthly board meeting in April.
 3. Society members wishing to be considered for a Camp Paradise scholarship shall notify the Scholarship Committee prior to the general society meeting in June.
 4. A random drawing from all members who have notified the committee will be held at the general society meeting in June.
 - a. A drawing shall be made and each name recorded in the order drawn – until all names have been drawn.
 - b. The allotted number of scholarships shall be granted starting with the first name drawn.
 - c. All remaining names on the list shall serve as alternates.
 5. In the event that any chosen member cannot attend Camp Paradise, their spot will be filled by the first available alternate member from the original drawing list.

6. Scholarship payments shall be made directly to CFMS on behalf of the member receiving the scholarship. These payments shall be made in a timely manner so as to meet any deadlines placed by CFMS.
7. If the dates of the CFMS Camp Paradise workshops should change the timing of events above may be adjusted to ensure that deadlines placed by CFMS can be met.

e. Shop Committee

The Shop Committee Chair shall serve as the Shop Foreman.

The Shop Foreman may select other members as needed to assist in the duties described below. All changes to the grounds surrounding the shop shall be done only after consultation with and approval by the property owner. This will include property owned, leased, or used by the society.

Duties shall include:

- i. Organizing and managing the society shop such as to provide all society members the best opportunity possible to use the available equipment.
- ii. Planning and scheduling maintenance and repair of equipment and building as needed.
- iii. Selecting instructors to teach members proper use of equipment and techniques.
- iv. Create and present a shop budget to the Board for inclusion in the society's annual budget.

f. Information Technology Committee

The Information Technology Committee Chair shall manage all web sites and social media accounts that are sponsored by, maintained by or which represent the Society.

The Chair may select other members as needed to assist in the duties described below.

Duties shall include:

- i. Maintain the Society web site and ensure that content is accurate and current.
- ii. Monitor club sponsored social media accounts and websites. Moderate posts on these sites and remove or correct offensive or inaccurate content in a timely manner as needed.
- iii. All content on society sites will be based on Board recommendations.
- iv. Keep a record of all site URLs, admin portals, accounts, usernames, passwords and security questions. This record shall be kept current. A copy of this record shall be provided to the President. An additional copy shall be kept in locked storage at the society's primary place of business.
- v. Maintain the society email contact list.
- vi. Evaluate uses and need for new technology by the society.

Article XI: Corporate Records, Reports, Seal, Motto, and Logo

1. The society shall keep at its principal office in the State of California:

- a. Minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special,

how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- b. The original, or a copy, of these bylaws as amended or otherwise altered to date.
 - c. A membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
 - d. Adequate and correct books and records of account, including accounts of the society's properties and business transactions, assets, liabilities, receipts, disbursements, gains, and losses.
2. The Board may adopt, use and at will alter, with the approval of the general membership, a corporate seal. Such seal shall be kept at the principal office of the society. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
 3. The Board may adopt, use and at will alter, with the approval of the general membership, a society logo. This logo may also be registered as a trademark with the California Secretary of State's office.
 4. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the society.
 5. Members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 - a. To inspect and copy the record of all member's names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the society, which demand shall state the purpose for which the inspection rights are requested.
 - b. To obtain from the secretary of the society, upon written demand and payment of a reasonable charge, an alphabetized list of the names addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
 - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the society by the member, for a purpose reasonable related to such person's interests as a member.
 6. Any inspection right under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.
 7. Annual Report of the Society
The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the society fiscal year to all directors of the society, and to any member who requests it in writing.
This report shall contain the following information in appropriate detail:
 - a. The assets and liabilities, including trust funds, of the society as of the end of the fiscal year.

- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the society for the fiscal year.
- d. The expenses or disbursements of the society for the fiscal year.
- e. Any information required by section 8 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the society that such statements were prepared without audit from the books and records of the society.

If this society receives fifty thousand dollars (\$50,000), or more, in gross revenues or receipts during the fiscal year, it shall automatically send (via email and/or postal mail when necessary) the above annual report along with report of independent accountants or certificate of a society officer, to all members.

8. Annual Statement of Specific Transactions to Members

The society shall send (via email and/or postal mail when necessary) to all members a statement within one hundred and twenty (120) days after the close of the fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a. Any transaction in which the society was a party and in which any director or officer of the society had a direct or indirect material financial interest.

The above statement is required for transactions during the previous fiscal year that involve more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the society, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with partnership of which such person is a partner, only the interest of the partnership need be stated.

If this society provides members with an annual report then information required by this Section shall be included.

Article XII: General and Annual Society Meetings

1. The society's general meetings shall be held the 3rd Tuesday of each month at a time and place designated by the Board.
 - A. The society membership shall be notified of this "standard" general meeting time and location at the January general meeting of each year. Notification shall also be sent prior to the January general meeting via email.

- B. If the meeting place must be changed during the year, members shall be notified via email and/or first class mail if needed as soon as practical after the Board becomes aware of the need for a place change.
2. General meetings should include the following suggested agenda:
- A. Meeting called to order
 - B. Secretary's report
 - C. Treasurer's report
 - D. Committee reports
 - E. Old Business
 - F. New Business
 - G. Other Business / Member Comments
 - H. Presentation/Program
 - I. Adjournment of the meeting
 - J. Raffle
3. Board of Directors meetings: suggested agenda is described in Article VII, Section 17.
4. The society's annual meeting shall be the December meeting.
The annual meeting shall include, in addition to the agenda above, the following agenda:
- A. Election of society Officers whose term starts the following year.
 - B. Presentation of preliminary annual financial summary of the current fiscal year by the Treasurer.
 - C. Presentation of preliminary annual budget for the next fiscal year by the Treasurer.

Article XIII: Prohibition Against Sharing Society Profits and Assets

No member, director, officer, or other person connected with this society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the society, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the society in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors.

No member, director, officer, or other person connected with this society, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the society. All members of the society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the society, whether voluntarily or involuntarily, the assets of the society, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this society and not otherwise.

Article XIV: Conflict of Interest and Compensation Approval Policies

1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the society or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

a. Interested Person

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the society has a transaction or arrangement,
- ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

c. Compensation

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- d. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - i. is not the person who is the subject of compensation arrangement, or a family member of such person;
 - ii. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - iii. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - iv. has no material financial interest affected by the compensation arrangement; and
 - v. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - i. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - ii. the availability of similar services in the geographic area of this organization
 - iii. current compensation surveys compiled by independent firms

- iv. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - i. The terms of the compensation arrangement and the date it was approved.
 - ii. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
 - iii. The comparability data obtained and relied upon and how the data was obtained.
 - iv. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 - v. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
 - vi. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 - vii. The minutes of the board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

6. Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policies,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The signed conflict of interest policy statement shall materially follow the information in Appendix I. Conflict of Interest Policy Annual Statement and Disclosure.

7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: Harassment Policy

Every Feather River Lapidary & Mineral Society volunteer, student, and member has the right to work in an environment free from harassment. Harassment of any individual on the basis of his or her race, religion, color, national origin, age, sex, sexual orientation, marital status or the presence of any physical, mental or sensory disability is a serious violation of society policy, and will not be tolerated.

1. **Harassment Defined:**

Harassment can take many forms and can include slurs, comments, jokes, innuendoes, unwelcome compliments, pictures, cartoons, pranks or other verbal or physical conduct which; 1) has the purpose or effect of creating an intimidating, hostile, or offensive environment during society activities; 2) has the

purpose or effect of unreasonably interfering with an individual's participation in society activities; or 3) otherwise unreasonably affects an individual's participation in society activities.

2. Sexual Harassment Defined:

Sexual harassment is a type of harassment and occurs when the types of verbal and physical conduct described above is sexual in nature or is gender-based (i.e.: directed at a person because of their gender). Sexual harassment exists when: 1) submission to the conduct is either explicitly or implicitly a term or condition of participation in society activities, 2) submission to or rejection of the conduct is used as a basis for selection of an individual for society activities, 3) the conduct unreasonably interferes with the individual's participation in society activities or creates an environment that is intimidating, hostile, or offensive. Sexual harassment includes: unwelcome verbal behavior such as comments, suggestions, jokes or derogatory remarks based on sex; physical behavior such as pats, squeezes, repeatedly brushing against someone's body, or impeding or blocking normal work or movement; visual harassment such as posting of sexually suggestive or derogatory pictures, cartoons or drawings, even at one's own workstation; unwanted sexual advances, pressure for sexual favors and or basing selection decisions (such as committee membership) upon the member's acquiescence to sexually harassing behavior.

3. Complaint Procedure:

If you feel you or other members have been subjected to harassment of any kind, you are encouraged to immediately identify the offensive behavior to the harasser and request that it stop.

If you are uncomfortable in addressing the matter directly with the harasser or if you do so and the behavior does not stop, then discuss the matter immediately with any board member with whom you feel comfortable.

Board members who receive a harassment complaint are to contact the President of the society. All complaints will be investigated promptly, impartially and discreetly. Upon completion of the investigation the appropriate parties will be notified of the findings. Any officer, agent, or other individual who has been found to have harassed another individual will be subject to appropriate corrective action, ranging from a disciplinary warning to expulsion from the society.

No individual shall suffer retaliation for reporting instances of sexual harassment.

We trust that all Feather River Lapidary & Mineral Society members will act responsibly to maintain a pleasant environment during all society activities, free from harassment, allowing each individual to perform to his or her maximum potential. We encourage all members to bring questions he or she may have regarding harassment or our policy towards it to any officer of this society.

Article XVI: Affiliations

1. The Society may affiliate with any society or group promoting the objectives and purposes of the society by affirmative vote of the Board.
2. Such a vote shall include the appropriation of funds to cover dues in such an affiliated organization, effective until the affiliation is reversed.

3. An affiliation made may be reversed by a majority vote of the Board.

Article XVII: Standing Rules

1. The Board may adopt, change, revoke or amend Standing Rules, or parts thereof, that are consistent with these Bylaws by majority vote.
2. The Secretary shall keep a copy of the Standing Rules.
3. A copy of the Standing Rules shall also be kept at the society's principal office.
4. Changes, revocations or amendments to the Standing Rules must be brought before the Board for review prior to being presented at a meeting for approval by membership. This review is required for appropriateness to the function, purpose and operation of the society.
5. The membership may change, revoke or amend any Standing Rule at any meeting by a simple majority vote – provided a General Membership quorum is present at the meeting.
6. The Standing Rules, or parts thereof, become effective upon adoption and are binding until changed, revoked or amended.

Article XVIII: Parliamentary Authority

1. Generally, business meetings shall be short and informal. However, in case of procedural questions not addressed by these bylaws "Robert's Rules of Order Newly Revised, 11th Edition", copyright 2011 and the accompanying volume "Robert's Rules of Order Newly Revised In Brief, 2nd Edition", copyright 2011, shall apply.

Article XIX: Amendment of Bylaws

1. These Bylaws should be reviewed and evaluated for revision at minimum once every six (6) years.
2. Proposed amendments to these Bylaws must first be approved by the Board.
3. These Bylaws may be amended by a two-thirds (2/3) vote of a quorum of the General Membership at the society's annual meeting.
4. A notice of the proposed amendment must be presented to members at the November meeting one month prior to the vote. This notice shall include the reason for the amendment and the exact text of

the amendment itself.

5. This notice shall be made in writing, personally given to each member at the November meeting and sent by first class mail to all voting members not present at the November meeting.
6. Amendments become effective upon passage, unless a different time is specified within the amendment itself.
7. The text of amendments shall be kept with the original bylaws as Appendices.
8. A chronological list of amendments will be kept with the original bylaws. This list shall include a summary of each amendment which includes: 1) date the amendment was approved, 2) short description of the amendment, and 3) the specific sections of the bylaws that are affected.

Article XX: Amendment of Articles of Incorporation

1. Proposed amendments to the Articles of Incorporation (the Articles) must first be approved by the Board.
2. The Articles may be amended by a two-thirds (2/3) vote of a quorum of the General Membership at the society's annual meeting.
3. A notice of the proposed amendment must be presented to members at the November meeting one month prior to the vote. This notice shall include the reason for the amendment and the exact text of the amendment itself.
4. This notice shall be made in writing, personally given to each member at the November meeting and sent by first class mail to all voting members not present at the November meeting.
5. Amendments become effective upon passage, unless a different time is specified within the amendment itself.
6. The text of amendments shall be kept with the original articles as Appendices.
7. A chronological list of amendments will be kept with the original Articles. This list shall include a summary of each amendment which includes: 1) date the amendment was approved, 2) short description of the amendment, and 3) the specific sections of the bylaws that are affected.
8. Amended Articles shall be submitted to state or federal agencies as required by law.
9. Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent,

except to correct an error in such statement or to delete such statement after the corporation has filed a “Statement by a Domestic Nonprofit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

Article XXI: Replacement of Previous Bylaws

1. These bylaws, upon their approval by membership shall replace all previous versions of the Bylaws, including their amendments and revisions.

Appendix I. Conflict of Interest Policy Annual Statement and Disclosure

FEATHER RIVER LAPIDARY & MINERAL SOCIETY, INC.

CONFLICT OF INTEREST POLICY: ANNUAL ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT

Our society follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, an officer, committee member or other interested persons.

Part 1. Acknowledgment of Receipt

I hereby acknowledge that I have received a copy of the conflict of interest policy of the Feather River Lapidary & Mineral Society, Inc., have read it and understood it, and agree to comply with its terms.

Signature: _____

Date: _____

Printed Name: _____

Part 2. Disclosure of Financial Interests

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. To complete Form 990 fully and accurately, we need each officer and director to disclose the information requested in this Part 2.

A “conflict of interest” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer or director may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Please check ONE of the following items:

_____ My interests and relationships have not changed since my last disclosure of interests.
[Proceed to signature block below. Do not complete the tables.]

_____ I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships

Names of those presenting a potential conflict of interest

Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses/domestic partners of these individuals.

Type of interest

Description of interest that could lead to a conflict of interest

Transactions or arrangements with SGMS

Transactions or affiliations with other nonprofit organizations

Substantial business or investment holdings

Transactions or affiliations with businesses not listed above

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure.

Signature: _____

Date: _____

Printed Name: _____

Appendix II. Feather River Lapidary & Mineral Society Proxy Vote Form

Feather River Lapidary & Mineral Society Proxy Form for Board Member Election (Odd Year)

I, _____ give my proxy voting form to
_____ on day, ____ / ____ / _____.

President _____

Treasurer _____

Member-at-Large _____

Print Name: _____

Signature: _____

Date Signed: _____

**Feather River Lapidary & Mineral Society
Proxy Form for Board Member Election (Odd Year)**

I, _____ give my proxy voting form to
_____ on day, ____ / ____ / _____.

Vice-President _____

Secretary _____

Member-at-Large _____

Member-at-Large _____

Print Name: _____

Signature: _____

Date Signed: _____

Certification Of Bylaws

We, the undersigned, are the current Executive Board of Directors of the Feather River Lapidary and Mineral Society, Inc., a California nonprofit organization. Members of this society have voted to approve these bylaws and we as the Board hereby adopt the foregoing bylaws, consisting of 32 pages, as the bylaws of this corporation.

Dated: _____

John Scott, President

Georgette Foster, Vice-President

Lisa Beletsis, Secretary

Douglas Elliott, Treasurer

Rick Toreson, Member-at-Large

Janice Wolfinger, Member-at-Large

Bruce Roberts, Member-at-Large

Steve Wolfinger, Membership Chair

CERTIFICATE

This is to certify that the forgoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the membership and board of directors on the date set forth below.

Dated: _____

Lisa Beletsis, Secretary: _____