

BY - LAWS OF SIOUX EMPIRE GEM AND MINERAL SOCIETY

4/11/08

ARTICLE I

Membership

- Section 1. Member. Any person of good character, who is interested in objectives of this corporation is eligible for membership, and may become an active member on payment of one year's dues.
- Section 2. Honorary Member. Any person of acknowledged standing as a mineralogist, geologist or collector, who has rendered outstanding service to the Corporation, may be elected to honorary membership by a majority vote of active members present at any meeting.
- Section 3. Associate Member. Any person, who after having been a member of the corporation, and then finding it necessary to discontinue this membership, may be elected to associate membership by a majority of active members present at any meeting.
- Section 4. An honorary, or associate member shall be entitled to all privileges of membership except the right to vote or hold office.
- Section 5. Junior Member. Any person 12 to 17 years of age may become a junior member, providing that he or she be sponsored by an adult member of this corporation.
- Section 6. Junior members and children do not have the right to vote or to hold office.

ARTICLE II

Meetings

- Section 1. The Annual Meeting of this corporation shall be during the month of June, during the Regular Meeting, or as determined by the Officers and Board of Directors.
- Section 2. The Regular Meeting of this corporation shall be held on the second Friday of each month, or as determined by the Officers and Board of Directors. This meeting will include introduction of guests, a program, show and tell, and announcements. (rev 5/13/05)
- Section 3. Field trips shall be held on dates determined by the corporation governed by weather and other conditions.

Section 4. Special Meetings may be called at the discretion of the Officers and Board of Directors. These meetings fall under the guidelines in Article II, Section 5.

Section 5. In the case of special meetings, notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than fifty days before the date of the meeting, either personally, by email or by mail, to all members of this corporation.

Section 6. Annual business meetings will be held on the 3rd Fri of Sept. and Jan. at 7pm at a location to be determined by the Board. If a conflict arises the Board can change the date, location and time of the meeting. The purpose of the Business Meeting is to conduct all general business of the corporation. Committee Chairpersons are to bring their schedules and reports for October through January or October through September. (rev. 5/13/05 12/14/07)

ARTICLE III

Dues

Section 1. ANNUAL ADULT DUES for active members shall be \$20.00 per year per person, 18 years and older. Persons joining during the period of January through June inclusive will be charged the full amount of membership fee. Persons joining during the period July through December inclusive will be charged one-half the regular annual dues. Membership fees will apply for the year in which they were paid. (rev 12/14/07)

Section 2. An honorary or associate member shall be exempt from payment of dues or other fees.

Section 3. JUNIORS, 12 to 17 years of age, who are eligible, shall be admitted to junior membership for \$3.00 per year.

Section 4. CHILDREN under age 12 with an adult member are free.

Section 5. All membership fees shall be due and payable by January first of each year. Members who have not paid their annual dues by January first will be dropped from the active status. (rev 5/13/05)

Section 6. Family membership constitutes all persons living at the same address and is \$30.00 per year. (rev 12/14/07)

ARTICLE IV

Board of Directors

- Section 1. The affairs of this corporation shall be managed by a Board of Directors consisting of three active adult members and the retiring president. They shall make an annual audit of all accounts held by the Treasurer and submit a report during the annual meeting.
- Section 2. The corporations President, Vice-President, Secretary, and Treasurer shall be ex-officio members of the Board of Directors if there are no elected members to the Board or no elected members present at any meeting.
- Section 3. Of the Board of Directors, the three members shall be appointed by the President with the approval of the other elected officers for a term of three years. The retiring President shall continue to be a member of the Board until replaced by the next retiring President.
(rev 4/11/08).
- Section 4. Members of the Board of Directors shall hold office until their successors are respectively elected and inducted.
- Section 5. The corporation members may, at any special meeting called for the purpose, by vote of two-thirds of the total active membership, remove any Director from office.
- Section 6. Any vacancy occurring in the Board of Directors shall be temporarily filled by one of the remaining Directors. The Director elected to fill such vacancy, shall hold such office only until the next annual meeting. A new Director shall be elected by the active members at the next annual meeting to finish out any current term of vacancy.

ARTICLE V

Meeting of Board of Directors

- Section 1. An Annual meeting of the Board of Directors shall be held without call or formal notice immediately after and at the same place as the annual meeting of the corporation members. Special meetings of the Board of Directors may be held without a vote or formal notice at such places and times as the Board may by vote from time to time determine.
- Section 2. Emergency Meetings. Emergency meetings of the Board of Directors may be held at any place and at any time when called by the President, Vice President, Secretary, Treasurer, or two or more

Directors. 24 hours notice of the time and place thereof being given to each Director.

Section 3. Current Officers, newly elected Officers, current Board Members, and newly elected Board Members are to attend the Annual Meeting of the Board of Directors

Section 4. Quorum. The presence at any meeting, of a majority of the total number of Directors and Officers shall constitute a Quorum for the transaction of business.

ARTICLE VI

Officers

Section 1. This Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The officers shall be elected by the active members at the annual meeting in June of each year for a one year term.

A. The newly elected officers will start their duties at the next business meeting following the election held at the Annual meeting of the corporation. (rev 1/10/03)

Section 3. There shall be no term limits for any officer's position, however, any officer will have the option to decline their position at each June election. (rev 4/2/04)

Section 4. The club members may, at any meeting called for the purpose, by a vote of two-thirds of the total active membership, remove any officer from office.

Section 5. Any vacancy occurring among the officers shall be filled for the remainder of the term by appointment of the Board of Directors at any meeting held during the existence of such vacancy.

Section 6. Resignation. The Board of Directors may at any meeting by vote of a majority of the directors present at such meeting accept the resignation of any officer of the corporation.

Section 7. The President. The President shall be the chief executive officer of the corporation and subject to the direction and under the supervision of the Board of Directors, shall have general charge of business

affairs and property of the corporation, and control over its officers, agents and employees. The President shall preside at all meetings of the membership and of the Board of Directors and shall be custodian of the records of the Corporation and of the Board of Directors. If the President is unable to attend said meetings, the Vice President shall preside over said meetings. The President shall do and perform such other duties and may exercise such other power from time to time as may be assigned to him by these By-Laws or by the Board of Directors.

Section 8. The Vice-President. At the request of the President or in the event of the Presidents absence or disability, 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 upon the President. The Vice-President shall perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors or the President.

Section 9. The Secretary. The Secretary shall:

- (a) Record all the proceedings of the meetings of the Corporation and Directors in a book to be kept for that purpose. These recordings to be transferred to the newsletter minutes.
- (b) Have charge of the membership ledger and original or duplicate of which shall be kept at the office of the acting President of the Corporation in the State of South Dakota.
- (c) Prepare and make, at least ten days before every election of Directors, a complete list of the members entitled to vote at said election arranged in alphabetical order. Such list shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any member who may be present.
- (d) See that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed.
- (e) In general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors, or the President.
- (f) Have custody of such books as the Corporation may own for circulation among its members, to keep accurate and up-to-date information and advise members as to the rate and period of all available magazines devoted to mineral and lapidary interests, to watch for and report appropriate articles in general magazines.

Section 10. The Treasurer. The Treasurer shall:

- (a) Have supervision over the funds, securities, receipts and disbursements of the Corporation and collect all dues.
- (b) Cause all moneys and other valuable effects of the Corporation to be deposited in the Corporation's name and to the Corporation's credit, in such depository as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors.
- (c) Cause the funds of the Corporation to be disbursed by check or drafts upon the authorization depositories of the Corporation, when such have been authorized.
- (d) Cause to be taken and preserved property vouchers for all money disbursed.
- (e) Cause to be kept at the Office of the Treasurer, correct books of account of all its business and transactions.
- (f) Render to the President and the Board of Directors, whenever requested an account of the financial condition of the Corporation and of his or her transactions as Treasurer.
- (g) Be empowered to require from the officers, Board of Directors, committee chairpersons, or members, reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation.
- (h) Perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors or the President.
- (i) The Treasurer shall be held legally responsible for all financial transactions and is punishable under all applicable laws in the event of fraud.

Section 11. The Editor. The Editor shall:

- (a) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by statute.
- (b) Provide a Corporation newsletter to each member of the Corporation in a timely fashion every month of the year via mail or email.

ARTICLE VII

Committees

- Section 1. The President shall appoint standing committees as soon as possible after taking office.

Section 2. All group and committee chairmen, Finance Committee, excepted, shall be active members.

Section 3. Each committee shall have one member of the Board of Directors appointed by the President, or the President, serving in an advisory capacity.

Section 4. Standing Committees and their duties.

- (a) Finance Committee. The Finance Committee shall consist of the officers of the Corporation. The duties of the Finance Committee shall be to prepare a budget for the Club's regular and special activities, to devise and carry out plans for raising money.
- (b) Membership Committee. The duties of the Membership Committee shall be to make contact with prospective members, to invite them to join the Corporation, to accept applications, to make personal investigations where necessary or advisable, to introduce new members at meetings. All members of the Corporation are invited to assume the duties listed above.
- (c) Program Committee. The Program Committee shall investigate all sources of program material it may discover, or that may be reported to it, keep a complete and accurate list of such material with full information as to the names of the persons to be contacted for use of such material, with addresses, telephone numbers, etc. The Program Committee shall provide program material and conduct the program part of the meeting, and make arrangements for special activities such as exhibits or other corporate activities of a public nature.
- (d) Courtesy Committee. The duties of the Courtesy Committee shall be to act as hosts and hostesses at all meetings and outings, to introduce members and guests to one another.
- (e) Publicity Committee. The duties of the Publicity Committee shall be to contribute the Corporation's news regularly to the appropriate newspapers, radio, television, periodicals, and the Mineral Magazine, to publish and distribute the Corporation's Bulletin.
- (f) Nominating Committee. The Nominating Committee shall consist of three Board of Directors or their replacement(s). It's duties shall be to select names of one candidates, ascertained to be available for each of the elective offices, and for each position to be filled on the Board of Directors. The Nominating Committee shall report their nominations at the meeting preceding the annual meeting, which is the May meeting, at which time nominations will also be accepted from the floor, as well as at the annual Meeting. (rev 9/11/81)

Section 5. Other standing or special committees may be appointed at the discretion of the President.

ARTICLE VIII

Execution of Instruments

Section 1. Execution of Instruments Generally. All documents, instruments, or writing of any nature shall be signed, executed, verified, acknowledged, and delivered by such officer or officers or such agent of the Corporation and in such a manner as the Board of Directors from time to time may determine.

Section 2. Checks, drafts, etc. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsement for deposit to the credit of the Corporation in any of its duly authorized depositories shall be in such manner as the Board of Directors from time to time may determine.

Section 3. The Treasurer and President of the corporation are authorized to sign bank drafts and deposits for the corporation. The Treasurer and President shall be held legally responsible for the Corporation's financial transactions and are punishable under all applicable laws in the event of fraud.

Section 4 In the event of the dissolution of the corporation the Treasurer and/or President are authorized to liquidate all remaining assets and transfer all remaining funds into the Augustana College Scholarship Fund to be used for educational purposes. (rev add 4/11/08)

ARTICLE IX

Amendments

Section 1. These By-Laws may be amended at any regular or special meeting of the Corporation by a two-thirds majority of active adult members present and after preliminary steps outlined in Section 2 of these articles have been taken.

Section 2. No amendment shall be acted upon unless the proposed amendment has been read at a previous meeting and copies have been sent to all members at least seven days prior to the meeting at which time the amendment is to be acted upon or published in the Corporation's official publication.

ARTICLE X

Robert's Rules of Order, Revised, shall be the prevailing authority for all questions of procedure, arising at any meeting of the Corporation.