

## **ARTICLES OF INCORPORATION CHANGES JUNE 2008**

### **Changr (1) AMENDMENT I ADD Article II: LIMITATIONS**

The Society is formed as a non-profit, non-commercial and non-political organization.

a. This Society will conduct its affairs without profit to any member of the society and no assets shall be used for the sole benefit of a group or organization outside the Society.

b. In the event of dissolution of the Society, the assets of the Society will be turned over to; The Mayo Educational Foundation and The William Holland School of Lapidary Arts to be divided equally, both are 501 c3 non-profit organizations.

### **CHANGE (2) Change Article II To Read: Article III: PURPOSE**

Our Purpose shall be exclusively educational and scientific; (a) to increase and disseminate knowledge of the earth sciences pertaining to minerals, gems, jewelry, rocks, artifacts and fossils and similar subjects; (b) to promote and perpetuate knowledge of the lapidary arts; (c) to encourage field trips to study the sciences, particularly of geology and mineralization in place and; (d) to encourage greater public interest and education in gems, jeweler, fossils and minerals, cooperating with established institutions in such matters.

### **CHANGE (3) Change Article VI To Read: OFFICERS**

The business affairs of this corporation shall be managed by the Board of Directors. The number of directors may be increased or decreased from time to time by By-Laws adopted by the membership but shall never be less than three (3). The directors shall be elected by the membership of said corporations. The term of office of directors shall be for such length of time, not less than one (1) year, as the membership of said corporation may provide by its By-Laws. In addition to the said Board of Directors, the corporation shall also have a President, President-Elect, Vice President, Secretary and Treasurer and such other officers as may be necessary. The officers shall be elected from and by the membership of said corporation. The term of office of the officers shall be such length of time, not less than one (1) year, as the membership of said corporation may provide by its By-Laws. All legal instruments of the corporation shall be signed by said President or President-Elect sealed with the corporate seal, and attested by said Secretary; or in such manner as may be authorized by law.

### **RE-NUMBER ARTICLES 3 Through 14 in Sequence**

### **CHANGE (4) ARTICLE XII Change To Read:**

The Corporation shall hold a regular business meeting not less then once each calendar month and the December meeting shall be designated as the annual business meeting, on a day to be specified in the By-Laws.

### **CHANGE (5) ADD ARTICLE XIII: ORDER**

Roberts Rules of Order, Revised, shall prevail at all meetings of the Society on all points not covered in this document.

### **CHANGE (6) Change Article XII Corporate Powers To ARTICLE XIV Corporate Powers**

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**BY-LAWS CHANGES JUNE 2008**

**Change (1) ARTICLE I MEMBERSHIP** Change To Read:

**Section 1.** An Active member shall be a person who is at least 18 years of age, who is actively participating in the Society and who is not delinquent in payment of dues.

**Section 2. Delete** Change Section 3 to Section 2 to read

**Section 3. Procedure for Admission of New Members.** Change To Read:

- a. The applicant shall make application on forms provided by the Membership Committee.
- b. The applicant shall secure endorsement of this form by one active member of the Society.
- c. The Membership Committee shall act upon all applications and shall communicate to each applicant the expected duties of members. If the applicant is unwilling to fulfill these responsibilities, the Committee shall deny membership for the applicant and shall return any fees that have been advanced. If the result of the Committee is favorable, the application form shall go to the Membership Chairman together with any fees or payments which have been advanced. Membership shall date from the date of the application.
- d. The Secretary shall notify all persons whose applications have been acted upon favorably and shall forward to the new member his membership card and a letter of welcome.

**Change (2) ARTICLE II DUES AND FEES** Change To Read:

**Section 1.** Dues for active members shall be determined by the general membership. The dues will be due and payable on the anniversary date of membership.

**Section 2.** Dues shall accompany all applications for new membership

**Section 3.** Special assessments shall be levied only in cases of an emergency, and then only by a two-thirds vote of the membership in attendance at a regular scheduled meeting.

**Section 4.** Members shall be considered delinquent if dues are not paid within (1) one month after the anniversary date of membership as printed on the mailing label of the Society's bulletin. Thereupon, voting privileges shall be suspended and all publications discontinued as of (1) one month after the anniversary date.

Members who fail to pay their dues (2) two months after the anniversary date shall be dropped from membership in the Society. If, within the following (30) thirty days dues for past and current periods are paid, membership shall be reinstated.

**Section 5.** Each month the Treasurer will furnish the Secretary and the President with the following report:

- a. A list of members who are delinquent in their dues and are suspended.
- b. A list of members whose memberships have been discontinued.
- c. A list of any reinstated members.

**Section 6.** Payment of dues shall entitle the member to receive any publications of the Society, and a current Directory. Handout sheets will be distributed to only those present.

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**Change (3) ARTICLE III OFFICERS** Change To Read:

**Section 1.** A nominating committee appointed by the President in the September Meeting to report in the December Annual Meeting shall nominate officers. Officers shall be elected in December to take office January 1<sup>st</sup>. They shall hold office for (1) one year or until their successors are elected.

**Section 2.** The Board of Directors shall consist of the Elected Officers, the immediate Past President, and (3) Three Elected Board members. The elected Board Members shall be elected as follows: 2 in even number years and 1 in odd number year.

**Change (4) ARTICLE IV DUTIES OF THE OFFICERS** Change to Read:

**Section 1** The President shall preside at all meetings of the Society, and shall perform such duties as usually pertain to that office. The president shall have the power to appoint all committee chairs, standing and temporary.

**Section 2.** The President-Elect shall perform all duties of the President during his/her absence or disability and shall assist the President as the needs dictate. The President Elect shall proceed the President.

The President-Elect shall consult with the Ways and Means Committee and prepare a budget showing estimated expenditures for the coming year versus receipts and submit to the membership for approval at the Annual Meeting.

Upon the President's decease or resignation the President-Elect shall become President

**Section 3.** The Vice President shall perform all the duties of the President-Elect during his/her absence or disability and shall assist the President-Elect and President as the needs dictate. The Vice President shall proceed the President Elect.

**Section 4.** Upon the President-Elect's decease or resignation the Vice President shall become President-Elect.

The Board of Directors shall appoint a Vice President by the second meeting to fill the vacancy in that office.

**CHANGE (5) ARTICLE V COMMITTEES** Change To Read:

**Section 1** There shall be the following standing Committees

Membership, Ways & Means, Programs, Education, Trade Show, Library/Archives, Publications/Publicity, Exhibits, Field Trips

**Section 2.** Delete Section 2

**Section 2.** A Standard Operating Procedure shall be maintained for all officers and committee chairs. SOP's shall be supplied to all new officers and committee chairs at the December Annual Meeting or as the President assign the chairs.

**Section 4.** An Auditing Committee shall be appointed in January to audit the books and make their report in February meeting.

**Change (6) ARTICLE VI MEETINGS** Change To Read:

**Section 1.**

**a.** The regular business meeting shall be held once each month on the first Thursday of the month except for December.

**b.** The Annual Business Meeting shall be held on the 1<sup>st</sup> Thursday in December and will include the election of Officers and members of the Executive Board, budget approval and other matters of the Society.