

BYLAWS
OF

ROGUE GEM & GEOLOGY CLUB, INC.

Rogue Gem & Geology Club, Inc. is located at 1003 Isham, Grants Pass, Oregon (PO Box 1224), Grants Pass, Oregon, 97526. The club is a mutual benefit, nonprofit designated as a social and recreational club.

ARTICLE I: PURPOSE

The primary purpose of Rogue Gem & Geology Club, Inc. is to foster healthful fellowship among its members while pursuing the activities and knowledge of the earth sciences, and to serve the community by introducing its youth and adults to the wonders of the mineral world.

ARTICLE II: MEMBERS

Membership shall be open to all individuals upon payment of dues regardless of age, race, religion, sex, or national origin.

A. Membership Classifications:

1. Regular: Regular membership shall include an entire family (a family consists of couples and dependents living in the same household) or a single person at least 18 years of age. All regular members 18 years of age or older shall have 1 vote. Minors must be accompanied by a parent or guardian.

a. All members are recommended to volunteer a minimum of 16 hours each year.

2. Life member: A person awarded lifetime membership by the Board for outstanding achievement or meritorious service for the Corporation, and shall have all rights of a regular member without payment of any dues. Each life member shall have 1 vote.

3. Honorary Member: A person awarded by the Board for special service to the Corporation. Honorary members shall not pay dues or have any voting rights.

B. Membership Qualifications: Membership constitutes an agreement between the member and Rogue Gem & Geology Club (RGGC), Inc. to conduct business and fraternity in a clear, thoughtful, and respectful manner. All shall continue in good standing until the

member stops paying dues, resigns from, or is suspended by vote of the Board. Expulsion is by a majority vote of the members present at a general meeting. No proxy or absentee voting.

- C. Dues: Dues are paid on a calendar year basis from September 1 through August 31. The dues for all members shall be determined by vote of the Board. Dues may be amended as determined by a quorum of the Board.
- D. Termination, Suspension, or Expulsion
 - 1. Nonpayment of dues will terminate membership within 60 days following September 1st. (November 1st.) each year.
 - 2. The Board must approve reinstatement for anything other than nonpayment of dues.
 - 3. Charges of dishonesty, acting against the principles or the purposes of RGGC, Inc. and/or injuring the reputation or professional standing of a member may be sent to the Board in a written statement signed by at least (1) active member.
 - (a) The accused member shall be notified in writing of the charges and be allowed a meeting to defend himself/herself before the Board. The notification should be sent 15 days before the said Board meeting.
 - (b) The member may be suspended by a Quorum vote of the Board. No Proxy or absentee voting.
 - (c) A vote of a majority of the members present at a general meeting is needed for expulsion. No proxy voting or absentee voting.
- E. Annual Meeting: The annual meeting of the members shall be held at the August meeting at a place to be determined by the Board.
- F. General Meetings: A meeting of the club membership shall be held monthly on the first Wednesday with exception of the December meeting which is the annual Christmas Party. The President shall preside over the general meeting.

- a. The secretary will record the minutes of the general meeting and they will be published in the following month's Gems of the Rogue newsletter.
- b. The majority of members present will determine a quorum for business decisions.
- c. Order of Business for a general meeting:
 1. Pledge of Allegiance
 2. Acceptance of last month's minutes as published in the newsletter and on the web site.
 3. Treasurer's report
 4. Report from Committees
 5. Old Business
 6. New Business
 7. Member comments
 8. Hospitality
 9. Share table
 10. Rock of the month
 11. Program or presentation
 12. Adjournment

ARTICLE III: BOARD MEMBERS

1. All affairs of this corporation shall be managed by the Board.
2. Any member in good standing may attend the regular Board meetings. Emergency or Special meetings may be closed to insure protection of privacy.
3. The Board will consist of 5 members. President, Vice President, Secretary, Treasurer, and Parliamentarian. Only one family member or business partner shall serve on the board at any given year. The Board members shall be elected at the August meeting and sworn in at the September meeting and will take office after that meeting.

4. The term of office shall be for 1 year. The Board member can be reelected. The Board shall be elected by the majority of the members present at the August meeting. NO proxy or absentee voting.
5. Removal: Any Board member may be removed with or without cause ORS 65.324. A Board member that has 2 unexcused absences of regular Board meetings will be removed.
6. Vacancies: Vacancies will be filled by a majority vote (3) of the Board until the next election is held.
7. Regular Board Meetings: A monthly Board Meeting shall be conducted on the 2nd. Wednesday of the month unless determined by the Board of needed change. If there is not a quorum of Board members present, the meeting is canceled and rescheduled.
- A. The President will preside over the meeting and act as Chief of the Board.
 - B. The Vice President shall act as President in the President's absence and do any service the President recommends.
 - C. The Secretary will record the minutes of General and Board meetings and they will be published in the newsletter. All meetings (including special and Emergency meetings) will be documented by written minutes to be kept by the secretary.
 - D. The Treasurer shall preside over the financial affairs of RGGC, Inc. and report to the Board at meetings.
 - E. Any motion, recommendation, or plan presented must be acted on or tabled for the next meeting for resolution as Old Business.
 - F. Meetings are guided by these bylaws and Oregon Nonprofit Corporation Handbook and ORS 65.
 - G. Three Members will constitute a Quorum for all Board actions.
 - H. The Board Members shall serve without compensation, but may be reimbursed by the Corporation for reasonable out of pocket expense incurred in rendering services for the Corporation.

- I. All projects relating to the club must have written consent from the Board.
 - a. No member shall use the name of the club in any outside activity without the Board's written approval.
- J. The Order of Business at Board Meetings may be as follow:
 - (a) Call to order
 - (b) Approval of the minutes
 - (c) Financial reports
 - (d) Committee reports
 - (e) Old Business
 - (f) New Business
 - (g) Membership comments
 - (h) Date and time of next meeting
 - (i) Adjournment

8. Special Meetings: A special meeting may be held on call and 48 hours of notice by the President or a majority of the Board. Emergency meetings may be called at the discretion of the President or majority of the Board.

9. Proxy Voting: There shall be NO Proxy Voting and no absentee voting.

ARTICLE IV: DUTIES OF THE OFFICERS

1. President: It shall be the duty of the President to call and preside at all meetings and sign, subject to prior approval of the Board, contracts, instruments, deeds, and obligations of/for the Corporation.
2. Vice President: Shall, in the absence of the President or the inability of the President to act, exercise the duties and powers of the President and perform such duties as may be assigned from time to time by the Board or the President.
3. Secretary: Is responsible for the following, which shall be performed in person or under the officer's supervision, safekeeping of all records including all meeting minutes and reports of the Board; prepare and distribute all notices and all minutes, post general meeting minutes

and Board meeting minutes in the club newsletter; maintain current records pertaining to the names and addresses of the Board members and perform any other duties as may be assigned the Secretary from time to time by the Board or the President.

4. Treasurer: The treasurer is responsible for maintaining complete records pertaining to all funds and assets of the Corporation; pay all obligations of the Corporation as approved by the Board or pursuant to the general direction of the Board including the signing of any checks drawn upon any bank account of the Corporation. Receive and disburse all funds of the Corporation; secure an audit of the books once a year, file state and federal paperwork each year, and perform such duties as may be assigned from time to time by the Board or the President.
5. Parliamentarian: counsels the organization on parliamentary law and rules of the organization. May assist with writing or amending the bylaws; makes sure meetings are run smoothly and in an orderly fashion and perform such duties as may be assigned by the Board or the President.
6. NOTE: All officers should have a list of duties and be responsible for keeping a notebook and passing it on to the next elected officer.
7. Vacancies: any vacancy of the Board shall be filled by a candidate appointed by a majority of the Board and shall serve for the remainder of the unexpired term.

ARTICLE V: COMMITTEES

- (a) Selection by the President: After the election of Board members, the President shall determine what standing committee shall be established during the year. Each chairperson shall be appointed not later than December 1st.
- (b) Standing Committees may include but not limited to the following:
 - (1) Events Coordinator
 - (2) Membership
 - (3) Claims
 - (4) Education

- (5) Shows
- (6) Sales
- (7) Wheel of Fortune
- (8) Newsletter Editor
- (9) Sargent of Arms

All Chairpersons are responsible for keeping records in a notebook and passing that information on to the next Chairperson. All Chairpersons are encouraged to attend and report at Board meetings.

- (c) The Committee Chair shall serve from that date for one year or until another person is appointed to that position.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is a volunteer officer of the corporation.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Corporation shall begin each September 1st. and end the next August 31.

ARTICLE VIII: RULES AND PARLIAMENTARY AUTHORITY

The Board may adopt operating rules for itself and any committees. All meetings of the board shall be conducted according to ORS 65 and Oregon Nonprofit Corporation Handbook as approved by the Board.

ARTICLE IX – AMENDMENTS TO BYLAWS

These Bylaws may be amended by an affirmative vote of not less than a majority of a quorum of the regular members at any regular or special meeting.

ARTICLE X – ADOPTION OF BYLAWS

These Bylaws, being amended bylaws, have been adopted by the members through majority vote of a quorum thereof at a duly noticed meeting thereof held the 6th day of APRIL, 2022.

The bylaws are available on our website. Paper copies will have a fee.

DATE SIGNED: 4-6-22

VICE PRESIDENT Trish Hepburn

Trish Hepburn

TREASURER Michelle Wheeler

Michelle Wheeler

PRESIDENT Susan Szabo

Susan Szabo

SECRETARY Jan Arnold

Jan Arnold

PARLIMENTARIAN Michael Field

Michael Field