

TULIP CITY GEM AND MINERAL CLUB

BYLAWS

ARTICLE I

Name and Organization

1. **Name.** The name of this Michigan non-profit organization shall be Tulip City Gem and Mineral Club (“*Organization*”).
2. **Organization.** The Organization is organized upon a directorship basis pursuant to the provisions of the Michigan Nonprofit Organization Act, being Act 162 of the Public Acts of 1982, as amended (“*Act*”).
3. **Principal Address.** The principal address of the Organization shall be P.O. Box 2082, Holland, MI 49422-2082

ARTICLE II

Nonprofit Purpose

1. **IRS Section 501(c)(3) Purposes.** The purpose or purposes for which the organization is organized are exclusively for charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“*Code*”), or corresponding provisions of any subsequent federal tax laws, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
2. **Specific Objectives and Purposes.** The Club is organized exclusively as an educational charitable organization for the purpose of developing interest in, and increasing knowledge of minerals, rocks, gems, fossils, and the lapidary arts, promoted whenever possible through family participation. This is facilitated through a newsletter, a meeting, a Junior program, field trips, hosting an annual show and providing academic scholarship assistance to geology students; doing all other things and exercise all corporate powers necessary to carry out the Organization’s purposes, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Organization Act, as amended (“*Act*”), subject to these Articles, these Bylaws of the Organization, and applicable law.

No part of the assets or net earnings of the Organization shall inure to the benefit of or be distributable to its Directors or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Organization shall in no manner be controlled or under the direction or acting in the substantial interest of any private individual, firm, Organization, partnership or association seeking to derive profit or gain there from or seeking to eliminate or minimize losses in any dealing or transaction with the Organization.

ARTICLE III

Membership

1. **Membership.** A member may hold office, vote at all general meetings, and serve on committees. Members are entitled to current publications of the club and participation in Club sponsored field trips. A voting member shall be sixteen years of age or older. No member will be allowed to serve as a dealer in the Annual Show.
2. **Family Membership.** Definition of a family is up to two adults and dependent children seventeen years of age and younger.
3. **Application.** A membership application must be filled out by anyone desiring to become an active member. The dues for the current year must accompany the application.
4. **Dues.** Annual dues are payable on or before December 31. Members in arrears will be dropped from the membership list on the first day of February.
5. **Annual General Membership Meeting.** The Annual General Meeting shall be held in the first quarter of the year to summarize the accomplishments and financial report of the organization. A quorum at the annual general meeting or any properly notified general meeting shall be the number of total members in attendance.

ARTICLE IV

Board of Directors

1. **Board of Directors.** The property, business, and affairs of the Organization shall be managed under the direction of its Board of Directors (“Board”). The Board shall also be responsible for any other business and affairs that are required or permitted to be undertaken by the Board under applicable law. Dues are set by the Board.
2. **Number and Qualification.** Each November of the Organization’s fiscal year, the general membership of the Organization shall elect, by majority vote, from the active members of the Organization, new Directors to serve as the Organization’s Board of Directors, which Board shall consist of not less than fourteen (14) nor more than twenty one (21) Directors. The President of the Organization shall automatically serve a second term as the Immediate Past President following his or her term as President.
3. **Director Positions.** The Directors of the Organization shall be the President, Vice-President, Secretary, Treasurer, Immediate Past President, Field Trip Coordinator, Historian, Junior Club Coordinator, Liaison, Membership Coordinator, Newsletter Editor, Show Coordinator, Social Coordinator, Webmaster, and two (2) Directors-at-Large.
4. **Election and Tenure.** All Directors shall be elected in connection with their directorship by a majority vote of the Organization’s membership. The same person may hold any two offices except President and Treasurer. The term of office of all Directors shall commence on January 1 of the next fiscal year following the November election, and continuing thereafter until their respective successors are elected or until their resignation or removal. Terms of office are unlimited. Directors shall serve a term of one (1) year or until a Successor Director has been elected or appointed, whichever later occurs. Exception being the office of President, in which case the Vice-President shall assume the duties of the office for the unexpired term. A successor Vice-President shall be appointed by the President with approval by a majority of the voting Board to fill that vacancy. Confirmation of the election or appointment of Directors shall be a part of the minutes of the Annual Meeting and any other meeting when vacancies on the Board are to be filled.

5. ***Vacancies.*** Whenever any vacancy occurs in the Board by reason of death, resignation, removal, or an increase in the number of Directors, upon appointment by the President, a majority of the Directors then in office shall approve a person to fill such vacancy for the unexpired term.

6. ***Resignation and Removal.*** A Director may be removed with or without cause at any time upon the affirmative vote of the majority of the Organization's membership. A Director may resign at any time upon providing the Organization with a written notice of resignation, which resignation shall be effective upon receipt by the Organization or at a subsequent time as set forth in the notice.

7. ***Additional Directors.*** The Board may recommend to the Organization's membership that it elect or appoint from time to time such additional Directors as are in the best interests of the Organization. Such Directors shall have duties as specified by the Board. In the case of an increase in the number of Directors, the Organization shall be required to ratify such appointment.

8. ***Annual Meeting.*** An Annual Meeting of the Board shall be held each year at such time and place as the Board may designate. The purpose of the Annual Meeting is to set goals, approve budget, and receive a year-end financial report from the Treasurer.

9. ***Regular Meetings.*** Eleven regular meetings of the Board will be held with notice at such time and place as the Board may designate. All meetings are open to the general membership. A Board Member unable to attend a Board meeting is expected to notify the President as far in advance as possible. A Board Member is expected to attend a minimum of 8 meetings during the fiscal year.

10. ***Special Meetings.*** Special meetings of the Board may be held at any time or place upon the call of the President, or by the President at the direction of not less than five (5) of the other Directors. Oral, electronic, or written notice of the time, place and purpose of all special meetings of the Board shall be given to each Director not less than two (2) days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all the Directors are present or if those not present submit a signed waiver of notice of the time and place of such meeting, either before or after the holding thereof.

11. ***Quorum.*** A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Except as otherwise provided in these Bylaws, actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board. Each Director position will have one vote, even if the position is held by more than one person.

12. ***Action by Unanimous Consent.*** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors consent thereto in writing or by electronic mail. The consents shall be filed with the minutes of the proceedings of the Board.

13. ***Rules of Order.*** All issues of procedure in the meetings of the Board shall be determined in accordance with Robert's Rules of Order, Revised Edition, unless otherwise provided in these Bylaws.

14. ***Compensation.*** Members of the Tulip City Gem and Mineral Club shall not receive compensation for their services as Directors.

ARTICLE V

Duties of Directors

It shall be the duties of the Directors to manage the business and affairs of the organization, promoting and working toward the accomplishments of its mission, vision, and goals; the disbursement of the organization's monies and disbursement of its property in fulfillment of the organization's

purpose, provided, however, that the fundamental and basic purposes of the organization shall not thereby be amended or changed and provided further that the directors shall not permit any portion of the net earnings or capital of the organization to inure to the benefit of any private individual.

Specific Duties of Directors:

1. **President.** The President shall supervise the operations of the Organization; shall preside at all meetings of the Board and General Membership; shall have general management and control of the business and affairs of the Organization subject to the control of the Board; and shall see that all orders and adopted motions of the Board are carried into effect. The President shall appoint, announce and activate the Nominating Committee by the August General Meeting of each fiscal year; appoint an annual auditing committee for the Treasurer's accounts, and appoint representatives, committee chairs, and delegates as may be needed, with the help and advice of the other Directors. The President shall give or cause to be given, notice of all meetings of the Board; shall also appoint a Budget Committee by the January Board meeting.

2. **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board shall prescribe. The Vice-President shall serve as Program Chairperson, and shall plan the activities for general meetings of the Organization. A Program committee may be appointed to aid the Vice-President.

3. **Secretary.** The Secretary shall record all votes and minutes of all Board and General Meetings in a book to be kept for that purpose. The Secretary shall have available for reference at Board meetings minutes of the three most recent years.

4. **Treasurer.** The Treasurer shall collect all monies due to the Organization and pay all bills presented with the approval of the Board. The Treasurer shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall render to the President and Board at the Annual Meeting of the Board, or whenever it may request, an account of all financial transactions of the Organization and of the financial condition of the Organization. Any and all funds received by the Organization shall immediately be deposited in the name and to the credit of the Organization in such accounts as may be designated by the Board. All checks drawn on the account of the Organization shall be signed either by the Treasurer or the President. The Treasurer's books shall be reviewed by the auditing committee and/or CPA appointed by the President in November of the Organization's fiscal year, presented to the Directors at their Annual Meeting, and the report published in the Organization's following newsletter.

5. **Immediate Past President** The Immediate Past President shall assist the Board in any way by using his or her experience and knowledge from the past year. The Immediate Past President shall chair the Budget and Nominating Committees.

6. **Field Trip Coordinator.** The Field Trip Coordinator shall plan and direct field trips for the Organization and shall present plans and information to the Board for approval and presentation to the membership.

7. **Historian.** The Historian shall keep a systematic file of past events and material records of the Organization on a year by year basis and in an organized manner.

8. **Junior Club Coordinator.** The Junior Club Coordinator shall plan and direct Junior Club activities and present plans and information to the Board for approval.

9. **Liaison.** The Liaison shall carry on official communication with organizations such as the MWF, AFMS and other clubs and shall provide communications from them to the Board of Directors.

10. **Membership Coordinator.** The Membership Coordinator shall maintain a current membership list; prepare name tags and have them available at club functions; greet guests and introduce new members at meetings.

11. **Newsletter Editor.** The Newsletter editor shall cause to be published a monthly publication entitled *The Tulip City Conglomerate*. This publication shall be sent to all active members of the Organization. This publication may be exchanged with other organizations as determined by the Newsletter Editor and may appoint assistants as needed.

12. **Show Coordinator.** The Show Coordinator shall direct all activities pertaining to the Annual Show and shall appoint and direct such committees as may be needed to further this work. The Show Coordinator shall request approval from the Board for projected income, expenditures and arrangements for the show.

13. **Social Coordinator.** The Social Coordinator shall set up and direct the committees for refreshments for all meetings of the Organization.

14. **Webmaster.** The Webmaster shall maintain all public information on the website, keeping it current, including the current issue of the *Conglomerate* and a current Membership Application. Present to viewers of the Website the picture of a Club that is active and appealing.

15. **Directors at Large.** There shall be two Directors-at-Large. Priority will be given to two new members or to members who have not previously served on the Board. Their duties shall be determined as needed throughout the year by the President.

ARTICLE VI

Committees of the Board

1. **Nominating Committee.** This Committee, appointed by the President, chaired by the Immediate Past President, and comprised of no less than three members, shall present to the membership a slate of one or more names for each directorship, except for the Immediate Past President. A complete list of candidates who have given their prior consent shall be printed in the October newsletter. Nominations from the floor may be presented, with the consent of the nominee, at the election meeting in November. Voting is to be by paper ballot on any contested directorship.

2. **Budget Committee.** This Committee, appointed by the President, chaired by the Immediate Past President and comprised of no less than three members, shall present to the Board of Directors a proposed budget at the Annual Meeting.

3. **Other Committees of the Board.** The Board shall, by a motion adopted by a majority of the Directors, designate other committees as it deems appropriate. Provided, however, that any committee of the Board shall be subject to such limitations as may be required by law, or imposed by adopted motions of the Board, and in any event, shall not have the power or authority to:

- a. Adopt an agreement of merger or consolidation;
- b. Amend the Bylaws of the Organization or any adopted motion of the Board;
- c. Fill vacancies on the Board.

4. **Procedure.** All other committees, and each member thereof, shall serve at the pleasure of the Board. The Board shall have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies therein, to change any member thereof, and to change the functions or terminate the existence thereof. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of

the committee. The Board shall designate the Chairperson of each committee. All such committees may be required to submit minutes of all meetings, which then shall be provided to the succeeding meeting of the Board for approval. Regular or special meetings of any such committee may be held in like manner as provided in these Bylaws for regular or special meetings of the Board, and a majority of any such committee shall constitute a quorum at any such meeting.

ARTICLE VII

Indemnification

Indemnification. The Organization shall, to the fullest extent now or hereafter permitted by law, indemnify any Director of the Organization (and, to the extent provided in an approved motion of the Board or by contract, may indemnify any Director) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director or is or was serving at the request of the Organization as a Director against expenses, including attorney fees (which expenses may be paid by the Organization in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

ARTICLE VIII

Fiscal and Administrative Provisions

1. **Fiscal Year.** The fiscal year of the Organization shall be January 1 through December 31, unless otherwise authorized by the Board.
2. **Financial Records.** The Organization's financial records shall be examined at least once every three years by a qualified source outside of the Organization excepting those accounts which have been publicly audited. All audit reports shall be submitted to the Board for approval.
3. **Contracts.** Contracts must be approved by the Board of Directors and signed by the President or the President's designated representative.
4. **Loans.** No loans shall be contracted on behalf of the Organization unless authorized by an approved motion of the Board.
5. **Checks, Drafts, etc.** The Treasurer or President of the Organization shall sign all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization.
6. **Deposits.** All funds of the Organization not otherwise employed shall be deposited in a timely manner to the credit of the Organization in such banks, trust companies or other depositories as the Directors may select.

ARTICLE IX

Conflict of Interest

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 corporation. 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, 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:

1. an ownership or investment interest in any entity with which the Tulip City Gem and Mineral Club has a transaction or arrangement,

2. a compensation arrangement with the corporation or with any entity or individual with which the Tulip City Gem and Mineral Club has a transaction or arrangement, or

3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Tulip City Gem and Mineral Club is negotiating a transaction or arrangement.

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

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 corporation 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 organization'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 someone has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the person 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 board's 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.

ARTICLE X

Non-Discrimination Policy

The Organization shall not discriminate on the basis of race, sex, age, handicap, religion, national or ethnic origin in its membership or in the administration of its programs.

ARTICLE X

Dissolution

Upon the termination or dissolution of the Organization, the Board shall, after paying or making provision for the payment of all liabilities of the Organization, distribute all assets of the Organization to an organization with similar purposes designated by the Board.

ARTICLE XII

Amendments

These Bylaws may be amended or repealed, or new Bylaws may be adopted in lieu thereof after:

1. Approval by the Board of Directors;
2. Followed by 30 day written notification to all members;
3. By the affirmative vote of not less than two-thirds (2/3) of the active Members voting;

Proposed changes that are not approved by the Board of Directors may be adopted by a three-fourths majority of the active members voting following a 30 day written notification to all members of the proposed changes.