

CONSTITUTION

Previous General Membership Approved Revisions – Jun. 1995, Nov. 1993, Sept. 18, 2019

ARTICLE 1: NAME

Section 1: The name of this organization, formerly Tri-Cities Lapidary Society Incorporated, shall be Capistrano Valley Rock and Mineral Club Incorporated (The Club).

Section 2: (*rev. 1995*) The name of this organization Capistrano Valley Rock and Mineral Club Incorporated shall now be South Orange County Gem and Mineral Society (The Club).

ARTICLE 2: PARLIAMENTARY AUTHORITY

Section 1: The rules contained in “Robert’s Rules of Order as Revised” shall govern the club in all cases to which they are applicable, as much as they are not inconsistent with the Constitution and By-Laws of the Club.

Section 2: A copy of “Robert’s Rules of Order as Revised” shall be kept by the immediate past-President, who shall be parliamentarian.

ARTICLE 3: OBJECTIVES

Section 1: The objectives of the Club shall be to stimulate interest in the earth sciences and lapidary arts by furthering the knowledge of its members and the public by dissemination of the methods, and procedures for the study, collection, and classification of rocks, minerals, and fossils, and the methods to cut, alter, fashion, and convert earth science specimens for lapidary purposes.

ARTICLE 4: MEMBERSHIP

Section 1: Types of Members

- A. **Voting Member:** All dues paying members shall be entitled to one vote on all matters of the club subject to vote, including elections, and shall be eligible to hold any office in the club.
- B. **Life Members:** Former dues paying members of the club may be elected to Lifetime Membership in recognition of their extraordinary service to the club. A Life Member shall be a voting member. Spouses of Life Members who have been active club members will also be considered Life Members. Dues shall not be required of Life Members.
- C. **Honorary Members:** Non-voting members may be elected to membership in the Club in recognition of services to the Club or to those arts and sciences associated with the objectives of the Club. Dues shall not be required of Honorary members.

Section 2: Gaining Membership

- A. **Voting Membership** in the Club may be gained by submitting an application and paying appropriate dues and sustained by paying yearly dues to the Club.
- B. **Life Membership** in the Club shall be by election by the majority vote of the members voting.
- C. **Honorary Membership** in the Club shall be by election by a majority of the members voting.

ARTICLE 5: OFFICERS AND DIRECTORS

Section 1: The officers of the Club shall be President, Vice President, a Recording Secretary, Corresponding Secretary and a Treasurer.

Section 2: The Officers shall be voting members of the Club in order to qualify for elections.

Section 3: The Board of Directors shall consist of the Officers, the immediate past-President of the Club, and three Directors elected at large from and by the voting membership.

Section 3.1: *(rev. 1993)* Lifetime Directors may be elected to the Board of Directors to honor past officers for their meritorious service. Such "Lifetime Director" designation shall not preclude the person from being elected to any office in Article 4.1, or other office serving the club.

Section 4: Specific Duties of Officers

- A. The **President** shall be the Chief Executive Officer of the Club and shall have the responsibility of overall direction of the activities of the Club. The President shall preside over all meetings of the members and of the Board of Directors. The President shall be ex-officio a member of all committees, except the Nominating Committee.
- B. The **Vice President**, in the absence or disability of the President, shall be vested with all the powers and shall discharge all of the duties of the President. They shall plan, arrange, and be in charge of all programs at membership meetings; they shall also discharge such other duties as may, from time to time, be delegated or assigned by the President or by the Board of Directors.
- C. The **Recording Secretary** shall keep and preserve the minutes of all membership meetings and meetings of the Board of the Club; and shall maintain such records and perform such other duties as may be designated by the President or by the Board of Directors.
- D. The **Corresponding Secretary** shall be in charge of letters, notices, and other communications to the Club, and shall report the same to the President and to the Board of Directors. The Corresponding Secretary may also reply to such communications as may be deemed appropriate or as directed by the President or

by the Board of Directors; and shall maintain such records and perform such other duties as may be designated by the President or by the Board.

- E. The **Treasurer** shall keep a written record of all moneys receives and all moneys disbursed by the Club and shall deposit all moneys received in a bank or financial institution designated by the Board. The Treasurer shall disburse such funds as approved by the Board of Directors and shall also discharge such other duties and maintain such other records as may be designated by the President or by the Board.

ARTICLE 6: COMMITTEES

Section 1: The President shall appoint such committees as they deem necessary to prosecute and carry out the objectives of the Club in the best interest of all the members. Such committees shall serve at the discretion of the President, however, the foregoing provisions shall not apply to a Nominating Committee, if such a Nominating Committee is provided for elsewhere in the Constitution or By-Laws of the Club.

ARTICLE 7: ELECTIONS

Section 1: All of the elections of the Club may be conducted orally or by written ballot as may be determined from time to time by the Board and election to office and to the Board of Directors, shall be by majority or plurality vote, as the case may be, of the voting membership present.

- A. The Board, at the September meeting, shall appoint a Nominating Committee consisting of three voting members who shall prepare and present to the President, prior to the October membership meeting, a slate of Officers, Directors and Committee Chairs to be voted upon at the November meeting.
- B. At the October membership meeting, the President shall announce the slate presented by the Nominating Committee and shall announce that such slate and any nominations made from the floor will be voted upon at the November membership meeting.
- C. Officers, Directors and Committee Chairs shall be elected at the November membership meeting and shall take office at the first meeting of the Board of Directors the following January, and they shall serve such offices for a term of two years.
- D. Election of all Officers, Directors (at large) and Committee Chairs shall be by a plurality vote of the voting members present. If there are no nominations from the floor, and each nominee as presented by the Nominating Committee is not contested, it is permissible to have a motion made, seconded, and passed to have the Recording Secretary cast a unanimous ballot in favor of each nominee presented by the Nominating Committee.
- E. Three Directors shall be elected at large at the November meeting of the members and shall serve for three-year terms following the November election. Said terms shall be so arranged that no more than one Director at large shall be elected in any one year, except for the first year, and except to fill vacancies other than expiration of term.

- F. *(rev. 1993)* The Lifetime Director(s) shall be elected by nomination to the Board of Directors. This nomination shall be announced at a general meeting and election held at the following monthly meeting. A two thirds (2/3) majority of members present shall be required.
- G. Notwithstanding, the general rule of Lifetime Directors shall serve until the person submits written resignation or Directorship is eliminated by a vote of the voting members.

Section 2: Officers generally should serve no more than two, two year terms, but in absence of a nominee or volunteer for a position, then an officer may continue to serve until such time as a voting member of the club stands for the position and is elected.

ARTICLE 8: MEETINGS

Section 1: The regular meetings of the Club shall be held on the third Wednesday of each month at such place as shall be designated by the Board of Directors or by the President. If the Board of Directors or the President should designate a change in place for a meeting, such other place should be announced at the preceding regular meeting, if practicable, and adequate prior notice should be given to each member.

Section 2: Special meetings of the Club may be called from time to time by the President, by a majority vote of the Board of Directors, or shall be given to all voting members at least seven days prior to the date of such a special meeting.

Section 3: The Board of Directors shall meet at least once a month at a date, time, and place to be selected by the Board at the prior meeting of the Board.

ARTICLE 9: AMENDMENTS

Section 1: Amendments to this Constitution may be made at any regular meeting of the members, or at any special meeting of the members specifically called for that purpose.

Section 2: Amendments shall originate with or be submitted to the Board of Directors, and notice of any proposed amendments shall be read at the meeting of the members prior to the meeting at which time, the proposed amendments will be presented for action; or the proposed amendments shall be stated verbatim in the notice of the meeting at which the amendments will be presented for action.

Section 3: Voting on the adoption of any proposed amendments may be orally or by written ballot, as specified by the Board of Directors and stated in the notice of the meeting. An affirmative vote by two thirds (2/3) of the voting members present shall be sufficient to adopt an amendment or amendments.

ARTICLE 10: DEDICATION OF PROPERTY

Section 1: The property of this corporation is irrevocably dedicated to the earth sciences and related purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer, or member thereof or the benefit of any private person. Upon dissolution or

winding up of the corporation, its assets remaining after payment or provision for payment of debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated for earth science purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 11: DUES AND FEES

Section 1: Dues of the Club shall be determined annually (and contained in the Operating Regulation) and will be due and payable by November 1st of each year.

Section 2: Dues and other fees may be increased, decreased, or added by solution of the Board of Directors, subject to majority approval by the voting members present.

Section 3: Members whose dues are not paid by January 1st will be delinquent and not included in the new list of members published in March.

ARTICLE 12: QUORUM

Section 1: A quorum for a meeting of the Board of Directors shall be a majority of the Board Members. The affirmative vote of the majority of Directors at any Board meeting at which a quorum is present shall be sufficient to carry any motion or take any other appropriate action.

Section 2: A quorum for a meeting of the members of the club shall not be less than thirty percent (30%) of the voting members. The affirmative vote of the majority of the voting members present shall be sufficient to carry any motion or take any other appropriate action.

ARTICLE 13: FISCAL YEAR

Section 1: The fiscal year shall be the calendar year, beginning January 1st and ending December 31st.

ARTICLE 14: AUDIT

Section 1: The Board of Directors shall provide for an independent audit of the received and disbursed funds of the Club.

Section 2: Such an audit shall be conducted annually by two voting members of the Club who are not currently officers or Directors, who shall be appointed annually by the Board.

Section 3: The audit shall be made so that a written record of the audit for the fiscal year will be available not later than April 1st of the following year. The audit record shall be read at the April meeting of members.

ARTICLE 15: MISCELLANEOUS

Section 1: The affirmative vote of one more than a majority of the Board of Directors shall be required to remove an officer of the club from office or to cancel a membership in the Club. An officer may be removed from office or a membership may be cancelled on the basis of a petition to the Board of Directors, signed by not less than two thirds (2/3) of the voting members of the Club.

Section 2: In the event of the resignation of any officer or Director, the remaining members of the Board of Directors, by majority vote, fill the vacancy or vacancies created by such resignations for the remainder of the term of such officer, and until the next membership election meeting in the case of a Director. Any officer who has moved out of the area or who fails to perform their duties for two consecutive months without making arrangements for a substitute or notifying the President of their temporary inability to perform their duties shall be deemed to have resigned, subject to action by the Board of Directors.

Section 3: In the absence of the President and Vice President the presiding officer at the meeting of the Board of Directors and members shall be the following order: Programs Chair, Field Trips Chair, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 4: The Board of Directors shall establish a set of Operating Rules, not covered by the Constitution or By-Laws. Operating Rules shall include the names and duties of standing committees, assignments, other than officers and Directors, and such other matters that may be appropriate.