

BYLAWS
OF
FRIENDS OF MINERALOGY
PENNSYLVANIA CHAPTER, INC.

Incorporating revisions through November, 2020

ARTICLE I

Name, Seal, and Offices

Section 1. The name of this nonprofit corporation is FRIENDS OF MINERALOGY, PENNSYLVANIA CHAPTER, INC.

Section 2. The seal of this nonprofit corporation is an inverted triangle with a smaller regularly aligned triangle inside it and dividing it into four equal triangles; the upper left triangle contains the capital letter 'F' oriented normally and in smaller all capital type, the word 'conservation' oriented parallel to the interior triangle's side; the upper right triangle contains the capital letter 'M' again oriented normally and in smaller all capital type the word 'preservation' aligned with the interior triangle's side; the lower outer triangle contains the letters 'Pa' oriented normally and in smaller all capital type the word 'education' aligned with the interior triangle's side; the interior triangular section contains a stylized line drawing of a beryl crystal oriented vertically, and centered at the base of the triangle.

Section 3. The principal office of the corporation shall be located at the Treasurer's principal address.

ARTICLE II

Membership

Section 1. Members of this corporation shall consist of each person who signed the Articles of Incorporation of this corporation and each person admitted to membership therein, pursuant to these Bylaws.

Section 2. Any individual who supports the purposes and objectives of this corporation may become a member of this corporation.

Section 3. Only members in good standing (those whose dues are currently paid in full or those who hold Life member status) shall be able to exercise the full membership rights of voting and holding office.

Section 4. Life* and Honorary* members may be elected by the Board of Directors.

Section 5. Any member may withdraw from the corporation by presenting a written resignation to the President, although dues will not be refunded in part or in full.

Section 6. Members shall not receive any salary for their services as such, and they shall not receive reimbursement for expenses related to their attendance at membership meetings. The only exception being allowances made to speakers at Chapter Symposia.

Section 7. Any member, director, or officer may be removed from membership and/or office by the affirmative vote, in person, or by proxy, of a majority of the full membership at any regular or special meeting called for that purpose, for conduct detrimental to the interests and objectives of the corporation. Any member, director, or officer proposed to be removed, shall be entitled to at least ten (10) days written notice by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE III

Meetings

Section 1. There shall be at least one regular annual meeting of the membership of the corporation.

Section 2. Any or all meetings of the members of the corporation may be held at any time and place as the Board of Directors shall from time to time direct. Electronic meetings conducted through use of Internet meeting services which support roll call voting and/or anonymous voting shall be valid meetings. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot. Meetings will be announced in the quarterly newsletter, or by written, e-mail or other electronic notice to the members.

Section 3. Special meetings of the members, other than those regulated by statute, may be called at any time by the President, or by a majority of the Board of Directors, or by a majority of the members of the corporation. Notice of a special meeting, stating the time, place, and purposes thereof, shall be provided to each member by the Secretary by written, e-mail or other electronic notice, or may appear in the newsletter.

Section 4. The act of a majority of the members at any meeting shall be the act of the full membership, except as may be otherwise specifically provided for by statute, the Articles of Incorporation, or these Bylaws.

Section 5. At every meeting of members, each member shall be entitled to one (1) vote, either in person or by proxy duly appointed by a written instrument subscribed by such member and dated not more than sixty (60) days prior to such meeting. All elections shall be had and all questions decided by a majority vote of the members present in person, by proxy, or by ballot in the newsletter.

ARTICLE IV

Dues

Section 1. Dues will be set by the Board of Directors for the following membership categories and these will be listed in the operating regulations; the rates may be changed by the Board of Directors, as necessary, without submission to a Bylaws change:

- A. Regular Membership
- B. Student Membership
- C. Senior Membership (sixty (60) years of age and over)
- D. Paid Life Member *
- E. Honorary Member *
- F. Family Membership (two or more family members listed under one name at one address)

Section 2. The fiscal year shall be from January through December.

Section 3. Dues are payable on February 1st of each year, to the Chapter Treasurer.

Section 4. Dues shall be delinquent on March 1st of each year.

Section 5. Members delinquent during any calendar year will be dropped from membership not later than December 1st. Members dropped for nonpayment of dues may be reinstated upon payment of delinquent dues for the year(s) or partial years they remained on the active roll of members. Active roll means receiving the newsletter and/or other benefits.

* Life member - defined as a full member with voting rights considered as either paid for life or given similar privileges by the Board of Directors; Honorary member - defined as a full member with the exception of voting rights.

Section 6. There will be no proration of dues with the exception of new members joining after September 30th; members joining after the September 30th date will be credited with payment of the following years' dues.

Section 7. \$5.00 of the Chapter dues will be forwarded to the National Treasurer for each member's National Dues. This amount is subject to change based upon actions of the National Board of Directors of the Friends of Mineralogy.

ARTICLE V

Board of Directors

Section 1. The business, property, and affairs of this corporation shall be managed by a Board of Directors composed of up to twelve (12) persons. All directors must be members, in good standing, of the corporation and shall be elected by a majority vote of members. (by ballot)

Section 2. Each director shall hold office for a term of three (3) years. The terms of the directors shall be staggered so that approximately one-third (1/3) shall be elected every year. At the initial election of directors, approximately one-third (1/3) shall be elected for a term of one (1) year, approximately one-third shall be elected for a term of two (2) years, and approximately one-third (1/3) shall be elected for a term of three (3) years.

Section 3. Any vacancy in the Board of Directors occurring during the year, may be filled for a term to last until the next annual meeting of members, by a majority vote of the directors then in office. At the next annual meeting of members, following the filling of a vacancy on the Board of Directors, an election shall be held for a director to fill the vacancy for the unexpired portion of the term, if any. Any director may resign at any time by presenting his written resignation to the Board of Directors.

Section 4. An annual meeting of the Board of Directors shall be held after the annual election of the directors. At each annual meeting, the directors shall elect a President of the Board and officers to serve a term of one (1) year. The President shall preside at all meetings. Electronic meetings conducted through use of Internet meeting services which support roll call voting and/or anonymous voting shall be valid meetings of the Board of Directors. An anonymous vote conducted through the designated Internet

meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 5. Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of two (2) directors

Section 6. Notice of all meetings of the Board of Directors shall be at least five (5) days written mail or electronic notice. Any director may waive notice of any meeting by written, e-mail or other electronic notice.

Section 7. At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum and the act of a majority of directors present at any meeting shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

Section 8. Directors shall not receive any salary for their service as such and they shall not receive reimbursement for expenses related to their attendance at Directors meetings unless allowed by resolution of the Board of Directors. Nothing herein contained shall preclude any director from serving the corporation in any other capacity and receiving compensation by any director or other officer for service rendered to the corporation outside of the usual duties of a director or other officer, in any amount authorized and fixed by the concurring vote of two-thirds (2/3) of all the directors.

Section 9. No director or other officer of the corporation shall be interested directly or indirectly, in any contract relating to the operations conducted by the corporation, nor in any contract for the furnishing of supplies thereto, unless authorized by the concurring vote of two-thirds (2/3) of the directors.

Section 10. Any director of the corporation may be removed as such director for cause by the affirmative vote of two-thirds (2/3) of all the members of the board of Directors at any annual, regular, or special meeting of the Board of Directors, at which said director shall have an opportunity to appear and be heard.

ARTICLE VI

Officers

Section 1. The Board of Directors, at their annual meeting, shall elect a President, a Vice President, a Secretary, and a Treasurer to serve until the next annual meeting of the Board of Directors, and it may choose such other officers, who must be members of the corporation, as the business of the corporation may require. A director may be elected to more than one office. Vacancies in any office may be filled, by a majority vote of the Board of Directors then in office, and serve until the next annual meeting of the Board of Directors.

Section 2. The officers shall perform the duties usually pertaining to their respective offices.

Section 3. The officers of this corporation shall not receive any salary for their services as such. Nothing contained herein shall preclude any officer from serving the corporation in any other capacity and receiving compensation therefor, with the same restrictions as those pertaining to the rest of the Board of Directors.

Section 4. Any officer of the corporation may be removed as such officer for cause, by the affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors at any annual, regular, or special meeting of the Board of Directors, at which meeting, said officer shall have the opportunity to appear and be heard.

ARTICLE VII

Committees

The President is empowered to appoint committee members, subject to approval by the Board of Directors.

ARTICLE VIII

Rules of Order

Except where it conflicts with statute, the Articles of Incorporation, or these Bylaws, Robert's Rules of Order (latest version) will govern the conduct of activities of this corporation.

ARTICLE IX

Exempt Activities

Notwithstanding anything contained herein, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.

ARTICLE X

AMENDMENTS TO BYLAWS

Section 1. Amendments, supported by ten (10) percent of membership, to the articles of Incorporation, or to these bylaws, shall be made only on a majority vote of all members.

Section 2. Ballots for amendment shall be mailed to all members in good standing, not more than forty (40) and not less than thirty (30) days before the voting date.

Section 3. With each ballot shall be mailed a copy of the proposed amendment(s), the section(s) proposed for amendment and a brief statement by the proponents and opponents, if any, of the reasons for and against the amendment(s).

ARTICLE XI

RECORDS AND DOCUMENTS

ARTICLE XII

OPERATING REGULATIONS

The Board of Directors will formulate a set of operating regulations in agreement with and conforming to National and PA Chapter bylaws.

This version compiled December, 2020, by
David C. Glick, FM-PA Chapter Secretary

2020 CHANGES APPROVED BY MAIL BALLOT:

Articles III sect. 2 and 3 and V sect. 4 and 6:
Allow electronic meetings and voting, and electronic notice, for both Members meetings and Board meetings.

Article IV sect. 1: Family membership added.

DRAFT JUNE 29, 1996: ROLAND BOUNDS AND DOUGLAS RAMBO

This enterprise was undertaken due to the confusion of everyone involved as to the version (if any) of the bylaws presently in effect. Most changes were relatively minor as far as content and can be summarized as follows:

Article I -- The seal is described as it presently is shown on the cover of the FM PA Chapter Newsletter.

Article II -- Member in good standing is defined; Resignation without dues reimbursement is detailed; Speaker allowances for symposia are exempted from the reimbursement prohibition.

Article III -- Section requiring at least one annual meeting of the membership.

Article IV -- New dues categories proposed; life and honorary member defined; dues due and delinquent dates are stated; delinquent membership renewal delineated; last quarter new membership duration; National dues obligation detailed.

Article V -- Requirement for a Director to be a member in good standing.

Article VI -- Simplification of the term "severally" in one section; addition of the same qualifier of compensation for officers as is present under the director's section

Article X -- Addition of "member in good standing" to qualification of eligibility for bylaw amendment.

Article XI -- Details on record and document preservation and ownership.

Article XII -- Proposal to formulate operating regulations similar to and conforming with National's.

PURPOSES of the

Friends of Mineralogy - Pennsylvania Chapter from the
Articles of Incorporation filed September 27, 1976

The specific and primary purposes are: to operate exclusively for scientific and educational purposes in the field of mineralogy, including:

- a. to preserve and protect mineral specimens for teaching and study;
- b. to promote the conservation of valuable specimen localities and mining deposits;
- c. to encourage the collection and acquisition of minerals for their research and educational value;
- d. to advance programs of mineral study and educational activity of amateur mineral organizations;
- e. to promote the dissemination of information about minerals, mineral localities, collections, and mineralogical investigation.