

**ARTICLES OF INCORPORATION OF THE
GEM & MINERAL SOCIETY OF THE PALM BEACHES**

Revised 06/13

The undersigned subscribers to the Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

The term "Executive Committee" shall mean the governing body of the corporation and may be construed in any place where the term "Board of Officers" or "Board of Directors" appears.

ARTICLE I

NAME:

The name of the corporation shall be **GEM AND MINERAL SOCIETY OF THE PALM BEACHES, INC.**, and it shall maintain its office in Palm Beach County, Florida.

ARTICLE II

PURPOSE:

The general purpose of this corporation shall be:

- (a) To associate persons of the Palm Beach area of Florida, who are interested in Earth science, to work together as an organization in the gathering, cutting, displaying, and studying of rocks, shells, artifacts and any kind of Earth Science objects of interest to the individual and the organization and to promote community interest in these subjects.
- (b) To affiliate with various Federations of Mineralogical and Lapidary Societies in order to exchange knowledge and purpose and to exhibit specimens of their work and their collections either as individuals or as a group in regional and national competition.
- (c) To have an annual show for members and clubs affiliated with the American Federation of Mineralogical Societies in which they may publicly exhibit their displays.
- (d) To promote projects related to their interest in earth science as a public service, such as providing displays, speakers, instructors, etc., to schools or other groups where they will serve to enlighten and instruct, as well as amuse.

- (e) In the event of the dissolution of the corporation, all of its assets, property and funds shall be turned over to one or more non-profit organizations created for like or similar purposes, for the continuation of such projects as the corporation shall have commenced.

ARTICLE III

MEMBERSHIP:

The term member or member in good standing includes any person who has fulfilled the requirements for membership in said organization, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the constitution and bylaws of such organization.

- (a) Any person who is willing to take an active part in the activities of the corporation, to exhibit or display in the annual show, to serve on a committee or other club project, and to subscribe to the by-laws, is eligible for membership.
- (b) Any person eighteen (18) years of age or over, and claiming an interest in rocks, minerals and / or the lapidary and jewelry crafts may become a member of the Gem and Mineral Society of the Palm Beaches by submitting an official application form properly filled in and signed by the applicant.
- (c) Any person under eighteen (18) years of age shall be considered a Junior Member with the privilege of attending meetings without voting privileges, by submitting an official application form properly filled in and signed by the parent or guardian.
- (d) Any member whose attitude or conduct is considered detrimental to the welfare of the club or its individual members may have their membership terminated by a majority vote of the Board of Directors. Termination is effective immediately upon said vote of the Board. The terminated member shall be notified in writing by the Board and given 30 day in which to appear before the Board to petition for reinstatement.

ARTICLE IV

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS: The names and addresses of those subscribing to these Articles of Incorporation are:

Hykel N. Sarkes - President	1771 Highland Dr.	Juno, FL
James R. Daly - 1st VP	141 Wenonah Pl	W Palm Beach, FL
Hector Petretti - 2nd VP	1205 Crestwood Blvd.	Lake Worth, FL
Albert B. Dyer - Treasurer	522 54th St.	West Palm Beach FL
Paul A. Dreher - Chariman	290 Queen Ct	West Palm Beach FL
John Sewell	336 Pine St.	West Palm Beach FL
Stephen Sewell	336 Pine St.	West Palm Beach FL

ARTICLE VI

OFFICERS:

The names of the officers who shall serve until the first election are as follows:

President	Hykel N. Sarkes
1st Vice President	James R. Daly
2nd Vice President	Hector R. Petretti
Secretary	Eleanor Pfaff
Treasurer	Albert E. Byer

ARTICLE VII

MANAGEMENT OF THE CORPORATION:

The affairs of this corporation shall be managed by the Executive Committee which shall be the policy making body of the corporation.

- (a) The Executive Committee shall consist of no more than ten (10) members, five (5) of said members shall be the current officers, and the balance shall be an active Past President, the current Show Chairman, the current membership Chairman, the Editor of the Rockhound Newsletter, and the Shop Chairman. The person acting as Past President may hold no other office. The positions of Show Chairman, Membership Secretary, Newsletter Editor, and Shop Chairman are appointed by the Board and serve at the Board's discretion.

- (b) The duties of the Executive Committee shall be to transact necessary business between regular meetings of the corporation, approve plans of work committees and officers, authorize budgets and payments of funds, and submit reports of all of its activities to the membership.
- (c) Regular meetings of the Executive Committee shall be held each month not less than eight (8) days before the regular business meeting of the corporation. Special meetings may be held if called by the President or by a majority of the members of the Executive Committee.
- (d) A simple majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

ARTICLE VIII

ELECTION OF OFFICERS:

(a) The elected officers of this corporation shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

(b) Election shall be by ballot if there is more than one nominee for an office. If there is only one nominee for any office, it shall be in order to move and second that the SECRETARY cast the elective ballot of the corporation for the nominee. Only members in good standing may vote in the election.

(c) The Nominating Committee shall be 3 members in good standing (active for at least 2 years). They shall present a slate of prospective officers at the October regular meeting after having ascertained their willingness to serve, it elected. Their report shall be printed in the following November and December newsletters. Nominations may also be made from the floor at the November and December meeting. The Committee's report in the December Newsletter is to include any nominations made from the floor in November.

(d) Elections shall be held annually during the regular business meeting in December and officers shall assume their offices at the Executive Committee meeting in January. The officers-elect shall meet with the retiring officers, not later than two (2) weeks after the election to receive the books, materials and equipment of the corporation, and to make arrangements to assume their duties at the meeting in January.

(e) Elections shall be conducted according to the procedures outlined in Robert's Rules of Order. The President shall appoint three Tellers to conduct the election. Current members of the Executive Committee, the Nominating Committee and persons on the ballot shall not be eligible to serve as Tellers. The Tellers shall distribute, collect and count the ballots. After all ballots are received, the meeting will recess until the votes are counted. One Teller shall read the ballots aloud and the

other two Tellers shall each keep separate tallies. If the tallies are not equal, then the Tellers shall conduct a recount. If a ballot is marked in a questionable way, the tellers shall present the ballot to the President who will describe the questionable ballot to the membership, and a vote of the membership shall be taken to determine if the ballot should be counted and to whom to give credit for the vote. When the tally is completed, the Tellers shall present the results in writing to the President who will then read aloud to the membership the results of the tally. These results shall include the number of votes cast, the number of ineligible ballots, the name of each candidate, the number of votes each candidate received, and which candidates won the election. The results of the vote shall be entered into the minutes of the meeting. The ballots shall be kept for a minimum of 6 months, and all challenges to the results shall follow the procedures outlined in Robert's Rules of Order.

(f) Vacancies in any office shall be filled by appointment of the Executive Committee, and said appointee shall continue in that office until the next regular election of officers.

ARTICLE IX DUTIES OF THE EXECUTIVE COMMITTEE

PRESIDENT:

1. The President shall preside at all the regular business meetings of the corporation and of the Executive Committee.
2. a member ex-officio of all committees, except the Nominating Committee.
3. authorized to countersign all checks
4. Appoint the chairman of all committees, except the Executive Committee
5. Perform all duties usually pertaining to the office
6. The President may serve six (6) terms in a lifetime, but only two (2) consecutive terms at any time.

1st VICE PRESIDENT and 2nd VICE PRESIDENT:

The Vice Presidents shall serve as aides to the President, and perform the duties of the President in the event of his absence or inability to serve, according to their order. As aides to the President, the Vice Presidents shall perform such other duties as may be directed by the President or the Executive Committee. In addition to the above duties, the 2nd Vice President shall serve as the Society's Program Chairman.

SECRETARY:

1. The Secretary shall keep an accurate record of the proceedings of the regular business meetings of the corporation, special meetings, and all meetings of the Executive Committee, except field trips.
2. The Secretary shall attend to all communications pertaining to the business of the corporation.
3. Keep members informed of all correspondence written or received.
4. Notify members of their appointment to committees and notify members of the Executive Committee of the meetings of said committee.
5. The Secretary shall perform such other duties as may be directed by the Executive Committee.

TREASURER:

1. The Treasurer shall receive all monies of the corporation and disburse funds authorized by the Executive Committee.
2. Keep an accurate account of the receipts and expenditures, and shall be authorized to counter sign checks along with the President and/or the most recent active Past President.
3. Make a treasurer's report at each Executive Committee meeting and regular business meeting, and at any other time when requested to do so by the Executive Committee, either in person or by written report.
4. The Treasurer shall make an annual fiscal report at the January business meeting of the corporation.
5. An independent Auditor or Auditing Committee shall examine the Treasurer's accounts every two (2) years or when a new Treasurer is elected. If said Auditor or Committee is satisfied that the Treasurer's report is correct, a statement of the fact shall be attached to said report.
6. The treasurer shall prepare or arrange to have prepared by an outside accountant any State or Federal Tax forms for filing, if within budgetary constraints, as approved by the Board of Directors.

MEMBERSHIP SECRETARY:

1. Shall be responsible for maintaining an accurate roster of the membership.
2. Shall be responsible for collecting dues monies from current and prospective members

and forwarding same to the Treasurer

3. Shall be responsible for reporting to the Board of Directors at the monthly Board meeting all new membership applications.

NEWSLETTER EDITOR:

1. Shall be responsible for publishing and mailing twelve (12) newsletters per year.
2. Shall also be responsible for the publication of any special publications as deemed necessary by the Executive Committee.

SHOW CHAIRMAN:

1. Shall be responsible for overseeing the organization of the Society's annual show, keeping accurate records of income and expenditures, and submitting a written report to the Board at its January meeting.

SHOP CHAIRMAN

1. Shall be responsible to the Executive Committee for a report on shop activities and finances every month.

ARTICLE X MEETINGS:

- (a) Regular business meetings of the corporation shall be held on the third Thursday of each month, except for December which will be the 2nd Thursday, unless otherwise designated by the Executive Committee, provided that not less than five (5) days notice shall have been given to all members of any change of the existing time, place or date.
- (b) If the published time, place or date of meeting changes for an indefinite duration, the Secretary of the corporation shall notify the secretary of the Southeastern and Eastern Federations within thirty (30) days.
- (c) Twenty percent (20%) of the total members last reported to the Southeastern and Eastern Federations shall constitute a Quorum at a meeting and are authorized to conduct the business affairs of the corporation.

ARTICLE XI BY-LAWS:

The by-laws of the corporation are to be made, altered or rescinded by two-thirds (2/3) of the total membership of the corporation, either present at any regular meeting or by proxy vote, provided that the Executive Committee has previously

considered and approved the same, provided further that no vote shall be taken unless written notice shall have been mailed or delivered to each member of the corporation by use of the corporation bulletin or otherwise, at least two (2) weeks prior to the meeting at which the vote is to be taken. Said notice is to contain the text alteration or rescission thereof. Failure to mail or deliver such notice to all members shall not invalidate any action of the corporation provided a bone fide effort was made to communicate with each member. Mailing of such notice to the last known address or delivery to the member at a regular meeting shall constitute communication.

STANDING RULES:

The Executive committee shall form a set of standing rules, which will cover procedural instructions for officers and committee chairs. As per Robert's Rules of Order, these rules may be amended at any time by a simple majority attending any meeting and without advance notice. No changes made to the standing rules may supercede the society's Articles of Incorporation, By-Laws, or Robert's Rules of Order. The Standing rules should be published once per year in the Society's Newsletter, in the Membership Roster, and as an addendum to the By-Laws and Articles of Incorporation, or whenever changes are made.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION:

These Articles of Incorporation may be amended in the following manner:

By a two thirds (2/3) vote of the membership of this corporation present and voting at any meeting, provided that at least two weeks (2) prior to the meeting on which the amendment shall be voted on, there has been mailed or delivered to each member of the corporation by the use of the corporation bulletin or otherwise in writing, a notice setting out the proposed amendment or addition to the Articles of Incorporation as well as the original article to be amended.

ARTICLE XIII

RULES OF ORDER:

- (a) Roberts Rules of Order shall govern the deliberative meetings of the corporation.

Witness the hands and seals of the incorporators in Palm Beach County, Florida this 7th day of January, 1966.

Hykel N. Sarkes	President
James B. Daly	1st Vice President
Hector Petretti	2nd Vice President
Eleanor J. Pfaff	Secretary
Albert E. Byer	Treasurer
Paul A. Dreher	Chairman
John Sewell	
Stephen Sewell	

GEM AND MINERAL SOCIETY OF THE PALM BEACHES INC.
BY-LAWS TO THE CLUB'S ARTICLES OF INCORPORATION

Revised 03/2009

1. Membership fees shall be determined by vote of the membership at such time as deemed necessary to change.
 - A-Family membership for up to 2 (two) adults and children under 18 in a single household.
 - B-Single Adult membership 18 years of age or over.
 - C-Single Junior membership under 18 years of age.
2. General Meetings will begin at 7:30 PM sharp. All officers will be seated prior to 7:30 PM. (President 1st Vice President, 2nd Vice President, Secretary, Treasurer), in an area to be designated by the President.
3. A program will be prepared for each monthly meeting.
4. Members of the Executive Committee must attend either in person or by written report not less than eight (8) executive committee meeting in a one year period (January - December).
5. The Nominating Committee shall be 3 members in good standing (active for at least 2 years).
6. Newly elected officers will take office January 1st of each year.
7. The General Show Chairman will be a permanent member of the Executive Committee.
8. The Executive Committee will appoint a shop chairman who will be held responsible to the Executive Committee for a report on shop activities and finances every month.
9. The Gem and Mineral Society of the Palm Beaches, Inc. Will have a lending library. The librarian to be appointed by the Executive Committee.
10. All By-Laws will be kept as annex to the club's Articles of Incorporation.
11. Any changes to the By-Laws will be in accordance with Section XI of the Club's Articles of Incorporation.
12. The Gem and Mineral Society of the Palm Beaches will establish and maintain a Building Fund. The Building Fund monies shall be used for Maintenance of and upkeep of the Society's workshop building.
 - A-Money for said fund to be derived from not less than twenty percent (20%) of the net income of the Society.
 - B-All monies will be entrusted to the treasurer to be deposited in an interest bearing account, requiring the signature of the President, the Treasurer and/or the most recent active Past President for any withdrawal.
 - C-If the need arises for expenditures other than building/shop, monies may be transferred from the Building Fund with a two thirds (2/3) vote of the membership present, after the membership has been duly notified by the newsletter or special notice, not less than two (2) weeks prior to a regular meeting.

Standing Rules

As part of the revision that was adopted in September, 2009 of the Society's Articles of Incorporation, a Standing Rules committee was formed. Standing rules provide for the day-by-day operation of the Society. Procedures that are not covered in your bylaws, but are a general policy or way of operating for the Society, belong in standing rules. They do not supersede the Bylaws or Articles, but enhance them. The following were approved by the Board at its December meeting:

New members joining the Society in October, November or December are considered members for the balance of that year as well as the following. Program for the March or April and the December meeting will be a Member's Show and Sell.

Only members in good standing of the Society may use the shop. Members must either take a cabochon class or be certified by a shop steward to gain access to the lapidary saws, grinding/polishing wheels and kilns.

Events listed in the Rockhound calendar outside of the Society's activities are on a space available basis and if the editor feels they conflict with Society events or classes, they should be brought to the Board for discussion.

Candidates for office must meet the following requirements:

1. been an active member of the club for at least 1 year
2. be a member in good standing as defined in Article III of the Society's Articles of Incorporation

All past presidents will be considered Life members in the Society after completing a minimum of a one-year term.

President's Travel expenses to one of the two Federation annual conventions will be paid by the Society (budgeted at \$500 under Travel Expenses in the Society's budget). Reimbursement will be for travel (air or car), hotel, banquet tickets and Editor's breakfast if held. Additional expenses will be the President's responsibility. If a spouse accompanies the President, the Board needs to decide if spouse's expenses are to be covered.