

**Bylaws
of
Withlacoochee Rockhounds, Inc.**

Article I: Introduction and Definition

- Section 1: Withlacoochee Rockhounds, Inc. (hereinafter referred to as the society) shall mean and refer to the non-profit organization located in Hernando County, Florida and consisting solely of members interested in education, practice, and promotion of paleontology, archeology, geology, mineralogy, gemology, and the lapidary arts.
- Section 2: Members shall hereinafter refer to those persons current in their dues payments.
- Section 3: Objectives of the society shall be: to encourage and facilitate improvement in the art of cutting and polishing gem material; to increase knowledge in the properties, identification, and evaluation of gemstones, ornamental stones, other cutting material, and minerals; to cooperate with other lapidary societies in fostering the interests of gem cutters and societies in fostering the interests of gem cutters and collectors; to arrange and conduct field trips, and to facilitate collection of material for cutting and polishing; to provide opportunity for the purchase, exchange, and exhibition of specimens and gem material and to arrange for the exhibition and display of gems, gem material, specimens, and other art objects and handicrafts and to do all other things which may be deemed necessary or advisable to promote the foregoing objects or purpose.
- Section 4: Assets include, but are not limited to, (a) operating funds obtained from membership fees, dues, assessments, donations, gifts; (b) funds accumulated from society activities, sales, etc. designated as support for scholarships or promotion of the science of geology, mineralogy, gemology, or the lapidary arts; (c) any physical equipment or supplies belonging to the society and used in the pursuit of its objectives.
- Section 5: Operating and Scholarship-Promotional Funds shall be kept in separate accounts, which shall undergo an annual audit.
- Operating Funds shall be used for the general activities of the society as approved by the officers and Board of Directors.
- Scholarship-Promotional Funds shall not be used for general activities of the society. Income from the activities used to generate these funds may be used to defray expenses in conducting the activities.
- Section 6: Each member shall share equally in the ownership of any assets.
- Section 7: The fiscal year shall coincide with the calendar year.

Section 8: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Article II: Location

Section 1: The principal address of the society shall be in Hernando County, Florida at a designated address as specified by the Board of Directors and Officers.

Article III: Procedure

Section 1: The rules contained in "Robert's Rules of Order" shall govern the society in all cases in which they are not inconsistent with the Bylaws.

Article IV: Membership, Dues, and Assessments

Section 1: Membership in this society shall be divided into four (4) classes:
(a) Single Membership – boys and girls under the age of 18, of a parent holding this class are included.
(b) Family membership – includes husband, wife, and children less than 18 years of age.
(c) Junior Membership – boys and girls, 16-18 years of age, who do not have a parent who is a member of the society.
(d) Honorary Membership – granted to an individual for either exceptional accomplishment in the field of Earth Sciences, Lapidary Arts, or to a Scholarship Awardee. This class of membership has no voting privileges or annual dues.

Section 2: An applicant must complete and sign the required application and pay the required fee.

Section 3: All dues and fees shall be paid with the application for membership. In case of rejection, they shall be refunded.

Section 4: The amount of all dues and fees shall be determined by the Board of Directors, subject to approval by a two-thirds (2/3) vote of those present at a regular business meeting of the society.

Section 5: Dues shall be payable January 1st. Any member whose dues are in arrears for two (2) months shall forfeit membership.

Section 6: The initiation fee shall be as specified and shall be levied only once.

Section 7: Annual dues of the society shall be as specified.

Article V: Voting

Section 1: Each active member in good standing shall be entitled to one vote and the privilege of holding office.

- Section 2: Election of all officers and directors shall be by ballot, unless there are no nominees from the floor, or by petition, and the slate presented by the Nominating Committee is not contested; in which case, it is permissible to have a motion made, seconded, and passed by a majority vote to have the Secretary cast a ballot in favor of the presented slate.
- Section 3: Members satisfying the criteria for office (see section 4) may become candidates for the annual elections:
- (a) By being nominated by the Nominating Committee
 - (b) By submitting a petition to the Secretary, signed by at least 10 members, and at least 30 days prior to the election.
 - (c) Nomination and seconding from the floor prior to the voting.
- Section 4: In selecting nominees, the Nominating Committee shall observe the following criteria:
- (a) Nominee's interest in serving
 - (b) Nominee's qualifications should include the ability to make a contribution to the best interest and objectives of the society.
 - (c) Nominee must agree and be able to spend as much time as necessary in meetings and on committees and activities to carry out the objectives of the society.
 - (d) Nominee shall have been a member in good standing for at least one (1) year.
- Section 5: The Board of Directors shall review candidates selected by the Nominating Committee prior to their being approved and listed in the society bulletin.

Article VII Board of Directors

- Section 1: The Board of Directors shall be composed of the Executive officers, three (3) elected members, and the show chairman. The immediate past president shall be an ex-official member of the Board without voting privileges.
- Section 2: Subject to the provisions of these Bylaws, affairs of the business of the society shall be controlled and managed by the Board of Directors or its designated person or persons. Board members are selected to represent the best balance interests of the membership. Board members need not be a resident of Hernando County, Florida but must be a member of the society in good standing.
- Section 3: The term of office for elected Directors shall be three (3) years, with one new member elected each year.
- Section 4: The term of office shall begin at the first regular meeting in January.
- Section 5: All Board members shall hold office until the end of their term or until their sooner death, resignation, removal, or disqualification.

- Section 6: A Director's service may be comprised of any combination of partial-year, one-year, two-year, or three-year terms. However, a Director may be elected only twice and the total duration of the service shall not exceed seven (7) years regardless of whether or not it is continuous.
- Section 7: Board members may be removed from the Board at any time by a majority vote of the votes cast at a recall election at a regular or called meeting.
- Section 8: The Nominating Committee should provide at least two (2) names for each opening to be filled.
- Section 9: Should the Committee choose to nominate one of its members, the one so nominated shall resign from the committee.
- Section 10: In case a Director fails to complete a term of office, a replacement shall be appointed by the President and approved by the Board to complete the current year of the term. If this is not the final year of a three-year term, two vacancies will have been created for the next election – one for the partial remaining term.

Article VIII: Board Meetings

- Section 1: The Board shall hold regular meetings, date and location to be selected by the Board.
- Section 2: Special meetings of the Board may be called by any two (2) Board members or petition signed by at least ten (10) percent of the membership. Each such request must state in writing the purpose of the meeting.
- Section 3: A quorum shall consist of two-thirds (2/3) of the Board members.
- Section 4: The transaction of the business at a Board meeting, when legally called, shall be valid if a quorum is present.
- Section 5: Informal action taken by the Board is nevertheless Board action if written consent to the action in question is signed by all of the board members and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.
- Section 6: The minutes of each meeting shall be published in a timely manner. The minutes should included all motions made and indicated the votes cast.
- Section 7: Any society member in good standing may attend any meeting of the Board as an observer, but must notify the Board 72 hours in advance if such member wishes to make a presentation or a request directly to the Board.

Article IX: Officers

- Section 1: The officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may approve as necessary for purposes of the society.
- Section 2: All officers are elected by the society membership at its regular November meeting.
- Section 3: The elected officers shall be installed at the regular or dinner meeting in December and shall assume their duties at the regular meeting in January. The outgoing President shall make the necessary arrangements for the installation ceremony.
- Section 4: The President shall preside at all meetings of the society and of the Board of Directors.
- Section 5: The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence of disability of the latter.
- Section 6: The Secretary shall keep the minutes of all meetings of the society and the Board of Directors, and conduct the correspondence and maintain the records of the society as the Board may designate, and be prepared at all times to furnish information on all the rulings and transaction of their society and perform other duties as assigned by the Board of Directors.
- Section 7: The Treasurer shall keep all records of dues as well as other money received by the society. He/she shall deposit all society money in a financial institution designated by the Board of Directors, and shall pay all bills after they have been approved by the Board or by the officer or Director responsible for them. The Treasurer shall keep two (2) separate accounts for all receipts and disbursements from (a) general income and society activity, and (b) activities and costs associated with the scholarship and promotional programs of the society. The Treasurer shall present to the Board, when requested, and at each of its business meetings, a written report of all receipts and disbursements of the society since the last report. The Treasurer's books shall be audited at the end of each fiscal year by an auditing committee appointed by the Board. Further, the Treasurer shall be responsible for filling out and filing any Federal and State tax reports due each year. The Treasurer shall be bonded.
- Section 8: The President shall appoint Committee chairmen, subject to Board approval, as soon as possible after installation of office in December. Committees are established as needed to conduct the affairs of the society, as determined by the Board, with exceptions that an Audit Committee is needed annually, as is the Nominating Committee of three (3) members, which shall be announced at the September meeting. The Nominating Committee shall select its own chairman.

Section 9: All checks issued by the society must be signed both by the Treasurer and either the President or Vice President. The Board has the authority to designate alternate check signers to sign in the absence of one or more of the above.

Article X: Membership Meetings

Section 1: The regular meeting of the society shall be at a pre-determined location in Hernando County, Florida at 7:30 PM on a day and at a location designated by the Board as best suited to the majority of the general membership.

Section 2: The annual elections of the society shall be held at the regular November meeting.

Section 3: Notices of all meetings shall be listed in the society bulletin.

Section 4: A quorum for any business at any meeting of the society shall be the active members in attendance.

Section 5: Except as otherwise expressly provided by law or these Bylaws, the transaction of any business at a meeting of the society having a quorum present shall require an affirmative majority vote.

Section 6: The club shall maintain a current list of eligible voters. A roll call vote must be held on any vote if requested by an eligible voter.

Article XI: Books, Papers, Emblem, Seal

Section 1: The society shall publish a timely bulletin for its members. The name of the bulletin shall be "*Rock Talk*"

Section 2: The society emblem shall be as show below. It may be worn in the form of a pin or a patch, and be reproduced for use of society stationery, program literature, etc.



Article XII: Amendments

- Section 1: Except as proscribed by the society's Articles of Incorporation or applicable law, these Bylaws may be amended at a special or annual meeting of the society.
- Section 2: Amendments shall require a two thirds (2/3) majority of the quorum of members entitled to vote, present, or represented by proxy.
- Section 3: Any member may make a proposal for changes in the Bylaws by submitting the proposal in writing to the Board of Directors at least sixty (60) days prior to a special or annual business meeting in November.
- Section 4: The Board, at its discretion, may review the proposed change or assign it for study to an ad-hoc Bylaws committee for review and recommendation to the Board. If the Board and initiating party agree on the final working, the proposal will be presented to the membership for a vote. If agreement is not reached, both forms of the proposal (Board and initiator) will be presented to the membership.
- Section 5: Amendment to the Bylaws of this society must be sent in writing to all members at least seven (7) days in advance of the meeting at which time they will be voted upon. The revised Bylaws shall become effective immediately if carried by a majority vote a meeting with a quorum present.