

Eastern Federation of Mineralogical and Lapidary Societies, Inc. Bylaws

***Ratified and Adopted
21 October 2020***

ARTICLE 1: OPERATION

ARTICLE 1: SECTION 1A. The Eastern Federation of Mineralogical and Lapidary Societies (herein referred to as the "Federation" or "EFMLS") has been since its inception and will continue to be a service organization and as such each individual who accepts an elected or appointed position shall understand that they serve at the pleasure of the Member Societies and their constituents.

ARTICLE 1: SECTION 1B. The EFMLS shall maintain an electronic platform (i.e. website, other) in which at a minimum the platform shall contain the current governing documents of the organization and dedicated Federation email addresses to be utilized by all elected or appointed Officers and / or Chairpersons conducting official Federation business. All communication of the internal body of the Federation (Executive Committee, Officers, Chairpersons and Past Presidents) shall not be disseminated beyond the specific aforementioned groups. The Federation shall enlist an external independent auditor, CPA and attorney (as required by the nonprofit regulations of the state of incorporation, New York) versed in non-profit regulations to review the actions of the Federation to ensure compliance with the New York State Charities Commission.

ARTICLE 1: SECTION 1C. In the event of any conflict between the provisions of these Bylaws and the provisions of the Articles of Incorporation, the Articles of Incorporation shall prevail. (Per NY nonprofit laws as of 2014, there is no longer a Constitution requirement)

ARTICLE 2: MEMBERSHIP

ARTICLE 2: SECTION 2A. Membership in this Federation shall be open to all duly organized societies which are intended to foster interest in the earth sciences, lapidary, and related arts in Connecticut, Delaware, District of Columbia, Kentucky, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia and West Virginia. Former member societies in Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina and Tennessee that elected to remain in the Federation when these states were ceded to the Southeast Federation may remain members as long as active membership is maintained.

ARTICLE 2: SECTION 2B. Any earth science, lapidary, or gem society desiring admission to the Federation shall apply to their Regional Officer who will assist in preparing the formal application. The application shall then be submitted to the Regional Officer with applicable fees and dues. The Regional Officer shall then forward the application with appropriate recommendations to the Second Vice President for final approval or disapproval. If the application is not approved, all submitted fees and dues shall be returned.

ARTICLE 2: SECTION 2C. As a condition of being a member in good standing, each Member Society shall, when requested, furnish the Federation with the names of its officers, mailing address to which all Federation communication is to be sent, meeting place and meeting time, and shall correct this information within a reasonable span of time.

ARTICLE 2: SECTION 2D. Membership in this Federation, includes membership in the American Federation of Mineralogical Societies (AMFS).

ARTICLE 3: CODE OF CONDUCT; CONFLICT OF INTEREST

ARTICLE 3: SECTION 3A. All EFMLS Chairpersons, Executive Committee Members, Officers and Past Presidents are charged to uphold a Duty to Care, a Duty to Loyalty and a Duty to Obedience to ensure that the organization complies with applicable laws and regulations, its mission and its internal governance documents and policies; to be familiar with the organization's finances and activities and to participate regularly in its governance. In carrying out this duty, each individual who accepts an elected or appointed position must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use in similar positions and under similar circumstances; to act in the interest of the corporation.

ARTICLE 3: SECTION 3B. The Federation hereby adopts a conflict of interest policy that complies with the requirements of New York State law 715-a and shall require all directors, officers and key persons to complete and submit disclosure forms as and when required by law.
Conflict of Interest Disclosure – Any office holder, whether elected or appointed, who is engaged in a commercial activity who stands to benefit in a directly personal or financial manner from their association with the Federation or the Federation's activities must disclose and annually submit such disclosure of their commercial activity and must recuse themselves from speaking or voting on any topics that they may personally benefit from.

ARTICLE 4: OFFICERS

ARTICLE 4: SECTION 4A. The Officers of the Federation shall be a President, First Vice President, Second Vice President, Treasurer and the Chairperson of the Past Presidents Advisory Council. The Officers constitute the Executive Committee. As part of these officers' duties, they are individually and collectively required to create, distribute, maintain and submit to the Archivist, within thirty (30) days of the event that precipitated the record, either physical or electronic records. All officers and chairpersons who are engaged in the business of the EFMLS shall bear in mind that the records / documents that are generated in the performance of such duties are the property of the EFMLS and as such original records are required to be in the possession of the Archivist, to be stored in a central repository and for the documentation to be readily available to any officer who may need access. Copies of these records / documents may be made to be retained by the individual officers or chairpersons, if needed for the completion of their duties.

ARTICLE 4: SECTION 4B. The President shall be the Chief Officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall appoint the co-chairpersons and members of all committees of the Federation, excepting where otherwise designated in the Operations Manual. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors. The President is the Chairman of the Board of the Directors and conducts the meetings of the Board.

ARTICLE 4: SECTION 4C. In the absence or disability of the President or when so directed by the President, the First Vice President may perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as may be assigned by the Board of Directors or the President. The specific duties of the First Vice President are delineated in the Operations Manual.

ARTICLE 4: SECTION 4D. The Second Vice President is the elected officer who, in the absence of the First Vice President assumes the duties of the office of the First Vice President. The specific duties of the Second Vice President are delineated in the Operations Manual.

ARTICLE 4: SECTION 4E. The Secretary shall record minutes of the meetings of the Executive Committee, the Board of Directors and the Annual Meeting in a book or books or by current prevailing technology to be kept for that purpose. The Secretary shall see that required notices of meetings of the Executive Committee, the Board of Directors and the Annual Meeting are given and that all records and reports are properly kept and filed by the Corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors or the President.

ARTICLE 4: SECTION 4E1. The Secretary shall submit the recorded minutes of all meetings that fall under their purview to the attendees of said meeting for their review and approval within thirty (30) days of the meeting. If the current prevailing technology allows for the ability to have automatic transcription of recorded meetings, the Secretary shall ensure that those transcriptions are submitted to the attendees of such meetings as outlined previously. The Secretary shall provide to the Archivist original records / minutes within thirty (30) days of each event.

ARTICLE 4: SECTION 4F. The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation and to endorse checks, drafts and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Treasurer determines to be in the best interests of the Federation. The Treasurer shall disburse funds / payments as authorized by the President. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors or the President. The Treasurer shall be a participating member of and included in any committee that has budgetary discussions, decisions and / or dealings with the monetary interests of the Federation. The Treasurer shall also work and cooperate with the independent Auditor for an annual review of the financial transactions of the Federation.

ARTICLE 4: SECTION 4G. The Regional Officers shall comprise the Nominating Committee. The Regional Officers' primary responsibility shall be to provide better services to the member societies. Each region shall have a Regional Officer who shall appoint as many Area Ambassadors as are needed.

ARTICLE 4: SECTION 4H. No officer of the EFMLS may hold more than one (1) elected office, or more than two (2) co-chair positions concurrently.

ARTICLE 5: BOARD OF DIRECTORS

ARTICLE 5: SECTION 5A. The President (Chief Executive) of each member society shall, ex-officio, be a Director of the Federation (President Director). The Board of Directors is the governing body of the EFMLS and the President of the EFMLS is the chairman of the Board of Directors.

ARTICLE 5: SECTION 5B. The Board of Directors shall consist of the President Directors of each Member Society and the Executive Committee. The Board of Directors shall have the power to take any action that is in accord with the Bylaws.

ARTICLE 6: EXECUTIVE COMMITTEE

ARTICLE 6: SECTION 6A. The Executive Committee (as prescribed by NY nonprofit law, there is only ONE board, the Board of Directors) of the Federation shall consist of the Executive Officers, the Chairperson of the Past Presidents Advisory Council. The President of EFMLS shall be the Chairperson of the Executive Committee, in order to serve as the conduit between the Board of Directors and the Executive Committee.

ARTICLE 6: SECTION 6B. The function of the Executive Committee of the EFMLS shall be to carry out, oversee and ensure the implementation of the directives and actions of the Board of Directors.

ARTICLE 6: SECTION 6C. The Executive Committee shall not have the power to elect officers, amend the Bylaws, nor to incur any liability or authorize any emergency expenditure in excess of (two-hundred dollars) \$200.00 above the approved budget.

ARTICLE 6: SECTION 6C1. Not-for-profit corporation law specifies a number of other things that an Executive Committee cannot do:

- (1) The submission to members of any action requiring members' approval under this chapter.
- (2) The filling of vacancies in the board of directors or in any committee.
- (3) The fixing of compensation of the directors for serving on the board or on any committee.
- (4) The amendment or repeal of the by-laws or the adoption of new by-laws.
- (5) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.
- (6) The election or removal of officers and directors.
- (7) The approval of a merger or plan of dissolution.
- (8) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction.
- (9) The approval of amendments to the certificate of incorporation.

ARTICLE 7: MEETINGS

ARTICLE 7: SECTION 7A. A meeting in this Article shall be defined as, the Annual Meeting (defined by New York Not-For-Profit Corporation Law 603.b as “*a meeting of the members shall be held annually for the election of directors and the transaction of other business...*”), a Board of Directors Meeting, or an Executive Committee Meeting. Meeting shall be conducted either physically, electronically / virtually, via streaming media or by currently available technology, where all Officers can actively participate (able to hear and be heard simultaneously, in an orderly manner) in the meeting. At such meeting electronic voting shall be allowed for all participants who are eligible to vote.

ARTICLE 7: SECTION 7B. In the event of unforeseen, unanticipated and / or extraordinary circumstances, flexibility is allowed for scheduling and the format of meetings in order to continue to conduct business as near to normal as is possible.

ARTICLE 7: SECTION 7C. The President shall appoint an independent Professional Registered Parliamentarian for the Annual Meeting and any other meeting the President shall deem to be official.

ARTICLE 7: SECTION 7D. All meetings shall be conducted in accordance with a written agenda prepared by the President or Executive Committee Chairperson and published by the foregoing Officers and / or the Secretary, five (5) days prior to the scheduled meeting.

ARTICLE 7: SECTION 7E. The Federation shall hold four (4) quarterly Board of Directors meetings each calendar year and the Annual Meeting shall be the 2nd meeting held. Any action that is permitted under these bylaws, including any action that is permitted for the Board of Directors or Executive Officers, may be taken at any

quarterly meeting.

ARTICLE 7: SECTION 7E1. Each Member Society President, who is the Director can attend or designate a Proxy Officer to represent the Member Society at any quarterly meeting. Each Member Society is entitled to one vote and no President may have voting rights for more than one Member Society. Each Member Society has the responsibility to inform the First Vice President, Second Vice President and Secretary, of the names of its Director or their designated Proxy Officer who expect to attend any quarterly meeting at least ten (10) days prior to the meeting date. Only the Member Society President shall be entitled to vote, pursuant to New York State Not-For-Profit laws prohibiting proxy voting.

ARTICLE 7: SECTION 7F. The President may call a meeting of the Board of Directors or the Executive Committee or a special member meeting, when necessary, by notifying the members of the date, time, and place at least fifteen (15) days prior to the meeting.

ARTICLE 7: SECTION 7G. The President may elect to poll the Board of Directors, Executive Committee or the members of the organization by mail or electronically, stating clearly the issue to be voted on and the required date for returning the vote, and shall notify the Federation of the result.

ARTICLE 7: SECTION 7H. A quorum for a Federation meeting shall be twenty (20) percent of the Member Societies that are eligible to vote and are represented by a Director or their Proxy Officer. A quorum for a meeting of the Executive Committee shall be four (4) Executive Officers.

ARTICLE 7: SECTION 7I. Any Member Society constituent may attend any meeting and, at the discretion of the President, may be allowed to speak to issues, but may not be allowed to make motions or to vote.

ARTICLE 7: SECTION 7J. In the event of a tie, the President shall cast the tiebreaking vote.

ARTICLE 7 SECTION 7K: The President shall appoint an independent auditor for the purpose of tallying the votes from any "official" meeting.

ARTICLE 8: ELECTIONS, TERMS, AND TERM LIMITS

ARTICLE 8: SECTION 8A. The Officers shall be elected at the Annual meeting. At the close of nominations for each office, if there is only one nominee, the President shall declare that person elected and if there is more than one nominee, voting shall be by secret ballot.

ARTICLE 8: SECTION 8B. The President shall be elected for a term of two (2) years only and no President may serve more than one (1) term. The First Vice President, Second Vice President, Treasurer, the Assistant Treasurer and Secretary shall be elected for a term of two (2) years and may be elected to one consecutive / successive term.

ARTICLE 8: SECTION 8C. The term of office of all officers, shall begin on the first day of November following their election and end on the last day of October of the appropriate year.

ARTICLE 8: SECTION 8D. The Assistant Treasurer shall be elected for a two-year term and may be elected for one (1) successive term. The election shall be held in even years, while the Treasurer shall be elected in odd years, to allow for an overlap of terms of office to ensure continuity of operations. In the absence or disability of the Treasurer or when so directed by the President, the Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer shall perform such other duties as may be assigned by the Board of Directors or the President.

ARTICLE 8: SECTION 8E. The Regional Officers shall be elected for a two-year term and may be elected for one

(1) successive term. The elections for odd numbered regions shall be held in odd years and for even numbered regions in even years.

ARTICLE 8: SECTION 8F. Service in an office to fill an unexpired term shall not be considered as having served a term in that office in determining eligibility for election to that office.

ARTICLE 8: SECTION 8G. Any Officer derelict in their duties or whose conduct is such that it is considered detrimental to the welfare or reputation of the Federation may be removed from office by the two-thirds affirmative vote of the Board of Directors. Action shall be initiated by the Executive Committee by notifying the Officer of the charges, allowing sufficient time for the officer to respond and recommending action by the Board of Directors. The vote shall be taken by secret ballot.

ARTICLE 9: COMMITTEES

ARTICLE 9: SECTION 9A. With the exception of the Corporate committees, the President may establish or eliminate committees as required by the needs of the Federation. All committees, unless otherwise specified in the Operations Manual, should have at least three members including the co-chairpersons.

ARTICLE 9: SECTION 9B. Standing committees shall include, but not be limited to: Elections, Nominating, Past Presidents and Wildacres. Each Standing Committee shall designate their own co-Chairpersons from within their members. The duties of each committee are delineated in the Operations Manual.

ARTICLE 9: SECTION 9C. The Nominating Committee shall consist of the eight (8) Regional Officers. The Immediate Past President shall be a full voting member of the committee and shall serve as temporary Chairperson until the committee selects co-Chairpersons.

ARTICLE 9: SECTION 9C1. The Nominating Committee shall prepare a roster of at least one candidate for each elective office to be filled and shall notify the Board of Directors of the roster when it is completed via timely distribution of the information. The roster should provide as extensive a geographical representation as is practical. The roster shall be distributed to the Board of Directors at least two months prior to the Annual Meeting.

ARTICLE 9: SECTION 9C2. The Nominating Committee's term of office coincides with the term of the Regional Officers.

ARTICLE 9: SECTION 9D. The Past Presidents of the Federation shall constitute the Past Presidents Advisory Council. The Council shall select its own Chairperson and act in an advisory capacity in the role of elder statesperson working closely with the current President where they may be of service in furthering the goals of the Federation. Membership on the Advisory Council shall be for life except upon resignation of the individual member.

ARTICLE 10: OPERATIONS MANUAL

ARTICLE 10: SECTION 10A. An "Operating Procedure" shall be prepared for each Officer, Committee and appointed position and shall be included in the Operations Manual. These procedures shall contain all suggested rules defining the duties and responsibilities for that office, committee or position. Each Committee is to have co-Chairpersons and the Operating Procedures shall include the number of members required, any special requirements for membership and method of selecting members. In certain cases, they may provide for a method of selecting the co-Chairpersons other than appointment by the President. The original and any revision shall be approved by the Board of Directors.

ARTICLE 11: DUES AND FEES

ARTICLE 11: SECTION 11A. Dues and fees will be included in a separate document called the Policies of the EFMLS.

ARTICLE 11: SECTION 11B. Dues and fees may be increased as necessary as determined by the Board of Directors.

ARTICLE 12: AFFILIATIONS

ARTICLE 12: SECTION 12A. This Federation is an affiliate member of the American Federation of Mineralogical Societies, Inc. (AFMS) and Member Societies of EFMLS are by association also affiliate members of AFMS.

ARTICLE 12: SECTION 12B. Annual dues to the AFMS shall be paid by this Federation as required by the AFMS.

ARTICLE 12: SECTION 12C. The President and First Vice President of EFMLS will serve as representatives to and become Directors of the AFMS. If the President and / or First Vice President are unable to attend an AFMS annual meeting, the President shall appoint an alternate voting delegate(s) for that annual meeting and so notify the AFMS Secretary. The alternate shall be, or have been, an Executive Officer of the EFMLS.

ARTICLE 12: SECTION 12D. The Federation may affiliate with other similar organizations upon a two-thirds vote of the Board of Directors at any scheduled Board of Directors meeting, provided that written notice has been given each member society at least one month (30 days) in advance.

ARTICLE 13: AMENDMENTS

ARTICLE 13: SECTION 13A. All accepted amendments to these bylaws must be submitted to the state of New York, in accordance with the nonprofit incorporation laws.

ARTICLE 13: SECTION 13B. Proposals for changes in the Bylaws may be formally proposed only by Member Societies, the Executive Committee, the Past Presidents Advisory Council, and / or by the Bylaws Committee of the Federation. The originator of such proposed amendment change shall include as part of their submission the reason(s) which necessitate the proposal.

ARTICLE 13: SECTION 13B1. All proposals must be presented in writing to the Bylaws committee at least 60 days prior to any meeting (physical or virtual / electronic) at which such changes may appropriately be considered.

ARTICLE 13: SECTION 13B2. The Bylaws Committee shall review all new proposals for clarity and compatibility with current Bylaws. If problems are found, the committee shall notify those submitting the proposal of the problem, within no more than two (2) weeks and suggest changes to correct the problem. If the committee and the originators cannot agree on a final proposal, the originators' proposal shall be submitted to the directors, as proposed, along with the Bylaws committee's objection.

ARTICLE 13: SECTION 13B3. The proposal shall be reviewed by legal counsel for correct wording and compliance with the nonprofit corporation laws of the state of New York before submitting to the Board of Directors. The Bylaws Committee shall submit all proposals to the Board of Directors with their reasons for the proposed change. All approved proposals shall be sent to all Directors and Officers. Proposals that are approved

by the Bylaws Committee shall proceed to the Board of Directors to be discussed and voted on at an appropriate time. Approved amendment proposals to the Bylaws need to be submitted to be incorporated in the agenda of the business meeting.

ARTICLE 13: SECTION 13C. Any Article or provision hereof must be amended by a two-thirds affirmative vote at any properly called meeting of the Board of Directors, provided that each member of the Board of Directors shall have been notified by the Bylaws Committee of the proposed change at least sixty (60) days prior to such meeting.