

EFMLS BYLAWS CHANGES ADOPTED AT THE ANNUAL MEETING IN SYRACUSE JUNE 2023:

Article I: Name

The name of this organization must be the Eastern Federation of Mineralogical and Lapidary Societies, Inc., hereinafter referred to as the "Federation".

Article II: Objectives

Section 1. To bring about a closer association of the Earth Science Societies in the Eastern part of the United States, and such other areas, domestic or foreign, which in the future may desire to affiliate.

Section 2. To cooperate with educational and scientific institutions or other groups engaged in increasing the knowledge and popular interest in Geology, Mineralogy, Paleontology, the Lapidary arts, and related subjects.

Section 3. To foster the cultural aspects of, and the comradeship engendered by, the study of subjects listed above.

Section 4. To hold annual conventions, unless otherwise agreed, with suitable programs and exhibits.

Section 5. To cooperate or affiliate with similar Federations.

Section 6. To provide means and arrange for the exhibition of collections at expositions, fairs, and other public gatherings.

Section 7. To assist in the formation of Earth Science Societies in localities where public interest justifies their formation.

Section 8. To establish and maintain a Federation which must be nonpolitical and noncommercial.

Section 9. To conduct its affairs without profit and to refrain from using its assets for pecuniary benefit of any individual, organization, or group.

Section 10. To devote all the assets, property, and funds of the corporation to the furtherance of the primary objects and purposes of the corporation. Its works, purposes, and objects are primarily educational, recreational, and social and are solely in the interests of the advancement of its Member Societies, of their members, and of the public along scientific and educational lines.

Section 11. To encourage and assist in the development of junior members of member societies in the Federation's plans, programs, and organizations. To initiate and promote projects whose goals are to promote participation by younger people in the activities of member societies.

Article III: Restrictions on Activities

Section 1. The Federation must not attempt to influence legislation by propaganda or otherwise.

Section 2. In the event of dissolution of the Federation, all its assets, properties, and funds must be turned over to one or more nonprofit organizations created for like purpose.

Article IV: Membership

Section 1. The organizations which joined the Federation on or before January 1, 1951, constitute the Charter Memberships.

Section 2. The Founding Societies and Charter Member Societies are as follows:

Founding Societies:

Mineralogical Society of the District of Columbia, Inc. Gem Cutters Guild of Baltimore, Inc.

The Lapidary Club of Washington, D.C., Inc.

(now the Gem, Lapidary, and Mineral Society of
Washington, D.C.)

Charter Societies:

Miami Mineral and Gem Society

Oxford County Mineral and Gem Association, Inc.

Rochester Academy of Sciences, Mineral Section

Newark Mineralogical Society, Inc.

North Jersey Mineralogical Society, Inc.

New Jersey Lapidary Society, Inc.

(Formerly Newark Lapidary Society)

Section 3. Membership in this Federation must be open to all duly organized societies that intend 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 provided active membership is maintained.

Section 4. Any earth science, lapidary, or gem society that seeks admission to the Federation must apply to its Regional Vice-President who will assist in preparing the formal application. The application must then be submitted to the Regional Vice-President with applicable fees, and dues. The Regional Vice President then forwards 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 will be returned to the organization.

Section 5. Each member society must, when requested, furnish the Federation with the names of its officers, the USPS mailing and electronic addresses to which all Federation mail and electronic communication is to be sent, meeting place and meeting time, and must correct this information within thirty days of any change.

Section 6. Any member society wishing to withdraw from the Federation must notify the Federation Secretary with a written notice signed by an officer of the withdrawing society. The Federation Secretary will then publish a notification of the withdrawal in the newsletter.

Section 7: A member society whose attitude or conduct is considered detrimental to the welfare of the Federation may be expelled by a majority vote of the Board of Directors. Thirty days prior to final action, the offending society will be notified that expulsion is being considered and must be permitted to present its case to the Board or to withdraw.

Article V: Regions

Section 1. To provide better services to the member societies, the Federation will be divided into numbered regions, the number, size and boundaries to be determined by the Board of Directors. Each region must have a Regional Vice President and the Regional Vice President may appoint as many Area Representatives as are needed.

Article VI: Officers

Section 1. The General Officers of the Federation must be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, an Assistant Treasurer, a Social Media Director, and an Editor.

Section 2. The Regional Officers must be the Regional Vice Presidents of each region.

Section 3. The Special Officers must be the General Show Chairman, the Immediate Past President, and the chairman or representative of the Past Presidents' Advisory Council.

Article VII: Board of Directors

Section 1. The Chief Executive of each member society must, ex -officio, be a Director of the Federation.

Section 2. The Board of Directors of the Federation must consist of the Directors, the General Officers, the Regional Officers, and the Special Officers.

Section 3. The Board of Directors must have the power to take any action that is in accord with the Bylaws.

Article VIII: Executive Board

Section 1. The Executive Board of the Federation must consist of the General Officers, the Regional Officers, and the Special Officers.

Section 2. The Executive Board must have all the powers of the Board of Directors to handle routine matters of the Federation and to handle non-routine matters that cannot be delayed until the next Board of Directors meeting. Non-routine matters include, but are not limited to, legal obligations, matters of financial concern, and time dependent opportunities to serve the goals of the Federation that will have an immediate and beneficial outcome for the Federation and / or its member clubs.

Section 3. The Executive Board does not have the power to elect officers, amend the Bylaws, nor to incur any liability or authorize any expenditure more than 33 1/3 per cent above the Board of Directors approved budget.

Section 4. The Executive Board must have the authority to fill any vacancy that might occur in any General Office until the vacancy for the unexpired term can be filled by election at the next annual meeting.

Article IX: Meetings

Section 1. A meeting in this article means the annual meeting, a Board of Directors meeting, or an Executive Board meeting.

Section 2. Robert's Rules of Order, Latest Edition, will govern all meetings. Note: In the event of a conflict between Robert's Rules of Order and the regulations governing the EFMLS in the state of its incorporation, the state and federal law and regulations and EFMLS Bylaws shall take precedence.

Section 3. The presiding officers must appoint a parliamentarian to assist in the conduct of the meeting. The parliamentarian is not entitled to a vote, but the person serving may vote if otherwise entitled to.

Section 4. All meetings must be conducted in accordance with a written agenda prepared by the President and published by the Secretary.

Section 5. The Federation must hold one meeting each calendar year, said meeting to be called the

annual meeting. The annual meeting may be an in-person meeting or hybrid in- person, teleconference, and virtual meeting, except in the event of an officially declared emergency. An "Officially Declared Emergency" may include but is not necessarily limited to cancellation of the event by the host venue or host club for reasons beyond the control of the EFMLS, restrictions imposed by the state, federal or local government due to some local or national emergency, and/or an act of God.

Any action that is permitted under these bylaws, including any action that is permitted for any board or officers, may be taken at the annual meeting. Each member society may send its President, who is a director, one Delegate, or an alternate for either or both, to the annual meeting. Directors and Delegates or their alternates are entitled to one vote each. Alternates may be a member of the member society. Any individual may serve as an Alternate for no more than one society. Each member society must provide written notification to the Secretary of the names of its director, Delegate, and/or alternates who expect to attend the annual meeting at least fifteen days prior to the convening date.

At any meeting, a Federation officer who holds more than one Executive Board office may have one vote for each office and one vote for each member society of which they are a director or delegate, or an alternate. Multiple votes do not need to be identical.

Any voting member of the Board of Directors or his/her duly authorized representative may attend in person, by telecommunication, by virtual or other means provided the meeting meets all other criteria for an official meeting including the following:

A. The meeting must follow the laws, rules, and regulations applicable to non-profit corporations as published by the state of incorporation of the EFMLS and guidelines contained in Robert's Rules of Order (RONR) latest edition for electronic meetings. Co-hosts should be appointed to monitor virtual attendees and assure that the meeting rules are followed.

B. The Secretary (or an alternate) will conduct a roll call of registered attendees at the start of the meeting. All votes under old and new business (except election of officers) must be by rollcall of the registered attendees. Election of officers shall be by secret ballot in the event of one or more nominations from the floor.

C. No person will be barred from attending the meeting.

Section 6. The President may call a meeting of the Board of Directors or the Executive Board, when necessary, by notifying the members of the date, time, and place at least fifteen days prior to the meeting.

A. If a declared emergency interferes with the annual meeting, an Executive Board meeting should be called within one calendar day.

B. Any Director or member of the Executive Board may request the President call a meeting of the Executive Board for a specific purpose. If the President does not comply with any such request, then with the approval of a simple majority of the Executive Board the First Vice President may do so.

Section 7. The President may elect to poll the Board of Directors or the Executive Board by mail or electronically (except for Bylaws amendments which must be done at a properly called meeting) instead of calling a special meeting. The Secretary must conduct the poll, clearly stating the matter to be voted on and the required date for returning the vote and will notify the President of the result.

Section 8. A quorum for the annual meeting shall be ten member societies that are represented by a director, a delegate or an alternate. A quorum for a meeting of the Board of Directors must be ten member societies represented by a Director. A quorum for the Executive Board must be members

representing ten Executive Board positions of which at least three must be General Officers. A quorum for a mail poll shall be the ballots returned by the required date.

Section 9. Any member of a member society may attend any meeting and, at the discretion of the presiding Officer, may be allowed to speak to issues, but may not be allowed to make motions or to vote.

Article X: Elections, Terms, & Term Limits

Section 1. The General Officers must 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.

Section 2. The Regional Officers must be elected by the member societies in their region in a mail election conducted by the First Vice President.

Section 3. The General Show Chairman shall be elected or appointed by the society hosting the convention.

Section 4. The term of office of all officers, except the General Show Chairman, shall begin on the first day of November following their election and end on the last day of October of the appropriate year. In the event an annual meeting or other election occurs later than the last day of October of any year, the incumbent officers shall continue to serve until their successors assume office. In the event the annual meeting takes place after October 31, new officers must begin their terms immediately following the annual meeting. The Annual Election of Officers must be conducted, by the means mentioned earlier, no later than December 31st of each year. The term of the General Show Chairman as an officer will coincide with that of the President who will chair the annual meeting at the convention for which the General Show Chairman is responsible.

Section 5. The President is elected for a term of one year and may be elected for one succeeding term.

Section 6. The First Vice President and the Second Vice President must be elected for a term of one year and may be elected to a succeeding term.

Section 7. The Secretary must be elected for a two-year term and may be elected for any number of successive terms. The election must be held in even years.

Section 8. The Treasurer must be elected for a two-year term and may be elected for any number of successive terms. The election must be held in odd years.

Section 9. The Assistant Treasurer must be elected for a two-year term and may be elected for one succeeding term. The election must be held in even years.

Section 10. The Editor must be elected for a two-year term and may be elected for any number of successive terms. The election shall be held in odd years.

Section 11. The Regional Vice Presidents must be elected for a two-year term and may be elected for any number of successive terms. The elections for odd numbered regions must be held in odd years, and for even numbered regions in even years.

Section 12. The Social Media Director must be elected for a two-year term and may be elected for any number of successive terms. The election must be held in even years.

Section 13. Service in an office to fill an unexpired term is not considered as having served a term in that office in determining eligibility for election to that office.

Article XI: Duties of Officers

Section 1. The President must preside at all meetings of the Federation including the annual meeting; appoint the chairmen and be ex-officio member of all committees except the Nominating Committee, the Past Presidents Advisory Council, and those committees whose Operating Procedures make other provisions; administer the Board of Directors approved budget for operational expenses; coordinate the duties of other Officers and Committee Chairmen; and perform such other duties as are customary to the office. Note: Except as otherwise permitted herein or in the event of an unforeseen operating expense, the President may not authorize any expenditures not itemized in the approved budget without prior Executive Board approval, which will not be unreasonably withheld provided the expenditure is justified. Special projects expenditures require a prior approval by vote of 2/3 of the members of the Executive Board.

Section 2. The First Vice President must perform all duties of the President when the President is absent, unwilling or unable to carry out his duties. The First Vice President must succeed to the office of President if that office becomes vacant.

Section 3. The Second Vice President shall succeed to the office of First Vice President if that office becomes vacant.

Section 4. The Secretary shall keep an accurate record of all proceedings of the meetings of the Federation and its Boards, cooperate with Secretaries of other like Regional Federations and the American Federation when called upon, and, in cooperation with the Editor, keep the Board of Directors and member societies informed of all activities of the Federation. 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. The Secretary must assure that no one is barred from participating in or removed from a meeting, virtual or otherwise, unless for cause as outlined in the Operating Procedures Manual. If no amendments are presented within 60 days, the minutes will be accepted as submitted.

Section 5. The Treasurer receives all dues or other funds of the Federation, except as provided in Article XIII, Section 2, and disburses them when authorized by the President, keeps a full and accurate account of such transactions, renders a yearly written itemized report and presents all accounts and bank records to the Federation at its annual meeting for audit or review following the conclusion of the fiscal year. Club Directors may request a summary report of financial activity at any time and must receive timely compliance with their request.

Section 6. The Assistant Treasurer assists the Treasurer in the preparation of bills, accounts, and whatever duties the treasurer may assign. The Assistant Treasurer must succeed to the office of Treasurer if that office becomes vacant.

Section 7. The Editor publishes, in Federation publications and other media, news of Federation activities, programs, committees, accomplishments, meetings, and other items of importance and interest to member societies and establishes and maintains a mailing list to facilitate distribution of federation data in a timely manner.

Section 8. The Social Media Director oversees and coordinates social media activity of the Federation; administers the Federation's social media accounts; encourages member societies' participation; creates, edits, and reviews and approves Federation social media posts and pages in order to disseminate

appropriate news, notices, activities, accomplishments and other items of importance from the Federation, its member societies, and other pertinent sources.

Section 9. Any Officer derelict in his duties, or whose conduct is such that it is considered detrimental to the welfare or reputation of the Federation or engages in unlawful activity including but not limited to: malfeasance, misfeasance and/or misappropriation of funds, blocking Executive Board actions, excluding club Directors and Executive Board members from meetings and the like, may be removed from office by the two-thirds affirmative vote of a quorum of the responding members of the Board of Directors. Action must be initiated by the Executive Board by notifying the Officer of the charges, allowing thirty days for the officer to respond, and recommending action by the Board of Directors. The vote must be taken by mail or electronic ballot.

Article XII: Committees

Section 1. Except for the committees required in this Article, the President may establish or eliminate committees as required by the needs of the Federation in consultation with and concurrence of the Executive Board. The President may neither create any new nor eliminate any standing committee without Board of Directors approval. The President may, in consultation with the Executive Board and without a vote, create an ad hoc committee to study a particular topic provided the ad hoc committee reports to one or more other officers of the Executive Board as appropriate for the topic of interest. If additional committees are deemed necessary or advisable the Committee Chair(s), the Committee's purpose and goals, and the Committee's reports are to be available to the Executive Board and included in the EFMLS News. If committees are to be removed, these eliminations are also to be reviewed with the Executive Board.

Section 2. A nominating committee consists of six elected members serving staggered three-year terms with two members elected by the delegates to the annual meeting each year. Members serve one three-year term and may not be reelected to a succeeding term. The Immediate Past President must be a full voting member of the committee and must serve as temporary chairman until the committee selects a chairman. The Nominating Committee must prepare a slate of at least one candidate for each elective office to be filled, including the nominating committee members to be elected, and must notify the Board of Directors of the slate when it is completed via timely publication in the EFMLS Newsletter. The slate should provide as extensive a geographical representation as is practical. The slate must be sent to the editor so that it is published at least two months prior to the annual meeting. The nominating committee's term begins at the conclusion of the annual meeting and ends at the conclusion of the following year's meeting.

Section 3. The Past Presidents of the Federation constitute the Past Presidents Advisory Council. The Council prescribes its own rules, selects its own Chairman, and acts in an advisory capacity in the role of elder statesman where it may be of service to the Federation when requested. Membership on the Advisory Council is for life or until resignation of the individual member.

Section 4. The Federation must establish and support an EASTERN FOUNDATION FUND to supplement the operating expenses of the Federation and permit special projects. The Fund must be administered by the Eastern Foundation Fund Committee with all funds deposited by the EFMLS Treasurer in interest bearing, US Government insured accounts. The President appoints the Chairman and other members. Members shall include, but are not limited to, the EFMLS Treasurer, the First Vice-President, and the Chairman of the Bylaws Committee. The committee must promote fund raising among member societies

and other sources. Expenditures from the fund are typically limited to the previous year's accumulated interest and must be approved by the Executive Board.

Section 5. All committees, unless otherwise specified in the Operating Procedures, should have at least three members including the chairman.

Article XIII: Operating Procedures

Section 1. An "Operating Procedure" must be prepared for each officer, committee, and appointed person. These procedures must contain all requirements of the Bylaws and any other needed rules defining the duties and responsibilities for that office or committee. For committees, they shall include the number of members required, any special requirements for membership, and method of selecting members. In special cases they may provide for a method of selecting the Chairman other than appointment by the President. The original procedure and any revision must be approved by the Executive Board.

Section 2. The procedures may allow certain committees or appointed persons that collect fees for specific supplies or programs to keep temporary control of funds, an exception to Article XI, Section 5. Adequate controls, commensurate with the amount of money involved, must be provided.

Article XIV: Dues and Fees

Section 1. The initiation fee for new member societies must be \$25.00.

Section 2. Annual dues of a member society must be one dollar seventy-five cents (\$1.75) for each individual voting member on the rolls of the member society as of December 31 of the preceding year and will be due and payable on or before January 1. New member society dues will be based on the number of individual voting members in the society at the time of application for membership. If dues are not paid by March 1, the member society will forfeit its right to all services provided by the Federation to member societies. Any suspended society may be reinstated by paying the dues for the current year and a renewal fee of ten dollars.

Section 3. Only in the emergency of maintaining Federation solvency may the Board of Directors, by a two-thirds affirmative vote, pass an assessment on the member societies. Such an assessment must be a per capita assessment and shall never exceed fifty cents (\$0.50) per capita in any one fiscal year.

Article XV: Affiliations

Section 1. This Federation is a member of the American Federation of Mineralogical Societies, Inc. (AFMS).

Section 2. Annual dues to the AFMS must be paid by this Federation as required by the AFMS.

Section 3. 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 must appoint an alternate voting delegate(s) for that annual meeting and so notify the AFMS Secretary. The alternate must be, or have been, a General Officer of the EFMLS.

Section 4. When it is time for an EFMLS member to be elected as an officer of the AFMS, the EFMLS Executive Board, with the advice of the Past Presidents' Advisory Council, must submit the name of one candidate for each office that is open to a nominee from EFMLS. The candidate must have served as a General Officer and must meet the eligibility requirements specified by AFMS and must have agreed to

serve.

Section 5. The Federation may affiliate with other similar organizations upon a two-thirds vote of the Board of Directors at any annual meeting, provided that written or electronic notice has been given each member society at least four (4) months in advance.

Article XVI: Amendments

Section 1. 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 must have been notified, by the Secretary, of the proposed change at least sixty days prior to such meeting.

Section 2. Proposals for changes in the Bylaws may be originated by any interested individual, but may be formally proposed only by member societies, the Executive Board, the Past Presidents Advisory Council, and/or by the Bylaws Committee of the Federation. All proposals must be presented in writing to the Bylaws committee at least 120 days prior to any meeting at which such changes may appropriately be considered. All proposals will be reviewed by the Bylaws Committee for clarity and compatibility with the rest of the Bylaws. If problems are found, the committee must notify those submitting the proposal of the problem and suggest changes to correct the problem. If the committee and the originators cannot agree on a final proposal, the originators' proposal must be submitted to the directors along with the Bylaws Committee' s objection.