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**CHARTER** (AKA Articles of Incorporation—filed with State of Florida 1/29/81 is a separate legally filed document.)

**BYLAWS**

**ARTICLE I - NAME**

The name of the corporation shall be THE CENTRAL BREVARD ROCK AND GEM CLUB, INC.

**ARTICLE II – OBJECT**

- A) To affect a close association of those persons interested in the study and use of rocks, gems, minerals, and the arts and sciences related to them.
- B) To secure and disseminate information of interest to members of this organization concerning the entire lapidary arts.
- C) To promote widespread interest in rock and mineral collecting and the lapidary arts and to reveal the unique appeal that these hobbies have to all age groups.
- D) To support legislation directed toward the conservation of natural resources, both federal and state.
- E) To plan and execute such programs of education, entertainment, and recreation as the members of this organization may desire which will tend to increase the interest and participation of its members and attract new members into the ranks of those who have already discovered the joy of rockhounding and lapidary arts.
- F) To maintain active affiliation with the Southeast Federation Mineralogical Societies, Inc., (SFMS) and to participate in the Federation activities to the fullest extent possible.

**ARTICLE III – MEMBERSHIP**

Section 1. No person shall be denied membership because of race, creed, or national origin.

Section 2. Membership in this club shall be divided into two (2) classes.

Class A - Individual adult membership, ages 18 and up, with voting privileges.

Class B - Youth membership, ages 10-17, without voting privileges. Application shall be co-signed by parent or guardian.

Section 3. Membership may be obtained by submitting a completed and signed application form to the club, thereby agreeing to the provisions therein, and full payment of dues in advance.

Section 4. The term of membership shall be one calendar year from 1 January through 31 December.

Section 5. All members shall be courteous and polite to each other at all club functions.

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Section 6. Any member found not to be in accord with the objectives of the club will upon a unanimous vote of the Board of Directors, have their membership revoked.

#### ARTICLE IV - FINANCE

##### Section 1. Fiscal Year.

The fiscal year shall be from 1 January through 31 December of the Calendar Year.

##### Section 2. Dues.

A. The amount of annual dues for the club shall be determined by the board of directors.

B. The amount of annual dues may be changed only at the beginning of a calendar year.

C. Dues shall be payable on or before January 1 and no later than the adjournment of the February club meeting. If paid no later than the February club meeting, members qualify for free entrance to the show.

D. Any member who has not paid dues for the current year may not use the club facilities nor participate in any club functions.

##### Section 3. Moneys

A. Accounts shall be established by authorization of the board of directors. All moneys shall remain in the designated accounts and be disbursed as budgeted or as directed by the Board of Directors.

B. Deposits and disbursements shall be made by the treasurer and/or other person designated by the Board of Directors.

C. Drafts drawn upon the Treasury of non-budgeted items over \$100 shall be approved by a majority vote of the Board of Directors.

##### Section 4. Budget

The club shall be obligated to operate within the annual budget which is established in accordance with article VIII, Section 11.

#### ARTICLE V- OFFICERS

Section 1. The officers of the organization shall be a president, first vice-president, a second vice- president, a secretary, a treasurer, and four directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

Section 2. At the regular meeting held on the first Thursday in January, a nominating committee chairman shall be appointed. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in November. The nominating committee shall report at the regular meeting in October. The slate of officers for the coming year will be printed in the November newsletter. Before the

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election at the meeting in November, additional nominations from the floor will be permitted. These nominations must have prior consent of the nominee.

Section 3. The officers shall be elected by secret ballot (if there is more than one candidate) to serve for one year and may be re-elected. Their term of office shall begin at the close of the December meeting at which they are installed.

Section 4. No member shall hold more than one office at a time.

Section 5. If vacancies occur in the roster of officers, they shall be filled in the following manner.

- A. The first vice-president becomes president; the second vice-president becomes first vice-president.
- B. Any other vacancy will be filled by presidential appointment with the approval of the board.
- C. Officers shall retain their offices until their successors are elected.

Section 6. Duties of the Officers:

- A. President: The president shall preside at all meetings of the organization and shall be a full participating member of each committee except the nominating. The president shall be empowered to initiate new business and new committees. The first and second vice presidents shall be assigned specific administrative or coordinating duties by the President. The President appoints chairmen of standing committees. The president may appoint temporary committees. The President appoints, coordinates, and organizes members to further club aims and objectives with the purpose of ensuring smooth operation of all club activities and must do so within the guidelines of the club charter, bylaws, and standing rules as well as policies determined by the Board of Directors.
- B. First Vice President: The first vice president shall perform the duties of the president when the president is absent and shall be vested with all powers for the performance of the duties of the president while seated. The first vice president shall act as program chairman for the monthly meetings.
- C. Second Vice President: The second vice president shall be membership chairman:
  1. Collect dues and submit to Treasurer.
  2. Responsible for new member orientation program
  3. Maintain a current list of members and to provide e-mail or mailing addresses to the editor.
- D. Secretary: The secretary shall keep a record of the minutes of each meeting of the club and of the board of director's meetings. The minutes of each meeting shall include a record of all members

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attending. An attendance book for members and visitors names shall be maintained. Important Club records must be maintained for seven years and some for the existence of the Club. The Secretary shall oversee the maintenance of these records in the file cabinet at the workshop.

- E. Treasurer: The treasurer shall present a monthly financial statement at each regular meeting. The treasurer shall deposit all moneys of the club, within two weeks of receipt, in a financial institution designated by the board of directors and upon receiving bills will pay within two weeks of receipt. The treasurer is responsible for the show funds and expenses. The incoming treasurer will assist outgoing treasurer from December installation through end of fiscal year. It is important that the following tasks be completed: (1) SFMS membership due 31 January, (2) SFMS Liability Insurance due 15 March, (3) SFMS Show Liability Insurance Certificate prior to 31 December, (4) Florida Department of State Division of Corporations Annual Report prior to 1 May, (5) Florida Department of Revenue Sales Tax collected at annual club show due ASAP following show, (6) IRS 990 Return of Organization Exempt From Income Tax due by 15 May. The treasurer shall act as registered agent for the corporation.
- F. Directors (4) – Directors are expected to attend Board and Membership meetings and participate in Club activities.

#### ARTICLE VI - MEETINGS

Section 1. The regular meeting of the club shall be held on the first Thursday of each month from September to June inclusive, except for December or unless otherwise ordered by the club.

Section 2. The club will hold a social event such as the annual picnic/auction on a date and at a location determined by the board of directors.

Section 3. The regular meeting on the first Thursday in November shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business. All eligible members are encouraged to attend this important meeting.

Section 4. The meeting in December will be the meeting at which time the installation of officers will take place at a banquet held at a chosen location.

Section 5. Special meetings may be called by the president, Board of Directors, or upon the written request of 10 members of the club. The purpose of the meeting shall be stated in the call and at least three days notice shall be given except in cases of emergency.

Section 6. Voting by proxy, either verbal or written, shall not be permitted.

Section 7. A quorum for transaction of business at a duly called meeting shall consist of 15 of the current (Delete: eligible)(Insert: voting) members. Once a quorum has been attained, business can be conducted even if a quorum is lost provided such actions are ratified at the next meeting.

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Section 8. Most business is adopted by a majority vote of members who are voting at a meeting.

#### ARTICLE VII BOARD OF DIRECTORS

##### Section 1.

- A. The club officers, immediate past president, and four directors shall constitute the board of directors.
- B. Two directors shall be elected each year to serve a two year term.

Section 2. The board of directors shall constitute the governing body of the club and shall have supervision of the affairs of the club between its business meetings, shall fix the hour and place of meetings, shall make recommendations to the club, and shall perform such other duties as are specified in these bylaws. The board shall be subject to the orders of the club, and none of its acts shall conflict with action taken by the club.

Section 3. Unless otherwise ordered by the board, regular meetings of the board of directors shall be held within one week prior to regular business meetings. Special meetings of the board may be called by the president or at the request of three members of the board.

Section 4. Board of directors meetings shall be open to all members who wish to observe. Observing members may not participate unless invited to do so by the president.

Section 5. All permanent committee chairmen shall be advisory members to the board of directors.

Section 6. A quorum for the transaction of business at duly called meeting of the board of directors shall be five (5) members. Once a quorum has been attained, business can be conducted even if a quorum is lost provided such actions are ratified at the next meeting.

#### ARTICLE VIII - COMMITTEES AND APPOINTMENTS

Section 1. The permanent standing committees and standing appointments shall be:

PROPERTY/WORKSHOP  
FUNDRAISING  
SHOW  
AUDIT  
FINANCE  
NOMINATING  
CLASS COORDINATOR  
EDITOR  
WEBMASTER  
PARLIAMENTARIAN

Section 2. Other standing committees shall be determined by the board of directors as needed.

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Section 3. The chairmen of standing committees shall be appointed by the President and approved by the Board of Directors as soon as possible after the annual election of officers; however, the Show Chairman's duties shall commence at the club meeting following the show. Show Dealer chairman shall be appointed by Show Chairman.

Section 4. At the close of an administration, all chairmanships shall be deemed vacant.

Section 5. The president may appoint temporary committees.

Section 6. The chairman of each committee will choose the members to serve on the committee.

Section 7. The property/workshop committee shall be responsible for a yearly inventory of all supplies and equipment belonging to the club and keep up to date records of same. The committee shall develop and enforce safety procedures for the workshop and its equipment. The committee shall be responsible for establishing the shop schedule, coverage, and ensuring adequate supplies for scheduled activities.

Section 8. The fundraising committee shall be responsible for activities approved by the board to raise funds for the operation of the club, with the exception of the club's annual gem show.

Section 9. The show committee shall be responsible for all activities required for the organization and operations of the annual club gem show.

Section 10. The audit committee, consisting of two members, shall audit the financial records of the club at the end of the fiscal year and report to the board of directors.

Section 11. A finance committee composed of the treasurer; the president-elect, and two other members shall be appointed by the president at the annual November meeting. It shall be the duty of this committee to prepare a budget for the fiscal year beginning 1 January and submit it to the club at the February meeting.

Section 12. A nominating committee chairman will be appointed by the president at the January meeting. The chairman so appointed shall then select two members who will serve with him/her to nominate all officers and directors of the club for the ensuing term. Neither the chairman nor the two committee members may be holding an elected office in the club while serving on the nominating committee.

Section 13. The Class coordinator liaises with instructors to establish the classes to be offered and provides list of classes for newsletter. He/she reminds instructors to have class sign-up sheets at meetings and requests that workshop committee have appropriate supplies available.

Section 13. The Editor shall accumulate information relative to the activities of the club and data of interest to the membership and disseminate this information together with notice of regular meetings to the membership through the publications of the club. The editor shall receive a current mailing list of members from the second vice president and maintain a list of others to whom publications and the newsletter shall be sent.

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Section 14. The Webmaster shall maintain the club website.

#### ARTICLE IX - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Central Brevard Rock and Gem Club, Inc. in all cases to which they are not inconsistent with the charter, bylaws or standing rules.

#### ARTICLE X - AMENDMENTS

Section 1. These bylaws may be amended, altered, or rescinded by a two-thirds vote of the members present and qualified to vote at any meeting at which a quorum is present provided prior notice of such action has been provided to every voting member. The action to be taken on the by-laws shall be plainly stated in the call for the meeting.

Section 2. Notice by e-mail, mail or newsletter of all meetings, at which action on the bylaws is to be considered, shall be given to all voting members at least ten (10) days prior to the time of the meeting.

#### ARTICLE XI – STANDING RULES

The Club may adopt standing rules to facilitate policy and procedures. Standing rules may be added or amended by a majority of a quorum present and voting at a membership meeting.

#### ARTICLE XII – COMMUNICATION

The computer age has made it possible for important Club information to be available on the Website, currently [www.centralbrevardgems.org](http://www.centralbrevardgems.org) and allows for e-mail usage to disseminate important meeting notifications, etc, thereby minimizing postage expense.

#### ARTICLE XIII - DISSOLUTION OF CLUB

Section 1. The corporation shall have perpetual existence.

Section 2. In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of the corporation have been satisfied, shall be used for such educational or public purpose or purposes within the state of Florida, as will complete or continue undertaking for the public benefit which have already begun by the Central Brevard Rock and Gem Club, Inc. And any remaining assets shall be distributed for purposes within the scope of Internal Revenue Code (IRS) 501(c)(4), or any amendments thereto. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributable to its members or officers.

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