



**APACHE JUNCTION ROCK and GEM CLUB, INC.**

**CONSTITUTION and BY-LAWS**

*Updates discussed on August 1, 2022*

**ARTICLE I - Name**

**Section 1:** The name of this corporation shall be Apache Junction Rock and Gem Club, Inc. (AJR&GC).

**Section 2:** Its principal office is at our Club House located at 2151 W. Superstition Blvd., Apache Junction, AZ 85120.

**Section 3:** Other locations for the transaction of business, if any, shall be located at such places as the Board of Directors deems necessary.

**ARTICLE II – Objectives**

**Section 1:** The objectives of this Club shall be to promote and further interest in archeology, paleontology, mineralogy, geology and the lapidary arts.

**Section 2:** This Corporation is formed as a Not-for-Profit corporation, and none of its assets shall be used for the monetary gain or profit of any individual who is or may become a member thereof.

**Section 3:** All assets, properties, and funds of the Corporation shall be devoted to the furtherance of the primary objectives and purposes of the Corporation. Its works, purposes and objectives are purely scientific, educational, social, and recreational and are solely in the interest of the advancement of its member societies, of their members and of the public.

**ARTICLE III – Membership**

**Section 1:** The Corporation shall have only one class of members. Those members who were previously approved as Honorary or Lifetime members will continue to be so recognized.

**Section 2:** Applicants for membership will fill out and sign the official application form. Family applicants under the age of 18 are free and are considered Junior Members. Junior Members are not eligible to vote and must be accompanied and closely supervised by a parent or

guardian whenever participating in any club activity. Junior members, under the age of 18 years old, are not allowed to utilize club equipment.

**Section 3:** The signed application is to be presented to the Membership Chairperson with the current annual dues payment. Applicants may be rejected for just cause by agreement of the Board of Directors. If rejected, the dues payment will be refunded to the applicant.

**Section 4:** In order for any new member to participate in certain activities it will be necessary for that member to attend an Orientation class and sign waivers for those activities.

**Section 5:** All members are expected to work together in a courteous and considerate manner. The AJR&GC will not tolerate any harassment against any member on the basis of sex, gender expression, race, color, national origin, religion, political affiliation, disability, age, sexual orientation or any other factor protected by law. This includes any verbal statements, written materials or physical contact.

Any complaints to the Board of Directors must be made in writing within one week of the infraction and will be investigated immediately. As part of the discipline process, the Board of Directors may take any action up to and including permanent removal of any member who displays misconduct.

Misconduct may include, but is not limited to:

Displaying rudeness or other acts of disrespect toward other members, including the use of vulgar or abusive language or profanity

Behaving in a threatening manner, whether verbally or physically

Deliberately inflicting physical or emotional harm on any other member

Using or possessing or being under the influence of alcohol or controlled substances while on the premises

Possession and/or use of dangerous or deadly weapons on the premises

Appropriate attire is required. Low cut blouses/shirts or shirts with sexual or obscene pictures or messages are not allowed

A member can, for just cause, be suspended or expelled immediately from the premises (activity) by the President or by a Board of Directors member. These actions shall be subject to approval by the Board of Directors at their next scheduled meeting or at a special meeting of Board of Directors called to address the issue. Action taken by the Board of Directors under this section may be appealed by the member, to the Board of Directors, in writing, and an appeals meeting will be scheduled.

**Section 6:** Each adult member shall be entitled to one vote on each matter that is submitted to a vote of the general membership.

**Section 7:** Any member who desires to resign shall notify any elected Officer of the club, either orally or in writing. This Officer shall, who in turn shall then promptly notify the Membership Chairperson to remove the member's name from the Club's roster. No member resigning shall be entitled to a refund of dues.

**Section 8:** Dues for new members will be set by the Board of Directors, and shall be prorated from the first day of the month in which that new member is applying to join the club, for the remainder of that fiscal year. However, a new member applying near the end of the fiscal year may, if so desired, pay for the next year as well. Beginning January 2021, membership dues will be \$3.00/month. Beginning January 2023, membership dues will be \$4.00/month.

**Section 9:** Membership dues must be paid each year on or before January 1. Members who have not paid dues by January 1 are no longer eligible to use club facilities, attend club activities or have voting privileges until such dues are brought current from the first of the year. There will be no proration for reapplying members who were in arrears.

#### **ARTICLE IV – Officers and Elections**

**Section 1:** The officers of this Club shall be President, Vice-President, Secretary, Treasurer, and three (3) Trustees, elected from the membership at large.

**Section 2:** The term of office for all Board of Directors, (President, Vice-President, Secretary, and Treasurer) positions shall be one year, except that of the Trustees who shall be elected to three (3) year terms, with one Trustee being elected each year.

**Section 3:** Members must be in the Club for at least six (6) months before holding an elected office. This requirement can be waived by the Board of Directors for qualified candidates.

**Section 4:** Nominations for officers shall be made by a nominating committee appointed in August by the President. Any nominations by the membership must be received no later than one week prior to the November General Meeting.

**Section 5:** The nominations of officers shall be presented at the September General Meeting. Additional nominations from the floor can be made by the members at large at the September general meeting. Any active member in good standing may nominate any other member in good standing for any office. Elections shall be held during the November General Meeting and new officers will assume office on December 1st. The election of officers at the November General Meeting shall be by secret ballot, unless there is only one nominee for an office, in which case a floor vote shall take place. A majority of the votes cast for an office shall constitute an election to that position.

**Section 6:** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE V – Duties of Officers

**Section 1:** President: The duties of this office shall be to direct the work of the Club, to preside at all meetings: to be Chairperson of the Executive Board and to appoint all Standing Committee Chairpersons and any other such committee as deemed necessary to conduct the business of the Club, subject to approval by the Board of Directors.

**Section 2:** Vice-President: The duties of the Vice-President shall be to assign and direct the Field Trip Chairperson, to assist the President in all duties assigned and to assume all Presidential duties during the absence of the President. The Vice-President is also responsible for scheduling speakers for five General Meetings: November, January, February, March, and April.

**Section 3:** Secretary: The duties of the Secretary shall be to notify all members when board and regular meetings are to be held, keep an accurate record of all Regular Board, General Meetings, and special meetings. To conduct the correspondence of the Club by means of email and/or USPS: keep hard copies of all correspondence, act as Sunshine Coordinator and to provide the Newsletter Editor with a copy of the General Meeting minutes in a timely fashion. The Secretary will also create and maintain an Action Item list and have said list available at all meetings of the Executive Board.

**Section 4:** Treasurer: The duties of the Treasurer shall be to maintain an accurate accounting of all receipts and expenditures and other financial activities of the Club; to serve as Club bank liaison, making all deposits and paying all bills authorized by the Board of Directors or associated with approved budgets. The Treasurer shall present a report monthly to the Executive Board and at the General Meeting of budget accountability, and balances on hand. The Treasurer shall participate in an annual audit review of Club accounts and shall file applicable tax forms and reports. Any check issued for over \$5,000.00 will now have two (2) signatures, one signature being of the President or Vice-President.

The Treasurer shall maintain an investment account known as the Building ~~General Maintenance~~ Fund. ~~Contributions to Funds of~~ the Building ~~General Maintenance~~ Fund shall be added to at an amount of no less than \$6,000 per year. Additions to this sum can be made in a manner designated by the Board of Directors. Monies from the Building ~~General Maintenance~~ Fund shall NOT be removed for any reason other than: capital improvement or an emergency, as set forth by the Board of Directors. This Fund shall be set up in such a manner that it REQUIRES the approval by the Board of Directors to remove any of these funds.

**Section 5:** Trustee: The duties of the Trustees shall be to conduct an annual audit of Club accounts of the Treasurer after the March General Meeting and present the audit findings to the membership at the April General Meeting. The Trustees shall also review and recommend updates to the Club By-Laws at a minimum of every two (2) years from the last revision date. The Trustees shall also perform such other duties as deemed necessary by the Board of Directors.

The Trustees shall be responsible for arranging and seeing that a qualified individual gives an Orientation class to all new members.

The Trustees shall be responsible for arranging for a booth space, for setting up, supervising, and the staffing of all club booths at any outside events such as the ~~Festival of the Superstitions and the Flagg Show.~~

**Section 6:** If any officer who is absent from three (3) consecutive regularly scheduled Board of Directors or General Meetings, unless the absence is considered unavoidable by the Board of Directors, may consider that office vacant. Failure to perform the duties of the office held or assigned duties shall result in removal and replacement in accordance with Section 6 of Article IV of the club Bylaws.

#### **ARTICLE VI – Board of Directors / Executive Board**

**Section 1:** The Board of Directors shall consist of the elected officers. Their duties are to approve all decisions necessary to conduct the business of the Club.

**Section 2:** The Executive Board shall consist of the Board of Directors, ~~the immediate past President,~~ and the Chairpersons of Standing Committee. All standing committee Chairpersons are responsible for the maintenance and condition of all Club property and assets under their control.

#### **ARTICLE VII – Meetings**

**Section 1:** The General Meeting shall be held once each month at the time and place as mutually agreed upon by the Board of Directors and membership, except that meetings may be suspended during the months of June, July, and August.

The Board of Directors and/or Executive Board shall meet prior to the next scheduled General Meeting and at any other time they deem necessary to conduct the business of the Club. All meetings must have a quorum participating, whether electronically or in person. Board of Directors meetings are open meetings and are open to all members unless said meeting or special meeting is held to discuss personnel at which time the Board of Directors will go into a closed session.

**Section 2:** Special Meetings of the members of the Club may be called at any time by the President, upon resolution of the Board of Directors, or upon written petition signed by no less than ten percent (10%) of the members of the Club. The purpose of the Special Meeting shall be stated in the notice thereof, and no other business shall be transacted except such as is specified in the notice.

**Section 3:** The members and officers present at any scheduled General Meeting shall constitute a quorum of the Club for the transaction of Club business. The voting powers of the members of this Club shall be equal, with each member having one vote only for all purposes.

**Section 4:** The order of business at all meetings will be established by the Board of Directors.

### **ARTICLE VIII – Finances**

**Section 1:** The fiscal year shall be the same as the calendar year.

**Section 2:** Each Committee shall prepare an annual budget for the Treasurer to submit to the Board of Directors for approval at the January Executive Board Meeting. The final budget will be presented to the general membership for approval at the January General Meeting. No money may be spent for the club by any member unless it is in the current budget or has the prior approval of the Board of Directors.

**Section 3:** The finances of the Club shall be derived from dues, income from the Annual Rock Shows, sale of property, gains from investments and other such means as may be approved by the Board of Directors.

**Section 4:** Membership dues (per member) shall be reviewed yearly by the Board of Directors and any necessary changes must be presented to the membership for their approval.

**Section 5:** The club will limit itself to three bank accounts: one checking account for operations; one money market account for the Building Maintenance Fund, and one checking investment account for processing online payment through apps (such as Zelle)~~the Building Fund~~.

~~**Section 6:** The Building Fund (Investment Account) is solely for capital improvements to the club building and property. See Article V, Section 4, Paragraph 2, Duties of the Treasurer, for more detail.~~

### **ARTICLE IX: Standing Committees**

The following chairpersons will be appointed by the President and approved by the Executive Board. They are ex-officio members (non-voting) members of the Board of Directors and are expected to attend board meetings where they will report on the status of their committee to the Board of Directors. Cost to members will be \$5.00 effective 1/1/2023, non-members will increase from \$10.00 to \$15.00.

**Section 1:** Field Trip Chairperson: Responsible for planning field trips, appointing assistant field trip leaders and guides, assuring compliance with the Field Trip Rules, and reporting to the Vice-President.

**Section 2:** Membership Chairperson: Receives and processes new member applications and dues. Provides monthly updates of the Club roster at all Board and General Meetings. Roll call is not required at General Meetings. Responsible for ordering ID badges for new members.

**Section 3:** Communications Committee: Publicize Club activities through the news, social media, radio, TV stations, print and periodicals. Works with the Show Committee to assist in publicizing the Annual Rock Shows. Writes, publishes, and distributes the monthly Club

newsletter, including meeting minutes, field trip information and other subjects of Club interest.

**Section 4:** Hospitality Chairperson: Greets all members and guests who attend meetings. Supervises the serving of refreshments at Club meetings and is responsible for arranging and setting up the annual holiday party.

**Section 5:** Class Coordinator: Responsible for the wire wrapping, beading, and other lapidary arts classes. Maintains all equipment owned by the Club that is used in these classes.

Lectures – open to the public

Non-participant demonstrations - open to the public

Classes with hands-on participation for club members only

**Section 6:** Silversmith Chairperson: Responsible for the silver smithing equipment and maintains all equipment owned by the Club that is used in this area.

**Section 7:** Shop Manager: Responsible for all equipment and to maintain this equipment in the shop. To make sure that the equipment is being used properly by Club members who have attended the orientation class and are familiar with the workings of that equipment. Trains and schedules monitors and orders shop supplies. Trains and supervisors monitors on use of machines. Shop Manager will also interview interested applicants who desire to become a club monitor. Also assists in purchasing needed supplies for club.

President will appoint someone to keep monitors' schedules to coordinate with club hours of operations.

**Section 8:** Show Chairperson: To work with Club members to attract vendors that are suited to the shows, to organize facilities and coordinate running of all events at those shows.

**Section 9:** Web Designer: updates the Club website monthly to include all relevant Club status and events.

**Section 10:** Scholarship Chairperson: Each year the Club will conduct one or more Rock and Gem shows. A portion of the earned proceeds of the shows may be allocated for Earth Science Scholarship(s) or school science educational activities in a total amount to be determined by majority vote of the Executive Board in accordance with the annual budgeting procedures. The allocated funds shall be used, in whole or in part, to provide either post high school scholarship grant(s) to a student or students who is an upcoming or prior graduate of a school or schools that have hosted or provided a venue for the Club show(s), or alternatively, as donation(s) to such schools or schools science education activities. The Board will appoint a Chairperson to set up procedures and criteria for the award of such grants or alternative disbursements of such funds and to liaison with the recipient organizations.

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~~**Section 11:** Parade/Float Chairperson: This person shall be responsible for working with members of the club to decorate our Parade Float and obtaining permits for that float.~~

### **ARTICLE X – Authority**

**Section 1:** The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Club might adopt.

**Section 2:** The Board of Directors is Apache Junction Rock & Gem Club’s governing body. The Board of Directors manage the corporation’s business and affairs and have the authority to exercise all of the corporation’s powers.

### **ARTICLE XI – Amendment of By-Laws**

These By-Laws may be altered or amended and may be adopted by a majority of the members present at any regular General Meeting of the Club, except that the members shall not have the power to change the objectives of the Club so as to decrease its rights and powers under the laws of the State of Arizona, or to waive any requirements of bond or other provisions for the safety and security of the property, funds of the association or its members or to deprive any member of rights and privileges then existing, or so to amend the By-Laws as to affect a fundamental change in the policies of the Club. Notice of any amendment to be made at a Special Meeting of the members must be given at least ten (10) days before such meeting and must set forth the amendments to be considered.

**Section 1:** The By-Laws may be amended at any regular meeting of the Club by a majority vote of the members present. All proposed amendments must be submitted in writing. Each voting member should have said copy of the proposed changes, prior to the meeting where they will be discussed. Notifications to members may be made by newsletter, email, and/or USPS or a combination thereof. The proposed changes will be read at the General Meeting following their submission and voted on at the next General Meeting.

**Section 2:** All By-Laws amendments shall be determined to be in agreement with the Articles of Incorporation in the State of Arizona and within the regulations of the Internal Revenue Service.

**Section 3:** All future approved amendments and revisions shall be incorporated and published in the Club newsletter and the new revision date added to the By-Laws heading