

## **FRIENDS OF MINERALOGY, INC. MIDWEST CHAPTER CONSTITUTION**

Approved by the Membership September 8, 2001

Amended by the Membership October 5, 2013

Amended by the Membership November 14, 2020

### **ARTICLE I—NAME**

The name of this organization shall be Friends of Mineralogy, Inc. Midwest Chapter.

### **ARTICLE II—PURPOSE**

1. To promote interest in and knowledge of mineralogy.
2. To advance mineralogical education.
3. To protect and preserve mineral specimens and promote conservation of mineral localities.
4. To further cooperation between amateur and professional and encourage collection of minerals for educational value.
5. To support publications about mineralogy and about the programs of kindred organizations.
6. This chapter is organized exclusively for educational and scientific purposes. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law).
7. This organization is not formed for profit. No assets or net earnings of the Chapter shall inure to the benefit of, or be distributed to its members, officers or other private person.

### **ARTICLE III—AFFILIATION WITH NATIONAL FRIENDS OF MINERALOGY, INC.**

Section 1. This organization shall be affiliated with the national organization, Friends of Mineralogy, Inc. and shall operate in keeping with its requirements as a Chapter thereof.

### **ARTICLE IV—MEMBERSHIP**

Section 1. Membership shall be of one class: Individual.

Section 2. Membership in the Chapter is restricted to those individual persons who are current members of National Friends of Mineralogy, Inc., and who agree with the purposes for which this Chapter is organized.

Section 3. Membership shall be on a yearly basis, running from January 1 through December 31. It shall begin when an individual, who is qualified under Section 2 of this Article, pays his or her annual Chapter dues and signs an annual membership renewal application, included in which is that individual's agreement with the stated purposes of this Chapter. This pertains to renewing as well as to new members.

Section 4. The Chapter is authorized to assess annual dues as a requirement of membership. The amount of such dues will be set at the annual meeting (each November) for the following calendar year. Other fees or dues may be set by vote of the membership at any regular meeting.

Section 5. All members will be provided with a copy of the Constitution, By-laws and a current membership roster.

Section 6. The Chapter may expel from membership any individual for misconduct at any Chapter meeting or activity, or who acts in violation of the purposes, By-laws or policies of the Chapter. The Executive Board shall investigate any such situation and have authority by majority vote to carry out any expulsion. Reinstatement of an expelled member requires a majority vote of members at a regular meeting at which a quorum is present.

#### **ARTICLE V—OFFICERS**

Section 1. Officers of this Chapter shall be President, Vice-President, Field Trip/Safety Officer; Treasurer, Secretary, and Liaison Officer.

Section 2. The six officers shall constitute the Executive Board.

Section 3. All officers shall be active members, and no person may hold more than one elected office at one time; however, any officer may also serve as a committee chair.

Section 4. Officers shall be elected to serve a term of one year, coinciding with the calendar year.

Section 5. Elections of officers shall take place annually at the annual meeting in November.

Section 6. The President shall appoint a nominating committee to bring to the annual meeting a slate of officers for the coming year. In addition, any current member may be nominated from the floor. In the event two or more members are nominated for the same office, the voting shall be done by secret ballot. The candidate receiving the majority of the votes cast shall be declared elected. In the event no clear majority exists, a run-off election will be held between the two candidates receiving the most votes.

Section 7. The President shall serve no more than two consecutive terms with the exception that the President may serve more than two terms when a quorum of members present votes to retain that person in office.

#### **ARTICLE VI—EXECUTIVE BOARD**

Section 1. The Executive Board shall consist of the six officers of the Chapter.

Section 2. The purpose of the Executive Board is to act on, dispose of, or refer to the full membership, routine matters of the Chapter, in order to shorten the business portions of the Chapter

meetings and to deal with those matters which require timely actions before a Chapter meeting would occur.

Section 3. Meetings of the Executive Board shall be called by the President, who presides over such meetings. Meetings of the Executive Board shall be held at least bi-annually, if possible, to plan Chapter activities and conduct other such business as may come before it. Such meetings are open to Chapter members, but only Board members may vote.

Section 4. In accordance with Article IV, Section 6, the Executive Board may expel an individual from membership.

Section 5. In the event of a vacancy in any office, the Executive Board may appoint a replacement, who will fulfill the duties of that office until the next regular election.

Section 6. Due to the multiple state-wide nature of the Chapter, an actual meeting of the Executive Board may not be possible to handle in a timely manner special matters which may arise. The President is authorized to conduct by mail or telephone a poll of other Board members as to the disposition of such matters and to act on their combined vote.

Section 7. Minutes of the Executive board shall be presented to the Chapter at the following meeting. Members may appeal decisions of the Executive Board, and by a simple majority vote may reverse such decisions.

#### **ARTICLE VII—DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the Chapter and of the Executive board, appoint all committees and oversee all activities of the Chapter. The President may authorize expenditures not to exceed income, under such budget and guidelines the Chapter may set. The President shall present to the Chapter at the annual meeting, an annual report of the Chapter's activities and finances.

Section 2. The ~~Vice~~-President shall assist the President in execution of their duties, as requested, and also preside at meetings in the absence of the President. He or she shall also serve on the Executive Board.

Section 3. The Field Trips/Safety Officer shall arrange for safety-oriented training and shall oversee the planning, safety, and operation of field trips, coordinate with relevant committees, and ensure compliance with safety guidelines and procedures. and well-organized field activities for FM Midwest members. He or she shall also serve on the Executive Board.

Section 4. The Treasurer shall collect dues and maintain a roster of current members. He or she shall also keep a systematic record of all Chapter receipts and disbursements, provide for deposit of all Chapter funds, pay all bills approved by the Executive Board, and shall make a financial report at all Chapter meetings. He or she shall also serve on the Executive Board.

Section 5. The Secretary shall record the minutes of all Chapter and Executive Board meetings and shall provide to all members copies of the same prior to the next meeting. He or she shall maintain the Chapter's correspondence, minutes and documents in a safe place. He or she shall notify all members of coming meetings, either directly, or through the work of a newsletter editor.

Section 6. The Liaison Officer shall maintain communication with National Friends of Mineralogy, Inc., transmitting and receiving information pertinent to the interest and welfare of the Chapter and the National Organization. He or she shall also serve on the Executive Board.

## **ARTICLE VIII—COMMITTEES**

Section 1. Standing committees and committee chairpersons of the Chapter will be appointed by the President and shall consist of the following: A Program Committee, responsible for providing education and interesting programs for regular meetings and special events. A Field Trip Committee, responsible for arranging and overseeing the operation of field trips. A Nominating Committee, which will bring a slate of nominations for officers to the annual meeting. An Audit Committee which shall annually review the financial records of the Chapter. Other standing committees may also be established in the Chapter Bylaws.

Section 2. Special and ad-hoc committees may be appointed by the President, as needed, to carry out the purposes of this organization.

## **ARTICLE IX—CHAPTER MEETINGS**

Section 1. Meetings of the Chapter shall be held as set forth in the By-laws.

Section 2. The Chapter shall hold an annual meeting in November for the purpose of electing new officers, reviewing an annual report, setting membership dues for the following year and conducting any other business which may properly come before the organization.

Section 3. A quorum shall consist of one-twentieth (5%) of the total membership of the Chapter.

Section 4. Meetings of the Chapter are open to any interested person, whether currently a member or not. However, only current members may vote or hold office.

Section 5. Robert's Rules of Order (revised) shall govern the conduct of the meeting in cases where they are applicable, and in which they do not conflict with the Constitution and By-laws of this Chapter.

Section 6. In addition to the regular meetings of the Chapter, the President and/or the Executive Board may call emergency meetings of the Chapter, provided all members are notified ahead of time.

## **ARTICLE X—RESIDENT AGENT**

In accordance with applicable state law, the Chapter shall select a person or corporation who will be designated to receive legal service of process and other notices if the Chapter is involved in litigation or other legal or business proceedings. The resident agent need not be an officer or member of the Chapter. The name and address of this agent will be submitted to the State as required.

## **ARTICLE XI—DISSOLUTION**

In the event of dissolution of this Chapter, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets and records to the National Friends of Mineralogy, Inc. Should that organization no longer exist or retain its 501(c)(3) status at the time of the Chapter's dissolution, then all assets shall be given to another 501(c)(3) organization, which is operating for one or more purposes for which this Chapter was organized. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

## **ARTICLE XII—AMENDMENTS**

Section 1. Amendments to the Constitution and By-laws may be proposed by any member at any Chapter meeting. Written notice of the proposed change will be sent to all members prior to the next regular meeting.

Section 2. At that next meeting, a simple majority of a quorum present shall be required for acceptance of a proposed amendment to the By-laws, or a two-thirds majority for acceptance of a proposed amendment to the Constitution.