

PASADENA LAPIDARY SOCIETY BYLAWS

Adopted without amendment June 18, 2013

ARTICLE I - NAME AND BASIC AUTHORITY

SECTION 1 - NAME AND ADDRESS

- A. This organization shall be known as the PASADENA LAPIDARY SOCIETY, INC.
- B. Within this document, the Pasadena Lapidary Society may be referred to variously as 'the Society', 'the Corporation' or 'the Organization'.
- C. The address of the Society shall be as determined by the Board of Directors.

SECTION 2 - BASIC AUTHORITY

The Basic Authority of the Pasadena Lapidary Society, Inc. is vested in:

- A. The laws of the State of California by Articles of Incorporation filed in the office of the Secretary of the State of California.
- B. These By-Laws.
- C. Operating Regulations as adopted from time to time by the Board of Directors.
- D. The current edition of Robert's Rules of Order. The rules contained in Robert's Rules of Order shall govern meetings of the Society where they are applicable and where they are not inconsistent with the Bylaws of the Society.
- E. The Pasadena Lapidary Society, Inc. is a sovereign organization and may join or withdraw from any federation, congress or organization at the discretion of its Board of Directors with the approval of the general membership.
- F. This corporation is organized and shall be operated exclusively for community and charitable purposes within the meaning of Section 501c (3) of the Internal Revenue Code. As a non-profit charitable organization, the corporation will seek sources of funds to continue its stated mission. None of the assets of the corporation shall be used for the pecuniary gain or profit of any individual who is or may be a member thereof.

SECTION 3 - FISCAL YEAR

The fiscal year of the Pasadena Lapidary Society is established as January 1st to December 31st.

ARTICLE II – OUR MISSION

The Pasadena Lapidary Society serves to educate its members and the community in mineralogy, earth sciences, and training in the lapidary and jewelry arts – while promoting sound mineral resource stewardship based on environmental awareness and ethical behavior. The Society fulfills its mission year-round which may include field trips, lapidary workshops, outreach presentations, public mineral displays, an annual show, and monthly informational meetings open to the public.

ARTICLE III – MEMBERSHIP

SECTION 1 – QUALIFICATIONS

- A. There will be no discrimination in membership.
- B. Any person having an interest in the Society may make application for membership.
- C. The application shall be given to the Membership Committee who shall present it at the next Board of Directors meeting. Acceptance of the applicant will be contingent on a majority affirmative vote of the Directors present at the meeting.

SECTION 2 – CLASSIFICATION

- A. Membership shall be classified as follows: Regular, Life, Honorary, Junior and Charter.
- B. Regular membership is available to those persons eighteen (18) years of age or older who elect to avail themselves of all privileges of the Society, including the right to make nominations, motions on the floor, vote, to debate and to hold elective office. The exercise of these privileges is dependent upon the member' dues being paid current.

- C. Life membership is restricted to regular members who have been voted this honor by the membership of the Society in regular meeting in recognition of outstanding service to the Society. A person may be nominated for a life membership by a member presenting a petition (signed by ten (10) current members) to the Board of Directors. If the Board, after consideration, approves this petition by two-thirds vote, it will then be presented at a regular meeting of the general membership. A majority vote of the members present shall confirm or deny this action. To be considered for life membership, a nominee must have a minimum of ten (10) years continuous membership and have made outstanding contributions to the Society. Life members shall be exempt from dues upon election to that status and shall have all rights and privileges of a regular member.
- D. Honorary membership may be awarded by a unanimous vote of the Board of Directors to a person who has made an exceptional contribution to the earth sciences, or has performed special meritorious service to the Society. The title shall be conferred for life and shall be made at the annual installation meeting. An Honorary member shall be exempt from payment of dues, shall not have the right to make nominations, motions on the floor, vote, debate or hold office, and will receive the club's bulletin by electronic mail in lieu of in print form. He or she may become a Regular member upon application and payment of dues without jeopardy to his or her status as an Honorary Member.
- E. Junior membership shall be available to persons under the age of eighteen (18) years. Junior members do not have the right to make nominations, motions on the floor, debate, hold an elective office or vote.
- F. Junior members must be a relative of a regular member or be sponsored by a regular member who will be responsible for that junior member at all club activities. A minor may go on a field trip sponsored by the Society, provided he or she is accompanied by a parent, guardian or a member willing to accept responsibility for the minor. A parent or guardian must give a written consent, an appropriate emergency authorization form and sign a responsibility release.
- G. All members of record as of May 19, 1949 shall be regarded as charter members.

SECTION 3 - PROCEDURE FOR MEMBERSHIP

- A. Application for membership must be accompanied by one year's dues plus an initiation fee as specified by the Board of Directors. In case of acceptance, this fee will include the new member's dues for the balance of the Club's fiscal year. When acceptance to membership is within the last 60 days of the Club's year, the said annual dues and initiation fee shall apply to the balance of the current year and the ensuing year. If applicant is rejected, all money will be refunded.
- B. Membership Committee shall ascertain the eligibility of each applicant for membership. Upon meeting the requirements for membership, the Membership Committee shall submit a report on each applicant to the Board of Directors, to be voted on by the said Board, for acceptance or rejection for membership. All applicants will be considered for eligibility.
- C. After a majority vote of the board members present at that meeting, the new member shall be notified, and then said person shall be inducted at the next general meeting.
- D. All members shall conform to the bylaws and rules of the Club.

SECTION 4 – WITHDRAWALS

- A. Any member wishing to withdraw from the Society may do so upon written notification to the Secretary, and upon the surrender of all library books and property of the Society he or she may have in their possession, or other unsatisfied obligations of the member.
- B. Debts or property not fully satisfied or surrendered property will be vigorously pursued to the limits of the law.
- C. No refund will be made for the unexpired portion of dues.

SECTION 5 – TERMINATION OF MEMBERSHIP

- A. It is hereby agreed that membership in the Pasadena Lapidary Society is a privilege and not a right. Upon recommendation of the Board of Directors to the Society any member, not in accord with the membership as a whole, may be asked to resign from the Society. Said member may be deprived of membership in the Society by action of the Board of Directors as provided for in these by-laws.
- B. The following is a partial listing of cause for revocation of membership: Misuse of organizational funds; Deliberate refusal to abide by organizational rules and regulations; Conduct which brings discredit to the name or image of the Society; Improper use of shop equipment; Use of the shop equipment for commercial or personal profit.

For the purpose of this Article, "commercial" means the fabrication of products at the Shop/Workshop with the intent of selling them to the public without the express approval of the Board of Directors. The term "commercial" is not intended to restrict members from the fabrication of cabochons or other jewelry for their own enjoyment that may eventually be sold, bartered or gifted to another person.

- C. Those persons whose membership has been terminated for cause shall not be eligible for re-application.

SECTION 6 – REINSTATEMENT

- A. Any member who shall have been dropped from the membership rolls, for any reason, other than non-payment of dues or termination, may be reinstated as a member by the same procedure as prescribed for a new member.

SECTION 7 – CREDENTIALS

- A. Annual Membership Cards, authenticated and signed by the Treasurer, shall be provided each member in good standing.

SECTION 8 – SERVICE IN THE ARMED FORCES

- A. Any member whose affiliation with the Society is interrupted by active service the Armed Forces of the United States shall have their membership extended automatically, without the payment of dues, so long as he or she is on active duty.

SECTION 9 – PROPERTY RIGHTS

- A. No member of this Society shall have property rights or prior interests in the real or personal property, or other assets of the Corporation.

SECTION 10 - RISKS

- A. Members accepting membership in this organization understand there may be certain risks and hazards in association with lapidary, field collecting trips and related functions. It is understood and agreed that each member is responsible for his/her own safety and the well being of their invited guests. Each person is responsible and liable for the action of any and all domesticated animals that may accompany him or her. Acceptance, by an individual or family, of membership into the Corporation is considered acknowledgment, acceptance of, agreement with, and compliance with these By-Laws.

SECTION 11 - MEMBER OBLIGATIONS

- A. **RULES AND ETHICS.** It shall be the duty of all members to abide by the bylaws and rules of this club and the code of ethics of the American Federation of Mineralogical Societies. Any member who violates the principles embodied in the above mentioned documents shall be subject to such penalties as the Board may determine.
- B. **COMMERCIAL ACTIVITY.** Any member of this Society desiring to sell items at a Society function must have previously entered into a contract through the Board of Directors for that purpose.

ARTICLE IV – DUES, FEES AND ASSESSMENTS

SECTION 1 – DUES

- A. Dues for regular members shall be as specified by the Board of Directors and approved by the general membership and shall be due and payable along with the initiation fee when the application for membership form is submitted.
- B. Junior members shall pay annual dues as specified by the Board of Directors and approved by the general membership, and said dues shall be due and payable along with the initiation fee when the application for membership form is submitted.
- C. A Junior member may elect to become a Regular member without formal application for membership or initiation fee, by notifying the Membership Chairman prior to the expiration of the calendar year in which he/she becomes eighteen (18) years of age.

- D. The due date for all members' annual dues shall be October 1 of the prior year. All members are to receive notice in advance of this date. In the event any member's dues are not paid by December 31 they will be considered delinquent.

SECTION 2 – FEES

- A. The Board Of Directors shall establish fees as determined necessary for the operation of the organization.
- B. These fees shall be approved by the general membership.

SECTION 3 – ASSESSMENTS

- A. If deemed necessary by the Board of Directors, and with the approval of the General Membership, a fee may be levied on all Society members.

ARTICLE V – MEETINGS

SECTION 1 – TIME AND PLACE

- A. There shall be an Educational/General meeting each month at such time and place as designated by the approval of a majority of the Board of Directors.
- B. The Business meeting (Board of Directors) is normally held monthly. The Board shall meet at such time and place as the President designates. All Society Members are encouraged to attend the Board Meetings.
- C. The membership shall be notified of the dates and times of all meetings which shall be provided in the monthly bulletin.

SECTION 2 – BIENNIAL NOMINATION COMMITTEE APPOINTMENT

- A. At the General meeting in August, a committee shall be appointed by the President to recommend nominations for elective officers for the following term.

SECTION 3 – BIENNIAL NOMINATION MEETING

- A. The General meeting in October shall include the request for nominating of officers for the ensuing term .

SECTION 4 – BIENNIAL ELECTION MEETING

- A. The General meeting in November shall include the electing of officers for the ensuing term.

SECTION 5 – BIENNIAL INSTALLATION MEETING

- A. The General meeting in December shall include the installation of the incoming officers elected for the ensuing term.
- B. Before the close of the meeting, an auditor shall be appointed by the incoming President, to audit the Society's books before January 31st of the new year.

SECTION 6 – SPECIAL MEETINGS

- A. Special meetings of the members of the Society may be held upon a call made by a majority of the Board of Directors, or by a petition signed by no less than ten (10) of the voting members, at a time and place designated by the Board of Directors.
- B. Notices of special meetings shall set forth the purpose of the meeting.
- C. A majority vote of the membership (50% + 1 of current registered members) shall be sufficient to transact business of the Corporation.

SECTION 7 – QUORUM

- A. Twenty (20) percent of the voting members shall constitute a quorum for the transaction of business at the General meetings of the Society.
- B. A vote of 50% + 1 of those present at a meeting shall be sufficient to approve business matters.
- C. At the general meeting any member, in good standing, can move a referendum vote on actions taken by the Board of Directors.

SECTION 8 – NOTICE OF CERTAIN AGENDA ITEMS

- A. If action by the Board of Directors is proposed to be taken for approval of any of the following, notice in writing shall be provided to the general membership stating the general nature thereof. Such as, but not limited to:
 - 1. Removing an elected officer.
 - 2. Filling vacancies of elective positions on the Board by the members.
 - 3. Amending the By-Laws.
 - 4. Approving a plan of distribution of assets.
- B. Notice of any meeting of the members shall be provided via email and/or via newsletter mailings, addressed to each member at the address of that member appearing on the books of the Society. If no address appears on the Society's books and no other has been given, notice shall be deemed to have been given.

ARTICLE VI – OFFICERS

SECTION 1 – ELECTED OFFICERS

- A. The elected officers shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Federation Director.
- B. An individual may hold no more than two elected positions simultaneously, and is limited to a single vote.
- C. For the purposes of conducting corporate business, the corporate officers are the President, Vice President, Secretary, Treasurer and the Trustees, who will be considered Directors.
- D. The elected officers shall be nominated and elected as prescribed in ARTICLE VII.
- E. Trustees are designated as “officers” by virtue of having been previously elected as presidents of the Society. Refer to Section 4 of this Article for details of their terms of office.
- F. No elected or appointed officer shall receive remuneration from the Society.

SECTION 2 – APPOINTED DIRECTORS

- A. The President shall appoint the chairpersons of the Standing Committees as soon as possible at or after the Installation meeting.
- B. The Standing Committees are: Annual Show, Bulletin, Education, Field Trips, Publicity, Librarian, Historian, Membership, Ways and Means and the Workshop. One person may chair more than one committee.
- C. The President shall appoint Special Committees, such as Bylaws, Publicity, Hospitality, Sunshine, Programs, Meeting Display, Parliamentarian, Inventory and Nominating as he or she determines appropriate.

SECTION 3 – QUALIFICATIONS

- A. Regular and Life members in good standing are eligible for the elective and appointive offices.

SECTION 4 – TERMS OF OFFICE

- A. All elected officers, with the exception of the Trustees, shall be elected for a term of two years.
- B. After an initial term of two years, elected officers may be re-elected.
- C. Committee chairs shall be appointed for a term of up to two years by the President in accordance with the by-laws. There shall be no limit to the number of times a committee chair can be re-appointed.
- D. The Trustees' terms of office shall be for a minimum of six years. The outgoing president shall become the new incoming First Trustee, and he or she shall be the chairperson of the trustees. The trustee with the longest service shall be the Third Trustee, or outgoing trustee. When a president is elected to succeed him or her self, the term of all trustees shall automatically be extended the same length of time. Should the office of a trustee become vacant prior to the expiration of its term it may be filled by the Board of Directors or left vacant. Preference given to a past president when considering filling a vacant trustee position. .

- E. In the event that the office of president becomes vacant prior to the end of the elected term the Directors will fill the vacancy in accordance with the provisions of Article IX, Section 4C. Should the current president vacate the office prior to the end of the normal term the individual will not become a Trustee. The person replacing the president and serving to the completion of the term shall become the First Trustee upon the election of another president for a new two-year term.

SECTION 5 – TERMINATION OF OFFICE

- A. Any officer with an unexcused absence from four consecutive meetings (e.g., two general meetings, and two board meetings) may, at the discretion of the Board of Directors, be excused or may be relieved of their office and a successor appointed by the Board of Directors. However, the officer will be notified in writing by certified mail after the third absence that his status as said officer is in jeopardy.
- B. A vote to remove the officer must be made by secret ballot by the General Membership as provided for in Article V, Section 8.

ARTICLE VII – BIENNIAL ELECTIONS

SECTION 1 – NOMINATING COMMITTEE

- A. A nominating committee of at least five (5) Regular and/or Life members of the Society, shall be appointed at the August meeting. Two shall be appointed by the Board of Directors from within the Board and two appointed by the General Membership. One shall be appointed by the President and this appointee shall be the Committee Chair.
- B. The nominating committee shall cease to exist following the elections at the November meeting. The committee may be reappointed by the President or by the Board of Directors in the event of a vacancy in an elective position.

SECTION 2 – SLATE OF NOMINATIONS

- A. The nominating committee shall prepare a slate of nominations of at least one (1), and preferably two (2) nominees for each of the elective offices. The slate will be presented at the first General meeting in October at which time additional nominations may be made from the floor.
- B. All nominations will be published in the bulletin for November.

SECTION 3 – ELECTIONS

- A. At the General meeting in November, after again calling for further nominations from the floor the balloting shall take place, and the new officers declared elected at that time.
- B. Balloting for unopposed offices shall be by voice vote, one office at a time, unless two (2) or more members have been nominated for a position, in which case the vote will be by secret ballot.
- C. Only Regular and Life members in good standing will be eligible to vote at this election. The Membership Chair and the Secretary will confirm the voter eligibility and issue ballots.
- D. Candidates winning 50% + 1 of the votes cast shall be declared elected to that position. If a plurality of votes are cast for positions with more than two candidates, the two candidates receiving the most votes will be voted on again to result in a 51% majority by one candidate.

SECTION 4 – INSTALLATION

- A. Installation of the newly elected officers will take place at the General meeting in December and the new President shall immediately thereafter announce appointments to the remaining offices.

ARTICLE VIII – DUTIES OF THE OFFICERS

SECTION 1 – PRESIDENT

- A. The President shall preside at all meetings of the Society (except those of the Nominating Committee) and of the Board of Directors.
- B. The President shall appoint all standing and special committees, shall be an ex-officio member of such committees, and shall coordinate the work of such committees.
- C. The President may sign checks drawn by the Treasurer.
- D. The President shall be the principal executive of the Society, shall direct and coordinate all the corporation's activities, and perform all other such duties as usually pertain to the office.
- E. The President only has a vote in the event of a tie in Board, General or Committee meetings.
- F. When the President determines that a committee chair is unable to perform the assigned duties the President shall be empowered to declare the office vacant and shall appoint a successor to carry on for the balance of the term.
- G. In the case of an elected officer, other than the president, the President will appoint a nominating committee to identify a candidate and notice of the vacancy will be given to the membership via the bulletin.

SECTION 2 – VICE PRESIDENT

- A. The Vice-President shall assist the President in all official duties and substitute for the President in the event of the latter's absence, including the signing of checks and necessary documents.
- B. The Vice-President shall assume the Presidency in the event that office becomes vacant.
- C. The Vice-President shall be chairman of the Program committee, and shall submit to the President the names of the persons he wishes appointed to his committee for the planning and conduct of all meetings of the Society.
- D. The Vice President should be given the first consideration in the nomination for President.

SECTION 3 – SECRETARY

- A. The Secretary shall keep an accurate record of the minutes of all General and Special meetings of the Society, and of the Board of Directors meetings.
- B. The Secretary shall receive and answer all correspondence in accordance with the action of the Society, the Board of Directors, or as directed by the President.
- C. The Secretary shall perform such duties as may be assigned by the Board of Directors as may pertain to the office, including the signing of checks.
- D. The Secretary shall preside over meetings if the President and Vice President are absent.

SECTION 4 – TREASURER

- A. The Treasurer shall keep and maintain adequate and correct accounts and files of all funds of the Society, all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements. The Board of Directors may at any time request a review/audit of these records, and may at any time request inspection of the various books and records. The Treasurer shall be responsible for all funds received by the Society, shall collect all dues and sign and issue membership cards.
- B. The Treasurer shall pay all bills which have been approved by the Board of Directors. Payments will be made by bank checks only, co-signed by any two of the authorized officers.
- C. The Treasurer shall maintain bank accounts in the name of the Pasadena Lapidary Society, Inc., for the general funds of the corporation, and for such savings and special accounts as may be authorized by the Board of Directors.
- D. As the Society's CFO, the Treasurer will be responsible for submitting a draft annual budget for the Board of Director's review.
- E. The Treasurer shall deposit all monies in the name of the Corporation and may be requested to be bonded at the discretion of the Board of Directors. The cost of the bond will be paid by the Society.
- F. The Treasurer shall provide to the Board of Directors a list of all bills due and payable at the Board of Directors meetings.

- G. The Treasurer shall file the Corporate State and Federal reports without benefit of extension. This report must be signed by one of the authorized officers.
- H. Extension requests for filing of Federal and State reports are to be prepared by the Treasurer and signed by the President.

SECTION 5 – FEDERATION DIRECTOR

- A. The Federation Director shall keep well informed on the activities of the American and California Federations of Mineralogical Societies, and shall be prepared to advise the Society and the Board of Directors on matters of interest and importance to the Society.
- B. The Federation Director shall, with the approval of the Board of Directors, attend the executive meetings of the Directors of the California Federation of Mineralogical Societies. As soon as possible, following these meetings, the Federation Director shall prepare, and present a summary of business conducted at the Federation meeting for the Bulletin Editor and at the next meeting of the Board of Directors.
- C. The Federation Director shall be entitled to compensation of reasonable expenses for attending meetings as approved by the Board of Directors.
- D. If the elected Director is unable to attend a Federation meeting, the President shall appoint an alternate who may be compensated in accordance with C above.
- E. The Federation Director shall maintain communication with the California and/or American Federations of Mineralogical Societies. The Director shall make reports at the general meetings and the Board meetings. The Director shall deliver any information or papers received from the Federations to the appropriate officer or committee chairperson involved. The Director shall attend and represent the Society at Federation meetings and vote in the best interest of the Society.

SECTION 6 - TRUSTEES

- A. Duties of the Trustees shall consist of the oversight, care, custody and control of the Society property and any repairs authorized by the Board of Directors or vote of the membership. The Trustees shall see that the annual audit of the Society's books is completed by March 31st of each year.

ARTICLE IX – BOARD OF DIRECTORS

SECTION 1 – ORGANIZATION

- A. The Board of Directors shall consist of the elected officers of the Society, the Chairperson of all standing committees and the Trustees.
- B. The standing committees are: Annual Show, Bulletin, Education, Field Trips, Publicity, Librarian, Historian, Membership, Ways and Means and the Workshop.
- C. The President of the Society shall be the Chairman, and the Secretary of the Society shall be the Secretary of the Board.
- D. The meeting of the Board of Directors is normally held monthly. The Board shall meet at such time and place as the President designates. All Society Members are encouraged to attend the Board Meetings.

SECTION 2 – POWERS AND DUTIES

- A. The voting members of the Board of Directors shall be eighteen (18). This includes the officers of the Society, the Trustees and the chairpersons of the Standing Committees.
- B. Each officer and chairperson shall keep a detailed procedure book of all his/her duties. This is the property of the Club to be referenced by each officer's or chairperson's successors. The Society shall maintain a duties and procedures book for directors.
- C. The Board of Directors shall have power to conduct, manage and control the business and affairs of the Society; to exercise all corporate powers: and generally to do and perform every act and duty pertaining to the office of the Board of Directors.

- D. The Board shall make such standing rules, policies and procedures (referred to as Operating Regulations) as they may deem to be in the best interests of the Society; providing such rules are not in violation or inconsistent with the law of the land, the Articles of Incorporation, and/or these By-laws.
- E. The Board shall have the power to create a savings account and designate the amount of money to be transferred to it. Funds will not be withdrawn from the savings account without a majority affirmative vote of the voting members of the Board of Directors who are present.
- F. Contracts shall be signed by an elected member of the Board of Directors or such other individuals as may be directed to do so by the Board of Directors.

SECTION 3 – QUORUM

- A. A quorum of any Board of Directors meeting shall be a simple majority of the total number of filled board member positions.
- B. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least an impartial majority of the required quorum for such meeting, or such greater number as required by these bylaws or the Law.

SECTION 4 - VACANCIES

- A. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following:
 - 1. The death, resignation, or removal of a director.
 - a. Resignations. Any director choosing to resign shall have their resignation effective upon giving written notice to the President, unless the notice specifies a later time for the resignation to become effective.
 - b. Resignation notice of a President must be submitted to the Vice President in writing.
 - c. Removal. Refer to Article VI, Section 5.
- B. Any vacancy in an elected office shall be filled by election at a general meeting as soon as possible.
- C. Should the vacancy be in the office of President, the Vice President shall become the President and a candidate will be found to assume the responsibility of Vice President.

SECTION 5 – ACTION WITHOUT A MEETING

- A. The Board of Directors may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.
- B. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

ARTICLE X - AMENDMENTS

SECTION 1 – PROCEDURE

- A. Amendments to these By-laws can be made in accordance with the laws of the State of California.
- B. The Operating Regulations of the Society shall define the method and procedure for amending the By-laws.

ARTICLE XI – DISPOSAL OF ASSETS IN THE EVENT OF DISSOLUTION

- A. In the event of dissolution of said Society its assets shall be turned over, as determined by a vote of a majority of voting members present at a general meeting held for that purpose, to a nonprofit association or corporation organized and operated exclusively for education and/or scientific purposes similar to that of said Society.

ARTICLE XII – DEFINITIONS

- A. As used in these By-laws the words Society and Corporation are interchangeable, and have one and the same meaning.

- B. As used in these By-laws the words “The Board”, or “Board” shall be understood to mean the Board of Directors of the Society and are interchangeable, having one and the same meaning.
- C. The term “vote of the general members” or “vote of the general membership” or similar term shall be given to mean the vote of voting members present at a general meeting where the subject of such voting is valid.

ARTICLE XIII – POLICIES

SECTION 1 – GENERAL POLICIES

- A. Those decisions of the general membership relating to the operations of the Society, not in conflict with the Articles of Incorporation or the Bylaws and supplemental to them, shall be designated as the “Operating Regulations”. Any such rules and regulations shall bear numbers and dates for easy reference.
- B. Before the establishment or revision of any policy, rule or regulation becomes effective the Bylaws Committee shall review each proposal to insure there is no conflict with the Bylaws or Articles of Incorporation. The Committee shall report its findings to the Board of Directors at their next meeting.
- C. They may be established, revised or revoked by a majority affirmative vote at any Board of Directors meeting where a quorum exists.
- D. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, or for expenses reasonably anticipated to be incurred in the performance of their duties, as approved by the Board of Directors.

SECTION 2 – CONFLICT OF INTEREST POLICY

- A. The organization is not authorized to purchase commercial goods, services, or assets from any of its members without prior approval by a majority vote of the Board of Directors - and then at a cost not to exceed the fair market value.
- B. The Society will not allow any commercial activity at its events without prior approval by the Board of Directors for each occurrence.
- C. Members and non-member businesses may advertise their goods or services in the society’s newsletter for a fee to be approved by the Board of Directors.

END OF PASADENA LAPIDARY SOCIETY BYLAWS