

# CONSTITUTION AND BYLAWS OF THE BOSTON MINERAL CLUB, INC.

## BMC Constitution

### ARTICLE I

#### **Section 1. Name**

The name of the organization shall be “The Boston Mineral Club, Inc.,” (hereinafter referred to as “The BMC”).

#### **Section 2. Objective**

The BMC is a not-for-profit educational organization that seeks to promote the study and collecting of rocks and minerals, to promote friendly cooperation and the exchange of information among mineralogists and collectors, and to promote the study of mineralogy and related arts and sciences coming within the purview of earth sciences.

#### **Section 3. Scope**

The BMC shall be nonpolitical and non-sectarian in all of its relationships.

#### **Section 4. Charter**

The BMC shall maintain a charter in the Commonwealth of Massachusetts as a not-for-profit organization and shall limit its activities to any and all things permissible under the provisions of Chapter 180 of the General Laws of the Commonwealth.

#### **Section 5. Limitations**

The objectives and activities of The BMC, as herein set forth, shall be limited by, and not exceed, the limitations and provisions of Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE II

#### **Section 1. Membership**

Membership shall be available to anyone who is interested in the earth sciences and the objectives of The BMC and who is willing to uphold its policies and abide by its Constitution and Bylaws. Applicants for membership shall become members upon payment of dues.

#### **Section 2. Officers**

The Officers of The BMC shall consist of a President, Vice President, Secretary, and a Treasurer, all of whom shall be elected at the Annual Meeting.

#### **Section 3. Executive Board**

The Executive Board shall consist of the officers of The BMC, three Directors, and a Newsletter Editor, all of whom shall be elected at the Annual Meeting.

#### **Section 4. Qualifications of Officers and Executive Board Members**

Any candidate for office must be a member in good standing, with all dues paid, must be eighteen (18) years of age or older, and must have been a member of The BMC for a minimum of six (6) months.

## **Section 5. Election of Officers and Executive Board Members**

The Executive Board shall either serve as or appoint a Nominating Committee. The committee will be charged with presenting a slate of candidates at the October meeting, to be voted on at the Annual Meeting. Additional nominations for office may be made from the floor at the Annual Meeting. Individuals who have been nominated from the floor must either be present at the time of the nomination and must state their willingness to serve office, or they must have previously provided a written communication of their willingness to serve. The Officers and Executive Board Members shall be elected by majority vote. Only members in good standing, with all dues paid, shall vote. If no nominations are made from the floor, then a motion can be made to have the Secretary cast one ballot for the entire slate of Officers and Executive Board Members nominated, otherwise the election shall be conducted individually for each office and board position by secret ballot.

## **Section 6. Terms of Office**

Term of office for all Officers and Executive Board Members shall be for one (1) year starting from the next 1 January date following the Annual Meeting.

# **ARTICLE III**

## **Section 1. Regular Meetings**

BMC meetings shall be held monthly, except during July and August, at such time and place as may be designated by the Executive Board. An Annual Fundraising Auction may be substituted for one of the regular meetings, if designated by the Executive Board.

## **Section 2. Annual Meeting**

The Annual Meeting of The BMC shall be held during the regular meeting in November. Annual reports of officers and committees shall be given at that time.

## **Section 3. Executive Board Meetings**

The Executive Board shall meet (a) at the discretion of the President, (b) by request of three members of the board, or (c) by request of ten members of The BMC.

# **ARTICLE IV**

## **Section 1. Publication**

The BMC shall publish an official newsletter which shall be known as *BMC News*. The newsletter will include, but not be limited to, educational articles, reports from regular meetings, field trips and other events, and announcements of upcoming BMC programs and activities. The newsletter will be distributed to all BMC members in good standing and other persons that may be designated by the Executive Board.

## **Section 2. Electronic Communications**

The BMC may establish and maintain a website, email list servers and/or other means of electronic communications to facilitate the communication of information concerning club activities to BMC members and to provide for the communication of educational information to the general public.

## **ARTICLE V**

### **Section 1. Affiliations**

The BMC may cooperate with other organizations and agencies for the purpose of education, collecting, and projects in the earth sciences. The establishment of any affiliation requires the approval of the Executive Board.

## **ARTICLE VI**

### **Section 1. Amendments**

All amendments to the Articles of Incorporation, Constitution or Bylaws of The BMC shall be proposed in writing to any elected officer. The proposed amendments will be referred to the Executive Board for investigation and recommendation. If approved by a majority vote of the Executive Board, proposed amendments, as modified by the Executive Board, will be published in the monthly newsletter, submitted in writing and read before The BMC at the next regular meeting and laid over until the second regular meeting following publication before a vote can be taken for their adoption. Amendments require a quorum and must be carried by a vote of two-thirds (2/3) of the members present.

## **ARTICLE VII**

### **Section 1. Parliamentary Authority**

The rules contained in Robert's Rules of Order shall govern the business of The BMC in all cases to which they are applicable and are not inconsistent with either the BMC Constitution or Bylaws.

# BMC Bylaws

## **Bylaw 1 – Membership and Dues**

### **Section 1. Membership**

All persons of the age of 16 or over are eligible for an Individual Membership in The BMC. Persons under 21 years of age may be admitted as part of a Family Membership. All prospective members must submit a signed written application accompanied by membership dues.

### **Section 2. Types of Membership**

**Individual Membership:** any person 16 years of age or older.

**Family Membership:** A Family Membership includes up to two adult members and their children less than 21 years of age that are identified by name on the membership application.

**Honorary Membership:** Any person who has made significant contributions to the science of mineralogy or consistently rendered significant services to The BMC may be elected to Honorary Membership. Such members shall be exempt from the payment of dues. Nominations for Honorary Membership shall be made by the Executive Board and voted on by the members present at the Annual Meeting. A simple majority vote is required for approval.

**Complimentary Membership:** A Complimentary Membership may be given to an individual that has significantly aided The BMC in the pursuit of its objectives. Such members shall be exempt from the payment of dues. Complimentary Memberships are awarded for a period of one year by the Executive Board, and do not constitute a voting membership in The BMC.

### **Section 3. Dues**

Membership dues are applicable from January 1st to December 31st. However, a member who joins The BMC after October 1st, paying the annual dues, shall be entitled to membership for the ensuing year. The levels of annual dues shall be reviewed annually by the Executive Board and any changes in dues must be approved by a majority of the members present at the Annual Meeting.

### **Section 4. Nonpayment of Dues**

Any member shall be considered in arrears if dues for the current year are not paid by February 1st. The Treasurer shall notify all in arrears in February. These members may be dropped from the membership if their dues are not paid by March 1st.

### **Section 5. Reinstatement for Nonpayment of Dues**

Any member dropped for nonpayment of dues may be reinstated upon payment of all obligations.

### **Section 6. Expulsion from Membership**

The Executive Board, by two thirds (2/3) majority vote, can expel any member of The BMC for one or more of the following reasons:

- A) Conduct unbecoming a member of The BMC
- B) Malfeasance in office

Any member expelled from the BMC can only be accepted for membership in a subsequent year if approved by a 2/3 vote of the Executive Board.

## **Section 7. Privileges of Membership**

The privileges of membership include voting, using the BMC library, accessing the members-only section of the BMC website and participating in BMC field trips and other functions. For a Family Membership, the eligibility to vote is restricted to two adult members of the family.

## **Bylaw 2 – Duties of Officers**

### **Section 1. Duties of the President**

The President shall preside at all meetings of The BMC and shall preside as Chairman of the Executive Board. The President shall be an ex-officio member of all committees. It is permissible for the office of President to be filled by two Co-Presidents who shall share the duties of President, each having an independent vote in matters brought before the Executive Board.

### **Section 2. Duties of the Vice President**

The Vice President shall preside in the absence of the President. In the case of a vacancy in the office of President, the Vice-President shall assume and discharge the duties and responsibilities of the office until the new President is elected.

### **Section 3. Duties of the Secretary**

The Secretary shall keep an accurate record of all meetings of The BMC and shall act as Secretary of the Executive Board and perform such other duties as are customary to the office. The Secretary shall conduct the ordinary correspondence of The BMC and shall file reports and conduct correspondence, as required, with the Commonwealth of Massachusetts.

### **Section 4. Duties of the Treasurer**

The Treasurer shall receive and disburse all monies, shall keep a strict account of all monies which he/she may receive and disburse, shall retain receipts for payments made, and shall make a report at the Annual Meeting supplemented by interim reports at other meetings throughout the year. No expenditures shall be made by the Treasurer other than for general operating expenses except as authorized by the Executive Board. The Treasurer shall be responsible for filling out and filing all Federal and State tax reports of The BMC when due each year. The treasurer shall also maintain a record of all BMC property. Any disposition of BMC property requires the approval of the Executive Board.

### **Section 5. Establishment of BMC Mailing Address**

The current mailing address of The BMC shall be designated by the Executive Board after their election. The Secretary will provide any change in the club mailing address to the Commonwealth of Massachusetts.

### **Section 6. Transition of Officers**

The Officers shall surrender all meeting and board minutes, correspondence, financial records, BMC property, monies, electronic files, etc. to their successors in office when they leave office. All of these items shall remain the property of The BMC.

## **Bylaw 3 – Executive Board**

### **Section 1. Duties of the Executive Board**

The duties of the Executive Board shall be to transact necessary business between regular meetings and such other business as may be referred to it by The BMC, and to exercise oversight over the plans and work of all committees and coordinators. The Executive Board shall be responsible for all funds and property of The BMC.

### **Section 2. Vacancies**

Any vacancy in office shall be filled by a majority vote of the Executive Board and the appointee shall serve until the following December 31st.

### **Section 3. Quorum**

A Quorum to transact business at the Executive Board meetings shall be no less than five (5) members of the Executive Board.

## **Bylaw 4 – Meetings**

### **Section 1. Quorum**

Ten (10) percent of the total adult membership of The BMC as of March 15<sup>th</sup>, but not more than twenty members, shall form a quorum for the purpose of election of officers or the transaction of business.

### **Section 2. Meeting Attendance**

BMC meetings are educational in nature and are open to the public. Members are entitled and encouraged to bring friends to any regular meeting of The BMC. Non-members who attend meetings shall not have voting rights.

### **Section 3. Order of Business**

Regular meetings of The BMC may consist of one or more of the following elements:

- Call to order.
- Announcements.
- Reading of the minutes of the previous regular meeting by the Secretary.
- Treasurer's Report.
- Membership Report
- Field Trip Chairperson's Report.
- Other Committee Reports.
- Unfinished or Old Business.
- New Business.
- An Educational Program may either precede or follow the Business Meeting.
- Adjournment.

## **Bylaw 5 – Committees and Coordinators**

### **Section 1. Standing Committees**

The following standing committees shall be maintained to help organize and conduct the activities of The BMC. All standing committees report to the Executive Board and have no independent authority to expend BMC funds unless the board has established a yearly budget for their activities.

- Field Trip Committee
- Education Committee
- Auction Committee
- Auditing Committee
- Website Committee

### **Section 2. Special Committees**

In addition to the above named Standing Committees, the Executive Board may establish special committees or subcommittees.

### **Section 3. Committee Terms of Office**

The term of office for all committees shall begin on January 1<sup>st</sup> and expire on December 31<sup>st</sup>. The Executive Board shall seek to fill any vacancies in committees as they occur.

### **Section 4. Committee Membership**

The number of members appointed to any committee shall be left to the discretion of the Executive Board.

### **Section 5. Field Trip Committee**

A Field Trip Committee shall be established by the Executive Board to plan, publicize and conduct field trips that further the objectives of The BMC.

### **Section 6. Education Committee**

An Education Committee shall be established to plan and organize special educational projects of The BMC.

### **Section 7. Auction Committee**

An Auction Committee shall be established to plan and organize an Annual Fundraising Auction.

### **Section 8. Auditing Committee**

An Auditing Committee consisting of two members appointed by the Executive Board shall examine the treasurer's records for the preceding 12 months on a yearly basis.

### **Section 9. Website Committee**

A Website Committee shall be established to organize and maintain a website. The committee shall designate one of their members as BMC Webmaster.

### **Section 10. BMC Library**

The BMC shall maintain a publications library, which is the responsibility of the BMC Librarian. The library is to be made accessible to BMC members during regular meetings. BMC members will be allowed to borrow materials from the library by signing out the article and giving the sign-out card to the Librarian. It is the Librarian's responsibility to promote the timely return of material which has been borrowed.

## **Section 11. Membership Coordinator**

The Membership Coordinator provides membership applications to prospective members, accepts applications and dues, and maintains a member list file. He/She shall submit names and addresses to the newsletter editor, coordinate with the treasurer to deposit and record dues income, distribute membership cards and stimulate the drive for new members throughout the year.

## **Section 12. Refreshments Coordinator**

A Refreshments Coordinator may be appointed to plan for and provide refreshments at BMC meetings and events.

## **Bylaw 6 – Financial Responsibilities**

### **Section 1. Use of BMC Funds and Assets**

All assets, property, and funds of The BMC shall be devoted to the furtherance of the primary objectives and purposes of The BMC.

### **Section 2. Distribution of Funds to Members**

None of the net earnings of The BMC shall inure to the benefit of, or be distributable to its members, incorporators, officers or other private persons, except that The BMC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 of the BMC constitution.

### **Section 3. Dissolution**

In the event of the impending dissolution of The BMC, notice of the proposal shall be placed in the BMC newsletter and sent to each member at least one month prior to the meeting at which the resolution is to be voted upon. A two-thirds vote of the members present shall be necessary for the proposal to pass.

Should the dissolution of The BMC occur, the Executive Board shall, after making provision for the payment of all the liabilities of The BMC, dispose of all assets of The BMC to an organization or organizations structured and operated exclusively for charitable, educational or scientific purposes and that qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue Law), as the Executive Board shall determine. In dissolving The BMC, The Executive Board shall follow all applicable requirements set forth in the provisions of Chapter 180 of the General Laws of the Commonwealth, including any requirement to petition for dissolution filed in the Supreme Judicial Court.

## **Bylaw 7 – Educational Activities**

### **Section 1. BMC Educational Programs**

The educational objectives of The BMC shall be promoted through meetings, field trips, print and website publications, and special educational projects.

### **Section 2. Prohibited Activities**

No substantial part of the activities of The BMC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The BMC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, The BMC shall not, except to an insubstantial degree,



engage in any activities or exercise any powers that are not in furtherance of the objectives of The BMC as outlined in Article I, Section 2 of the BMC Constitution.

### **Section 3. Scholarships**

The BMC may award one or more scholarships to a student or students who are either presently studying or entering a field of study leading to a degree in geology, mineralogy, petrology or other earth or environmental sciences. Recommendations for the number and dollar amount of each scholarship will be formulated by the Executive Board and submitted to the membership for approval. The explicit criteria and application process for the award of scholarships shall be developed by the Education Committee and reviewed by the Executive Board. Nominations for all scholarships must be approved by the Executive Board. A simple majority vote is required for approval.

## **Bylaw 8 - Amendments**

### **Section 1. Bylaw Amendments**

Amendments to the BMC Bylaws shall be governed by Article VI of the BMC Constitution.

## **Bylaw 9 – Indemnification**

### **Section 1. Indemnification**

The BMC shall, to the fullest extent permitted by Chapter 180 of the General Laws of the Commonwealth, indemnify each Executive Board Member and Officer of The BMC against any and all liabilities, and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Executive Board Member or Officer is a party because such individual is an Executive Board Member or Officer of The BMC. The BMC may indemnify its employees, volunteers and authorized agents, acting within the scope of their duties as such, to the same extent as Executive Board Members or Officers of The BMC hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such person may be entitled under any written agreement, board resolution, vote of The BMC, Chapter 180 of the General Laws of the Commonwealth or otherwise.

### **Section 2. Permissive Supplementary Benefits**

The BMC may, but shall not be required to, supplement the foregoing right to indemnification against liability and advancement of expenses under Section 1 above by (a) the purchase of insurance on behalf of any one or more of such Executive Board Members or Officers, whether or not The BMC would be obligated to indemnify or advance expenses to such Executive Board Members or Officers under Section 1 above, and (b) entering into individual or group indemnification agreements with any one or more of such Executive Board Members or Officers.

## **Bylaw 10 – Precedence**

### **Section 1. Precedence**

This Constitution and Bylaws shall supersede all previous documents and shall become effective on 1 July 2014.