

FRIENDS OF MINERALOGY- VIRGINIA CHAPTER

-BYLAWS-

ARTICLE I- NAME AND PURPOSE

Section 1. Name of Organization

The name of this nonprofit educational corporation is **FRIENDS OF MINERALOGY VIRGINIA CHAPTER**, hereinafter referred to as **FMVA**.

Section 2. Purpose

The purpose of FMVA is to promote, support, and expand the study of mineralogy and the hobby of mineral collecting across the world by highlighting the scientific, economic, and aesthetic value of minerals. Through educational programming, research, publications, and community outreach, FMVA seeks to promote the local and statewide community of Virginia.

FMVA was formed under the framework started by the Virginia Mineral Project (VMP) to preserve the mineral and mining heritage of Virginia but is not solely focused on Virginia mineralogy.

ARTICLE II – MEMBERSHIP

Section 1. Qualifications & Admission

- A. Membership in Friends of Mineralogy Inc. is automatic upon joining the FMVA. A national member in good standing of Friends of Mineralogy Inc. is qualified to be a member of the Virginia Chapter, upon paying FMVA dues.
- B. Membership shall be open to any individual who supports the purposes and objectives of the FMVA.
- C. Application for membership shall be made in writing or submitted by email on a form approved by the Board of Directors, accompanied by the first year's dues. Upon acceptance, the member shall enjoy all privileges offered by FM National and FMVA.
- D. Membership may be rejected if the Board of Directors (majority vote) determines that an individual has acted or can reasonably be expected to act unethically or in a manner contrary to the purposes and objectives of the FMVA.

Section 2. Termination & Suspension

- A. If a person's membership in Friends of Mineralogy, Inc. is terminated, the membership in the Virginia Chapter shall also be terminated.
- B. Membership in FMVA may be suspended for non-payment of dues.
- C. Membership in FMVA may be terminated or suspended for violation of the Charter, Articles of incorporation, Bylaws or for conduct that is unethical or contrary to the purposes and objectives set forth by Friends of Mineralogy.
- D. Termination or suspension shall be imposed by the Board of Directors by a majority affirmative vote.

ARTICLE III – DUES

- Section 1.** Dues for all members shall be set by the Board of Directors and approved by two thirds vote of those members present and voting at a regular meeting of the membership. The amount and method of payment of said dues shall be set forth in the Operating Procedures.

ARTICLE IV- MEETINGS

- Section 1.** Meeting times and locations for FMVA will be set forth in the Operating Procedures and decided on by the Board of Directors.
- Section 2.** Due to the diverse geographical membership of FMVA, meetings will include conference call and video chat systems to enable members to participate in all meetings throughout the year.
- Section 3.** Special meetings for the purposes of education, entertainment, or matters of business may be called by the Board of Directors at any time.

ARTICLE V – DUTIES AND POWERS OF OFFICERS

Section 1. Officers of FMVA

The officers of FMVA shall be President, Vice-President, Secretary, and Treasurer. Officers shall serve two years per term in office, except those officers selected to fill interim vacancies, who shall serve concurrently with the then-elected officers for a maximum of two years. The President and Vice-President may serve a maximum of two consecutive terms in any office. There are no term

limits for the secretary, and treasurer. Additional duties and expanded information are provided in the operating procedures and approved by the board.

Section 2. President

The president shall:

- A. Act as presiding officer of all regular and special business meetings of the FMVA and the Board of Directors. They shall call special meetings of the general membership and the Board of Directors as deemed necessary.
- B. Act with executive power in conducting the activities of the FMVA and offer guidance and council in accordance with the Articles of Incorporation, Bylaws, and Organizing Procedures.
- C. Appoint special and/or temporary committee Chairpersons or entire committees as needed and approved by the board of directors.
- E. Preserve all records of the office and relinquish possession thereof to their successor.

Section 3. Vice-President

The vice-president shall:

- A. Assume the duties of the President during their absence.
- B. Coordinate with the membership and board of directors to develop programs and presentations for the FMVA.
- C. Assist with treasury duties during their absence.
- D. Other duties as assigned by the president.

Section 4. Secretary

The secretary shall:

- A. Records, as minutes, the transactions of all business meetings and program overviews.
- B. Update and maintain the FMVA folder of meeting notes, event flyers, newsletters, and any other documents vital to the historical preservation of the chapter and scan as PDF to FMVA historical committee for digital storage.

- C. Comply with the requirements set for the Part III of the Operating Procedures of Friends of Mineralogy, Inc., "Reporting Requirements".
- D. Work closely with the FMVA historical committee to preserve and protect the documents of the organization while also supporting the collection of historical information from outside organizations and clubs in Virginia.
- E. Act as the primary communications officer for the club regarding information requests and questions between general membership and the public. The secretary will work closely with the webmaster if requests are received from the FMVA website.
- F. Preserve all records of the office and relinquish possession thereof to their successor.

Section 5. Treasurer

The treasurer shall:

- A. Receive and deposit all funds of the FMVA in a bank or other depository approved of by the laws of the State of Virginia and as approved by the Board of Directors.
- B. Keep a complete and accurate record of all receipts and expenditure justifications, balance the account books at the end of each month and render a complete financial report annually to the FMVA and at such other times as required.
- C. Receive all applications for admission to the FMVA, and act upon these within 30 days. The Treasurer shall submit a monthly report and all new applications to the Secretary and board members.
- D. Keep an accurate account of all real and personal properties of the FMVA. Be property custodian or delegate the duties of custodian with the approval of the Board of Directors.
- E. Comply with the requirements set forth in Part III of the Operating Procedures of Friends of Mineralogy, Inc., "Reporting Requirements".
- F. Surrender all account books and records for audit at the request of the Board of Directors and preserve all records of the office and relinquish possession thereof to his or her successor.

ARTICLE VI – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall develop and manage operating procedures in accordance with the FMVA's Articles of Incorporation and Bylaws.
- Section 2.** The Board of Directors shall consist of the FMVA's officers, including: President, Vice-President, Secretary, Treasurer, and a minimum of three but up to five (5) Directors elected from the membership at large.
- Section 3.** Board members that are officers shall serve during the duration of their term. Directors at large shall serve a two-year term.
- Section 4.** Every board member shall have one vote; however, the FMVA's President shall not vote except to break a tie. Voting may be at a board meeting or by email.
- Section 5.** Failure of a member of the Board of Directors to attend two (2) consecutive Board of Directors meetings, may, at the discretion of the remaining members of the Board of Directors, result in dismissal from the Board. Before any action is taken the Board of Directors will consider all mitigating circumstances.
- Section 6.** In the event of a vacancy on the Board of Directors, the President shall recommend an interim replacement for Board approval, and the replacement shall serve until his or her successor is chosen at the next annual meeting.

ARTICLE VII – NOMINATION AND ELECTIONS OF OFFICERS AND DIRECTORS

Section 1. Nomination

- A. A complete list of candidates shall be published in the newsletter preceding the November regular business meeting.
- B. Nominations from the floor shall be accepted.
- C. After nominations are closed, elections shall follow. If more than one candidate for an office is presented, a written ballot or anonymous poll on Zoom shall follow.

Section 2. Election

- A. Officers shall be elected first, then the Board of Directors at large.
- B. Directors shall be elected to fill as many open positions as possible.
- C. Election of Officers and Directors shall be held at the November business meeting. Votes shall be cast by voice vote or a showing of hands or received by the Secretary as proxy ballots via email or mail prior to that meeting. Those

attending via Zoom will use the polling mechanism or can write in their approval in the chat system.

- D. The candidate receiving the majority number of votes cast shall be considered elected and will assume office at the first meeting of the following year.

ARTICLE VIII – CONTRACTUAL AGREEMENTS

- Section 1.** No member or officer shall enter into any agreement or contract on behalf of the FMVA without the approval of the Board of Directors.

ARTICLE IX – DISBURSEMENT OF FUNDS AND SPECIAL FUNDING

Section 1. Expenditures

- A. Expenditures to cover operating costs and under \$200.00 shall be approved by the FMVA leadership (President, Vice-President, Treasurer and Secretary).
- B. Expenditures more than \$200.00 (two hundred dollars) shall be approved by a majority vote of the Board.
- C. Expenditures more than \$500.00 (five hundred dollars) shall be approved by a majority vote of the members attending a regular business meeting and including email votes that were previously received or by a majority of members voting by email or U. S. postal mail.

- Section 2.** All checks to cover expenses of the FMVA shall bear the Signature of the Treasurer and President or Vice President (two signatures).

- Section 3.** Reimbursements on online expenses shall be received through check in accordance to Section 2.

- Section 4.** Special funding such as donations, events, etc. that do not cover operating costs shall be approved by the same procedures as stated with general expenditures-based Section 1 above. These must be approved and found in the official operating procedures of FMVA.

ARTICLE X – OPERATING PROCEDURES

- Section 1.** All FMVA business and activities not defined and described in the Bylaws shall be conducted according with Operating procedures.

- Section 2.** At any duly called meeting of the Board of Directors or membership, decisions relating to the operations of the FMVA shall be designated as Operating procedures. These procedures shall be organized for easy reference and dated.

Section 3. The Operating procedures may be established, revised, or revoked by a majority affirmative vote at any meeting of the Board of Directors.

Section 4. The Operating procedures shall not conflict with these Bylaws or the Articles of Incorporation.

Section 5. The Secretary will keep the Operating procedures up to date.

ARTICLE XI – AMENDMENTS

Section 1. These Bylaws are the rules and procedures for conducting the business and activities of FMVA and shall be binding on all members of the chapter.

Section 2. These Bylaws may be changed by a majority vote of a quorum of the membership, and in accordance with the following procedure:

- A. Amendments to the Bylaws may be proposed by any member or the Board of Directors. Proposed amendments shall be submitted in writing or email to the Board of Directors. The Board shall then email the prepared amendments to each member at least 30 days prior to the next general meeting.
- B. Voting on the proposed amendments shall be conducted after the proposal has been presented for open discussion from the floor, at a regular business meeting of the FMVA.
- C. If the proposed amendment is rejected, non- substantive modifications may be made to the original proposal at the same meeting, and the revised amendment may be approved at that meeting.
- D. If substantive changes are required, the proposal so amended may be resubmitted to the membership for discussion and voting under the procedure outlined in this Section.

Section 3. All Operating Procedures are developed, revised, and amended solely by the board of directors. Membership must be made aware of the changes. If the general membership does not agree with the change by the board, they can develop a petition with 2/3 signature votes of general membership to ask for reversal or modification to the change.