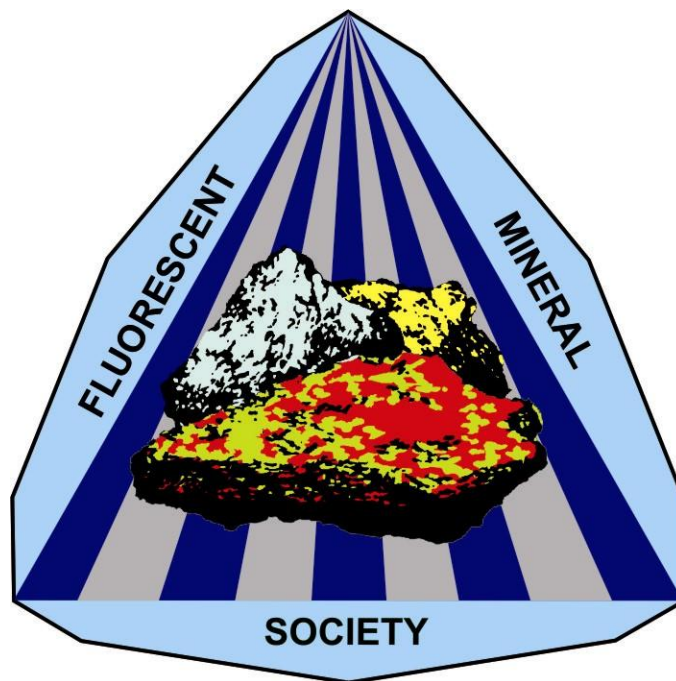


The Fluorescent Mineral Society

Constitution and By-Laws



Adopted: 2011 February 01

Constitution and By-Laws of the Fluorescent Mineral Society

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Constitution and By-Laws of the **Fluorescent Mineral Society**

ARTICLE C1: NAME, ADDRESS, LOGO

C1.1: Name This organization shall be known as the FLUORESCENT MINERAL SOCIETY, hereinafter referred to as the FMS.

C1.2: Address The current official business address and website address of the FMS are specified in By-Laws B1.2.1 and B1.2.2 to this Constitution. The business address and website address may be changed by the Board of Directors as necessary to facilitate the efficient operation of the FMS.

C1.3: Logo A black-and-white version of the Logo of the Society is shown on the cover page of the Constitution and By-Laws of the FMS. The Logo, in seven colors, is roughly triangular in shape, and depicts a specimen of fluorescent calcite (red), willemite (green), hydrozincite (blue), and meionite (yellow), excited by ultraviolet lights. The name FLUORESCENT MINERAL SOCIETY is displayed around the edge, and the Logo is on a background of alternating rays of gray and dark blue, symbolizing the rays of ultraviolet light and fluorescent emissions.

ARTICLE C2: SOVEREIGNTY AND EXEMPT ACTIVITIES

C2.1: Sovereignty The FMS is a sovereign society and may join or withdraw from any congress, federation, organization, or society at the sole discretion of the Board of Directors acting in accordance with the provisions of this Constitution and By-Laws.

C2.2: Exempt Activities No officer, director, member, or representative of FMS shall take any action or conduct any activity on behalf of the organization that is not appropriate under federal and state regulations governing the operation of not-for-profit organizations. In particular, no assets of the FMS shall be used for the personal benefit or financial gain of any individual.

ARTICLE C3: MISSION

The mission of the FMS is to bring together people who are interested in fluorescent minerals and to promote the hobby of fluorescent mineral collecting. This mission is pursued by promoting fellowship, collecting, and educational activities; and by supporting research that increases basic knowledge of fluorescence and fluorescent minerals.

ARTICLE C4: MEMBERSHIP

C4.1: Eligibility Membership in the FMS shall be open to any individual, organization, or group that supports the mission and objectives of the FMS.

C4.2: Individuals The FMS shall recognize three categories of individual membership: General, Sustaining, and Honorary.

C4.2.1: General Membership

a Eligibility Membership in the FMS shall be open to any individual who supports the mission and objectives of the FMS. For membership purposes, members of the immediate family of an individual member in good standing shall also be considered members of the FMS.

- b Application** Application for membership in the FMS shall be made in writing on a form prescribed by the Board of Directors, and shall be accompanied by the appropriate membership fees.
- c Rights and Responsibilities** Individual members in good standing shall enjoy all the rights and responsibilities afforded by the FMS, including the right to participate in all meetings and to vote on all matters that come before the general membership for balloting.
- d Resignation** Any member may resign from the FMS prior to the date that his/her dues expire by submitting a letter of resignation to the Secretary of the FMS. No dues will be refunded to a resigning member.
- e Suspension or Expulsion** If the attitude or conduct of any member is found at any time to be detrimental to the welfare of the FMS, that member may be suspended or expelled by the Board of Directors, provided that
 - 1 The member is fully informed in writing by the Board of Directors of the contemplated action and the reasons therefore
 - 2 The attitude or conduct upon which the contemplated action is based does not cease immediately after the member is notified by the Board of Directors of its intention to suspend or expel
 - 3 The member is given adequate opportunity to present arguments against such action
 - 4 The Board of Directors, after careful consideration of the arguments presented, decides by a two-thirds (2/3) majority vote to proceed with suspension or expulsion.
- f Charter Members** Individuals who joined the FMS in 1971 and who hold membership numbers 11 through 58 shall be recognized as charter members.

C4.2.2: Sustaining Membership

- a** Individual members and other organizations shall be recognized as sustaining members of the FMS upon payment of sustaining membership dues as determined by the Board of Directors.
- b** Special benefits conferred upon Sustaining Members shall be defined by the Board of Directors and set forth in By-Law B4.2.2.1 to this Constitution.

C4.2.3: Honorary Membership

- a** The FMS may award honorary membership to individuals or organizations that have made outstanding contributions to the FMS, to the fluorescent mineral hobby, or to the scientific understanding of fluorescence.
- b** Criteria and eligibility requirements for honorary membership shall be adopted by the Board of Directors and set forth in the By-Laws to this Constitution.
- c** Honorary members shall have same benefits, rights, and responsibilities as individual members of the FMS as set forth in Article C4.2.1.
- d** Unless otherwise specified in the By-Laws to this Constitution, honorary membership is conferred for life and may be terminated only at the written request of the honoree.

C4.3: Chapters

- C4.3.1 Eligibility** Any group that organizes to promote the mission and objectives of the FMS may petition for recognition as a Chapter of the FMS, provided that the group includes six (6) or more individual members of the FMS. Chapters may be either geographically based or formed around the special interests of group members.

C4.3.2 Application The application for recognition as a Chapter shall be made in writing on a form provided by the FMS and sent to the Secretary of the FMS, together with appropriate chapter fees.

- a The Board of Directors shall review and act on the application in a timely manner.
- b If the application is
 - approved, a Charter will be sent to the Chapter.
 - rejected, the chapter fees will be returned.
- c Any Chapter of the FMS shall reaffirm its intent to remain affiliated with the FMS on an annual basis. In order to retain Chapter status, a Chapter must maintain a minimum of six (6) FMS members on its roster and meet other requirements as set forth in Article C4.3.6 or By-Laws thereto.

C4.3.3 Rights and Responsibilities Members of a recognized Chapter need not be members of the FMS, but Chapter members who are not members of the FMS shall not, by virtue of Chapter membership, be granted the rights and responsibilities of FMS membership, as set forth in Article C4.2.1.

C4.3.4 Withdrawal

- a Any Chapter may withdraw from the FMS by submitting a letter of withdrawal to the Secretary of the FMS.
- b The Charter and all records, funds, and other property of the FMS in possession of said Chapter shall be returned to the FMS along with the letter of withdrawal.
- c Members of a dissolved Chapter who are also members of the FMS shall retain all rights and responsibilities FMS membership, as set forth in Article C4.2.1, so long as they remain members in good standing.

C4.3.5 Revocation of Charter If a Chapter is in violation of the conditions under which its Charter was granted, its Charter may be revoked by the Board of Directors, provided that

- a The Chapter is fully informed in writing of the contemplated action and the reasons therefore
- b The violation upon which the contemplated action is based does not cease immediately after the Chapter is notified by the Board of Directors of its intention to revoke
- c The Chapter is given adequate opportunity to present arguments against such action
- d The Board of Directors, after careful consideration of the arguments presented, decides by two-thirds (2/3) majority vote to proceed with revocation
- e In event that its Charter is revoked, a Chapter shall promptly return its Charter to the FMS, together with all records, funds, and other property of the FMS in its possession at the time of revocation.

C4.3.6 Other Requirements

- a The leader of the Chapter and/or its designated liaison to the FMS shall be member(s) of the FMS.
- b Chapters are strongly encouraged to hold at least one regularly scheduled meeting each year. Chapters are encouraged to invite all FMS members and their guests, and to promote visitation from other Chapters by publishing their activity schedules to the membership of the FMS sufficiently far in advance.

- c All other requirements pertaining to Chapters shall be set forth in By-Law B4.3.6.1 to this Constitution. The purpose of said requirements is to ensure (i) that Chapters remain active and (ii) that they continue to support the mission of the FMS. The Board of Directors shall withdraw the charter of any Chapter that fails to maintain a level of activity sufficient to demonstrate viability.

C4.4: Reimbursement It is the policy of the FMS to reimburse members only for approved expenditures incurred in the performance of FMS business. In particular, no individual member or officer of either the FMS or any Chapter shall receive compensation for services to the FMS, nor shall any member of the FMS or any Chapter receive reimbursement for expenses related to attendance at any meeting of the FMS or an affiliated organization. However, under exceptional circumstances, the Board may authorize compensation to a member for services to the FMS that are unrelated to normal activities associated with position that member occupies, provided that the amount of compensation is fixed in advance and authorized by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE C5: DUES

C5.1: Membership Year The membership year for all categories of membership is the calendar year, which begins on January 1 and ends on December 31.

C5.2: Dues

C5.2.1: Establishment of Dues Membership dues for all membership categories shall be determined annually by the Board of Directors at least forty-five (45) days prior to the start of the next membership year (November 15).

C5.2.2: Reminder and Payment At least forty-five (45) days prior to the end of the current year, the Membership Secretary shall distribute a reminder to all members whose membership is about to expire that their dues are due for the following year. All dues shall be remitted to the Membership Secretary of the FMS on or before the first day of the membership year (January 1).

C5.2.3: Delinquency Members shall be deemed delinquent if their dues are not received within sixty (60) of the start of the membership year (by February 28). The Secretary shall notify all members when they become delinquent. Delinquent members who have not paid dues within thirty (30) days after they become delinquent (by March 30) shall be dropped from the membership roster. Delinquent members are ineligible to participate in FMS activities and shall receive no further publications from the FMS.

C5.3: Reinstatement Former members who have been dropped from the membership roles for nonpayment of dues may be reinstated at the discretion of the Membership Committee upon payment of delinquent dues and additional fees as set forth in the By-Laws to this Constitution.

ARTICLE C6: MEMBERSHIP MEETINGS

C6.1: General Meetings General meetings of the FMS membership may be held at any time and place that the Board of Directors may direct. The Secretary shall provide written notice of said meeting to all members not more than ninety (90) days nor less than thirty (30) days prior to the date of the meeting.

C6.2: Annual Meeting Unless otherwise designated by the Board of Directors, the February meeting held in Tucson, Arizona, in conjunction with the Tucson Gem and Mineral Society Show shall be designated as the Annual Meeting of the FMS. The Board of Directors may designate that the Annual Meeting be held at some locale other than Tucson and at some time other than February. Such designation must be published to the general membership not less than six (6)

months before (i) the proposed date of the meeting or (ii) the date of the Tucson Gem and Mineral Society Show, whichever is earlier. Local Chapters are encouraged to submit bids to host the Annual Meeting of the FMS.

C6.3: Special Meetings A special meeting of the FMS may be called by (i) the Board of Directors, or (ii) upon petition of ten (10) percent the general membership. Under (ii), said petition shall be submitted to the Secretary of the FMS and certified by the Board of Directors. The Board of Directors shall set a date for the special meeting, and the Secretary shall provide written notice of said meeting to all members not more than sixty (60) days nor less than thirty (30) days before the established date. Notice of the special meeting shall include the time, place, and purpose of the meeting. No business of the FMS, other than that pertaining to the stated purpose, may be conducted at a special meeting.

C6.4: Quorum A minimum of twenty-five (25) members of the FMS present at a meeting shall constitute a quorum. The act of a majority of a quorum shall carry the force of an act of the full membership, except as may otherwise be specified in this Constitution and accompanying By-Laws.

C6.5: Voting Every member of the FMS present and in good standing shall have one vote on matters that come before the membership.

C6.6: Proxy Proxy votes will not normally be allowed at meetings of the general membership.

C6.7: Transaction of Business All business of the general membership may legally be conducted by electronic means (including e-mail and use of the FMS website), Fax, or US and foreign post mail. For purposes of compliance with notification requirements, an e-mail or Fax sent to the address of record in the current FMS membership roster shall be deemed equivalent to the use of post mail.

ARTICLE C7: OFFICERS

C7.1: Officers The officers of the FMS shall be President, Vice President, Secretary, and Treasurer.

C7.2: Eligibility Any member of the FMS in good standing shall be eligible for nomination and election to an office in the FMS.

C7.3: Term of Office Officers shall be elected by the general membership to serve 2-year terms. Terms shall be staggered so that the President and Secretary are elected in odd-numbered years and the Vice President and Treasurer are elected in even-numbered years. No individual may serve more than two consecutive terms in any one office.

C7.4: Duties

C7.4.1: President The president shall

- a preside at all meetings of the general membership
- b serve as chair of the Board of Directors (see Article C8) and assist other officers in the performance of their duties
- c recommend candidates to fill vacancies on the Board of Directors and other Committees of the FMS
- d serve as ex-officio member of all other committees and assist committee chairs as needed
- e perform other duties that are customary to the office of President or as may be assigned by the Board of Directors.

C7.4.2: Vice President The Vice President shall

- a preside at all meetings of the FMS and the Board of Directors and perform all other duties of the President in the event that the President is absent or unable to serve
- b assist the President in the performance of his duties and perform other duties as may be assigned by the President or the Board of Directors
- c assist Chapters in the planning of educational activities, collecting trips, educational programs, and silent auctions.

C7.4.3: Secretary The Secretary shall

- a keep accurate minutes, including a record of those in attendance, of all meetings of the general membership and the Board of Directors (see Articles C6 and C8.5)
- b publish said minutes in the UV Waves or post them to the FMS website in a timely fashion as directed by the Board of Directors
- c maintain general correspondence as directed by the Board of Directors
- d maintain an up-to-date handbook that contains (i) this Constitution and By-Laws, (ii) other operating policies and procedures, and (iii) related documents of the FMS, and periodically verify that each member of the Board of Directors has a current copy as specified in Article C11.3.
- e prepare ballots for all elections, distribute these ballots to members, tally results when balloting is completed, and report winners in accordance with the procedures set forth in Article 9.

C7.4.4: Treasurer The Treasurer shall

- a administer the receipt and disbursement of all monies of the FMS in accordance with guidelines established by the membership or the Board of Directors. The Treasurer shall secure a second signature on checks for amounts in excess of that specified in By-Law B7.4.4.1 to this Constitution, or for non-budgeted items authorized by the Board of Directors
- b prepare monthly reports and additional reports as may be requested by the membership or the Board of Directors
- c prepare an annual financial report for the membership that summarizes all transactions and provides an accurate statement of the financial condition of the FMS, said report to be published in the UV Waves or posted on the FMS Website as directed by the Board of Directors
- d in cooperation with the Audit Committee, arrange for an annual audit of the financial records of the FMS
- e prepare an annual budget of expenses and disbursements and submit the budget to the Board of Directors for approval.

C7.5: Removal Any officer of the FMS may be removed for cause upon two-thirds (2/3) majority vote of the Board of Directors at any annual, regular, or special meeting, provided that said officer has been given an opportunity to present his/her case to the Board. The decision of the Board of Directors is final.

C7.6: Vacancies

C7.6.1: The President shall appoint a suitable candidate to fill any vacancy that occurs among the officers of the FMS. Said appointment shall become effective upon ratification by the Board of Directors, and shall be valid until the next regularly scheduled election for that

position, except that the Vice President shall serve as President in the event that the office of President becomes vacant.

C7.6.2: If any officer fails to participate in any three (3) consecutive meetings without reasons acceptable to the Board, said position shall be declared vacant, and the unexpired term shall be filled in accordance with Article C7.6.1.

ARTICLE C8: BOARD OF DIRECTORS

C8.1: Composition The Board of Directors shall consist of (i) the officers of the FMS, (ii) six (6) Directors elected at large by the general membership, and (iii) ex-officio members appointed by the Board of Directors. To facilitate communication, the Chairs of the Publications, Membership and Website committees identified in Article C10 shall be considered ex-officio members of the Board of Directors. No person shall simultaneously hold two positions on the Board of Directors.

C8.2: Eligibility Any member of the FMS in good standing shall be eligible for nomination and election to the Board of Directors of the FMS.

C8.3: Term of Office

C8.3.1: Officers Officers of the FMS shall be elected in accordance with the provisions of Article 7.3.

C8.3.2: Directors The term of office for directors elected at large shall be three (3) years. Terms shall be staggered so that one-third (2) of the directors are elected each year. At-large directors shall be elected by the general membership of the FMS.

C8.3.3: Ex-Officio Members Ex-Officio Members serve at the pleasure of the Board of Directors and do not have voting privileges.

C8.4: Duties

C8.4.1: The Board of Directors shall conduct the business of the FMS, and manage its property and affairs, in a manner that is consistent with the will of the membership, as expressed in actions taken at annual, regular, or special meetings, and it shall generally promote the objectives of the FMS. The Board of Directors shall inform members of the actions it takes on behalf of the FMS in a timely fashion.

C8.4.2: The Board of Directors shall act on recommendations of the President for filling vacancies on the Board of Directors and other committees of the FMS.

C8.4.3: The Board of Directors may establish awards that recognize individuals or organizations that have performed outstanding service to either the FMS or the fluorescent mineral hobby. Criteria for such awards shall be set forth in the By-Laws to this Constitution.

C8.4.4: Directors elected at large shall serve as liaisons between the FMS and its respective Chapters, primarily by promoting FMS activities within the Chapters and representing the Chapters to the FMS. Under the lead of the Vice President, they shall assist the Chapters to use the resources of FMS in the planning, coordination, and promotion of educational activities, collecting opportunities, programs, and silent auctions.

C8.5: Meetings

C8.5.1: Annual Meeting An annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the general membership, and shall take place within one week (preferably before) of the Annual Meeting of the general membership.

C8.5.2: Regular Meetings The Board of Directors shall meet on a regular basis (e.g., monthly) to transact the business of the FMS. Regular meetings of the Board shall be held at a time

and location determined by the Board. The meeting schedule of regular meetings of the Board shall be made known to the entire membership of the FMS.

C8.5.3: Special Meetings Special meetings of the Board of Directors may be called by the President, and must be called by the President upon written request of 5 or more Board members. A special meeting shall take place not less than ten (10) days nor more than thirty (30) days after the date it is called by the President.

C8.5.4: Transaction of Business All business of the Board of Directors may legally be conducted by electronic means (including e-mail and use of the FMS website), phone, Fax, or US and foreign post mail.

C8.5.5: Quorum A majority of the members of the Board of Directors (6) shall constitute a quorum at any meeting. The act of a majority of a quorum shall carry the force of an act of the full Board, except as may otherwise be specified in this Constitution and accompanying By-Laws. Visitors are encouraged to attend meetings of the Board of Directors, but no visitor shall be granted voting rights.

C8.6: Resignations and Removal

C8.6.1: Resignation Any director may resign at any time by presenting a written notice of resignation to the President of the FMS.

C8.6.2: Removal

a Any director of the FMS may be removed for cause upon two-thirds (2/3) majority vote of the Board of Directors at any annual, regular, or special meeting, provided that said director has been given an opportunity to present his/her case to the Board. The decision of the Board of Directors is final.

b If any Directors fails to participate in three (3) consecutive meetings of the Board without reasons acceptable to the Board, said position shall be declared vacant, and the unexpired term shall be filled in accordance with provisions of Article C8.7.

C8.7: Vacancies The President shall appoint a suitable candidate to fill any vacancy that occurs among the at-large Directors of the Board. Said appointment shall become effective upon ratification by the Board of Directors, and shall be valid until the next regularly scheduled election for that position,

ARTICLE C9: ELECTIONS

C9.1: The Nominating Committee shall prepare a slate of nominees for each elective office and publish it to the membership no later than December 1. Any member may nominate another member for office, with consent of the nominee, during an open nomination period which extends from October 15 to December 1. The final list of nominees shall be prepared in ballot form by the Nominating Committee and distributed by the Secretary to each member of the FMS by January 15. Marked ballots must be returned to the Secretary by February 1. Ballots not date-stamped by February 1 or not received by the Secretary by February 7 shall be declared invalid. Winners shall be determined by a simple majority. The Secretary shall tally the ballots and announce the results at the Tucson meeting of the FMS if possible, at which time the new officers and members of the Board of Directors will assume their respective duties. In any event, election results shall be published to the membership no later than February 28, and newly elected officers and directors shall assume their respective duties by that date.

C9.2: All elections of the FMS may legally be conducted by electronic means (including e-mail and use of the FMS website), Fax, or US and foreign post mail. A ballot sent by the Secretary either electronically or by Fax to the address of record in the current FMS membership roster shall be

deemed equivalent to one sent by US or foreign post mail. A marked ballot returned to the Secretary by e-mail or Fax on or before February 1 shall be deemed equivalent to one returned by US or foreign mail with a postmark of February 1 or earlier.

ARTICLE C10: COMMITTEES

C10.1: Nominating Committee

C10.1.1 Composition A Nominating Committee of three (3) persons shall be appointed by the President and approved by the Board of Directors on or before September 1 of each year. No member of the Board of Directors shall serve on the Nominating Committee.

C10.1.2 Term of Office Each member of the Nominating Committee shall be appointed to a three-year term, with terms staggered so that one member goes off the committee and one new member comes on each year.

C10.1.3 Duties The Nominating Committee shall prepare a slate of candidates and present it to the Board of Directors in time for publication in the November-December issue of the UV Waves.

C10.2: Audit Committee

C10.2.1 Composition An Audit Committee of one or more persons shall be appointed by the President on or before January 1 of each year. No member of the Board of Directors shall serve on the Audit Committee.

C10.2.2 Term of Office Each member is appointed to a three-year term. When the membership of the Audit Committee reaches three (3), terms shall be staggered so that one member goes off the committee when a new member comes on.

C10.2.3 Duties The Audit Committee shall perform an annual audit of the financial records of the FMS in accordance with standard practice and present a report of its findings to the Board of Directors no later than March 1.

C10.3: Publications Committee

C10.3.1: Composition The Publications Committee shall consist of (i) a Chair, (ii) The Editor of the UV Waves, (iii) The Editor of the Journal of the FMS (the Journal), and (iv) other members as required to accomplish the publishing mission of the FMS. All members shall be appointed by the President and confirmed by the Board of Directors.

C10.3.2: Term of Office Each member of the Publications Committee shall be appointed to a two-year term. Because of the special nature of their roles, the Editor of the UV Waves and the Editor of the Journal shall be appointed with the option to renew for an additional term or terms upon mutual consent of the President and the appointee.

C10.3.3: Duties The Publications Committee shall have general responsibility for the production and distribution of all official publications of the FMS, specifically the UV Waves, the Journal, and information posted to the website. Editorial policies and guidelines concerning content, frequency of publication, and dates of publication shall be set forth in the By-Laws to this Constitution.

C10.4: Membership Committee

C10.4.1: Composition The Membership Committee shall consist of (i) the FMS Secretary and (ii) additional members as required to process memberships and maintain a current membership roster.

C10.4.2: Term of Office The Secretary serves on the Membership Committee by virtue of his/her election to the office of Secretary. All other members of the Membership Committee shall be appointed to two-year terms. All members of the Membership Committee, except the Secretary, shall be appointed by the President and confirmed by the Board of Directors.

C10.4.3: Duties The Membership Committee shall

- a collect and process all membership applications, and forward all membership dues to the Treasurer for deposit
- b resolve all questions pertaining to individual memberships
- c maintain a current roster of all FMS members and provide roster updates to the Publications Committee and Board of Directors as requested
- d prepare the annual roster for distribution to the membership by April 1 of each year. The annual roster shall be either published in the UV Waves or posted on the FMS website, as determined by the Board of Directors.
- e maintain current contact information for Sustaining Members, provide said information to the Editor of the Waves and the Webmaster for publication, and periodically review published contact information to ensure that it is correct.

C10.5: Website Committee

C10.5.1: Composition The Website Committee shall consist of (i) the Webmaster (ii) additional members as required to develop and maintain the FMS website. Persons appointed to the Website Committee must be knowledgeable about the development and maintenance of websites. All members shall be appointed by the President and confirmed by the Board of Directors.

C10.5.2: Term of Office Each member of the Website Committee shall be appointed to a two-year term. Because of the special nature of their roles, members shall be appointed with the option to renew for an additional term or terms upon mutual consent of the President and the appointee.

C10.5.3: Duties The Website Committee, under the lead of the Webmaster, shall develop and maintain the FMS website so as to support and promote the mission of the FMS. This mission includes, but is not limited to, maintaining a website that

- a provides a convenient means for leadership to communicate with FMS members and for members to communicate with each other
- b offers a meaningful package of benefits to sustaining members as developed in collaboration with the Membership Committee and as set forth in the By-Laws to this Constitution
- c provides information about other suppliers and sources of information that support the fluorescent mineral enthusiast
- d serves as a repository of information about fluorescence and fluorescent minerals for both members and non-members.

C10.6: Other Committees The Board of Directors may at its discretion establish other committees deemed necessary to further the objectives or efficient operation of the FMS. The composition, duties, and operating procedures of such committees shall be set forth in the By-Laws to this Constitution.

ARTICLE C11: POLICIES AND OPERATING PROCEDURES

C11.1: Decisions relating to the operation of the FMS may be made at any regular meeting of the general membership or Board of Directors. Provided that they are not in conflict with the provision of this Constitution and accompanying By-Laws, these decisions carry the force of an act of the full membership. Such operational decisions shall be designated as Policies and Operating Procedures of the FMS.

C11.2: Policies and Operating Procedures may be established, revised, or revoked by majority vote at any regular meeting of the general membership or the Board of Directors.

C11.3: The Secretary shall maintain a current manual of all Policies and Operating Procedures, in which all active policies and procedures are dated and indexed, and shall periodically provide a copy of said manual to each member of the Board of Directors. The manual of Policies and Operating Procedures shall be made available to general members upon request.

ARTICLE C12: AMENDMENTS

C12.1: Amendments

C12.1.1: Constitution A two-thirds (2/3) majority of the ballots returned in a legally conducted vote of the FMS membership shall be required to amend this Constitution. Balloting shall be conducted in accordance with the provisions of Articles 12.2 and 12.3.

C12.1.2 By-Laws A two-thirds (2/3) majority vote of the Board of Directors (see Article C6.4) shall be required to amend the By-Laws to this Constitution.

C12.2: Procedure Any member of the FMS may propose an amendment to this Constitution. A copy of the proposed amendment, together with justification, must be presented to the Board of Directors. If the proposed amendment is

- approved by the Board, it must be submitted to the general membership for ballot within 60 days of the date of approval.
- rejected by the Board, its sponsor, upon presentation of the signatures of fifteen (15) members who favor the amendment, may petition the Board of Directors to submit the proposed amendment for ballot. In this event, the proposed amendment shall be submitted to the general membership for ballot within 60 days of the date of petition.

C12.3: Balloting

C12.3.1: Timetable The voting date shall be established by majority vote of the Board of Directors. The Secretary shall distribute ballots to all members not more than forty-five (45) days nor less than thirty (30) days before the voting date. Ballots not received by the Secretary or postmarked by the voting date shall be declared invalid. Except as specified in this article, the procedures of Article 9 apply.

C12.3.2: Requirements With each ballot, the Secretary shall include (i) a copy of the proposed amendment(s), (ii) the article(s) to which the proposed amendment(s) apply, (iii) and brief statements (if any) of reasons presented by proponents and opponents in support of, or opposition to, the proposed amendment(s).

ARTICLE C13: RULES OF ORDER

C13.1: The latest edition of Roberts Rules of Order shall govern the conduct of all activities of the FMS not specified in this Constitution.

C13.2: Where differences exist between this Constitution and Roberts Rules of Order, the provisions of this Constitution take precedence.

ARTICLE C14: DISSOLUTION AND DISPOSITION OF ASSETS

C14.1: DISSOLUTION A three-quarters (3/4) majority of the ballots returned in a legally conducted vote of the FMS membership shall be required to dissolve the FMS. Balloting shall be conducted in accordance with the provisions of Articles 12.2 and 12.3.

C14.2: DISPOSITION OF ASSETS In the event of dissolution, the Board of Directors shall turn all monetary and material assets of the FMS over to a not-for-profit association or society with objectives as similar as possible to those of the FMS.

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