

Article 1. NAME

- 1.1 The name of this organization shall be Nittany Mineralogical Society, Incorporated (the "Corporation").

Article 2. NONPROFIT PURPOSES

- 2.1 The purposes of the Corporation as set forth in the Articles of Incorporation are: Education and encouragement of interest in the field of mineralogy and the earth sciences. The purposes are exclusively charitable. In pursuing such purposes, the corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 2.2 The specific objectives and purposes of the Corporation are:
  - A. To educate those interested or potentially interested in the various Earth Sciences.
  - B. To provide a means whereby those interested in minerals and rocks can exchange ideas, specimens and experiences.
  - C. To foster in the minds of the public an appreciation for minerals, rocks and gems.
  - D. To encourage members to donate specimens to schools for use in the study of earth sciences and to make themselves available for programs and demonstrations for other organizations such as Scouts and civic organizations.
  - E. To encourage the search for new minerals in Pennsylvania and the recording of all Pennsylvania minerals and mineral locations.
  - F. To support museums in their effort to display and preserve mineral and other earth science specimens for public education and appreciation and for scientific research.
  - G. To promote the scientific study of minerals, rocks, and Earth Sciences.
  - H. To secure the practical conservation of mineral specimens, mineral localities, and sites illustrating earth science concepts.
  - I. To provide events for children emphasizing the role of earth sciences in an industrial world.

Article 3. OFFICES

- 3.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Board of Directors may from time to time determine.

Article 4. MEMBERSHIP

- 4.1 Application for Membership: Any person wishing to become a member of the Corporation shall complete and sign the application form furnished by the Corporation and submit it as directed, with the dues for the current year, or portion thereof, as determined by the Board of Directors.
- 4.2 Regular Membership: A Regular member shall be any member who is 18 years of age or older. This membership shall carry all privileges including the right to vote, and to hold office. Separate dues rates and definitions may be set by the Board of Directors for students, senior citizens, Life Members and other categories of Regular members, while retaining all rights and privileges of Regular membership.
- 4.3 Junior Membership: A Junior member shall be any member under 18 years of age. A Junior member shall have the signed consent of a parent or legal guardian. Junior members may not vote on financial matters, or hold elected office.
- 4.4 Family Rate: Provision shall be made for family members, living at the same residence, to join the Corporation at a reduced rate, providing that family consists of two (2) or more persons. These persons shall be Regular members if they are 18 years of age or older, and shall be Junior members if they are under 18 years of age.
- 4.6 Honorary Titles: The Directors may award such classes of "membership" as Honorary Member or Contributing Member, but such persons shall not have the rights of members. An Honorary Membership may be awarded by the Board of Directors to a non-member who has done much to further our knowledge of minerals, rocks, and Earth Sciences.
- 4.7 Liability: All persons of legal age participating in a Corporation-sponsored activity shall do so at their own risk and are solely responsible for their own safety and that of any minor children they

may bring with them. Any member under the age of 18 participating in any Corporation-sponsored activity shall be accompanied by a parent or responsible adult.

- 4.8 Removal and Reinstatement: A member may be recommended for removal if deemed by the Board of Directors to be detrimental to the Corporation through a two-thirds (2/3) vote of the Board. The member shall then be notified in writing of the recommendation for removal. Expulsion will be final upon a two-thirds (2/3) vote at a specially advertised meeting of the members. Reinstatement may be requested in a later calendar year and shall require a two-thirds (2/3) vote of the Board and a two-thirds (2/3) vote at a subsequent meeting of the members.

#### Article 5. ELECTED OFFICERS

- 5.1 The elected officers of the Corporation shall consist of a President, Vice-president, Treasurer, and Secretary. All officers shall be elected to one-year terms with no restrictions of terms of service.
- 5.2 The report of the Nominating Committee shall be announced and provided to all members at or before the regular September meeting. Other nominations may be made from the floor during the September or October meeting.
- 5.3 Elections. The election of officers shall take place at the October meeting (which section 10.2 states shall be the annual meeting of the members of the corporation). The candidate receiving the highest number of votes shall be declared elected. In the case of a tied vote, the candidates involved shall be re-balloted until a candidate shall receive a plurality.
- 5.4 Filling Vacancies. If the position of any officer becomes vacant, the Directors in office may choose a member who shall hold that office for the remaining term.
- 5.4 Duties of Officers. The duties of the officers shall include the following:
- A. The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee; shall maintain order therein; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall assure that appropriate notice is given as needed for all meetings of the Board of Directors. The President or his/her appointed representatives shall serve as an ex officio member of all committees.
  - B. The Vice-president shall assist the President and perform all the duties of the President in his absence, and shall have such powers and perform such duties as may be prescribed by the Directors or as the President may delegate.
  - C. The Secretary shall assure that complete and accurate minutes are kept of all proceedings of the Corporation, the Board of Directors, and the Executive Committee; shall assure that any Newsletters are compiled, printed, and distributed; and shall perform other such duties as may be prescribed by the Directors. The Secretary shall turn over all records and other materials belonging to this office to his/her successor or to the President of the Corporation at the end of his/her service. The Secretary may also act as Librarian and Society Historian.
  - D. The Treasurer shall assure that an accurate account of all the moneys of the Corporation is kept, and shall assure that all moneys are safely kept for the benefit of the Corporation. The Treasurer shall, at the end of their service, surrender all moneys and records to his/her duly elected successor or to the President of the Corporation. The Treasurer shall assure that all dues are collected and an accurate list of all the paid members is kept. The Treasurer shall propose a budget each July for the coming fiscal year.

#### Article 6. BOARD OF DIRECTORS

- 6.1 Composition: The Board of Directors (the "Board") shall be composed of the elected officers and the chairpersons of all the operating committees.
- 6.2 Powers and Duties: It shall be the duty of the Board to conduct the business of the Corporation, to hold all the Corporation's property and to control such property. The Board shall arrange for procuring necessary service or items. Decisions of the Board, of the Executive Committee, or by majority of all eligible members, shall be the decisions of the Corporation.
- 6.3 Board Meetings: The Board shall meet at least three times per calendar year. Board meetings shall be held on the first Wednesday of the month or at such other time as decided by the Board, or as decided by the President if required.

- 6.4 Quorum: A majority of Board members, which must include a majority of the elected officers, present in person at any duly convened meeting, shall constitute a quorum of the Board.
- 6.5 Compensation: No Board member shall be compensated for serving on the Board or for traveling to any Board meeting. Board members may be reimbursed for actual expenses incurred in performing the business of the Corporation. A Board member may be compensated for performing specific services or providing specific products, if approved by vote of the Board and if limited to \$500. per fiscal year.

#### Article 7. COMMITTEES

- 7.1 Establishment: Operating committees and ad-hoc committees may be created or terminated, and their chairpersons appointed or replaced, by the President with the approval of the Board as the need arises. Members of committees may be appointed or replaced by the President or the committee chairperson with the approval of the Board, and shall be members of the Corporation. Committees may advise the Board, and may perform actions authorized by the Board to achieve their purpose.
- 7.2 Executive Committee: There shall be an Executive Committee which shall consist of the elected officers (President, Vice-President, Secretary, and Treasurer). The Executive Committee shall be permitted to exercise any powers of the Board between Board meetings, except for decisions or transactions involving over \$500; or involving contracts or real estate; or involving creation, termination, or membership of other committees.
- 7.3 Nominating Committee: The Nominating Committee shall consist of the Board of Directors. It shall be the duty of the Nominating Committee to select qualified and willing candidates for office to be presented for the annual election in accordance with section 5.2.
- 7.4 Program Committee: The President shall appoint a Program Committee whose duty shall be to arrange for appropriate speakers and programs for the regular Corporation meetings.
- 7.5 Field Trip Committee: The President shall appoint a Field Trip Committee whose duty it shall be to arrange field trips for the Corporation and to secure permission from property owners.
- 7.6 Safety Committee: All members of the Board of Directors shall comprise the Safety Committee, the Chairman of which shall be appointed by the President. It shall be the duty of the Safety Chairman to see that field trips are conducted safely and that a first aid kit be available on all field trips. The Committee shall be responsible to see that all Corporation members abide by all safety rules of the Corporation and property owner or administrator.

#### Article 8. RESIGNATIONS

- 8.1 Any Officer, Committee chair, Committee member, or member may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time is specified in the resignation. The acceptance of the resignation shall not be required to make it effective.

#### Article 9. DUES

- 9.1 Annual dues shall be payable before October 31 for the fiscal year which starts on November 1. Any member not paying dues by that day shall be removed from the membership roll until the dues are paid. The amount of dues for each year or portion thereof shall be determined by the Board of Directors in accordance with the financial needs of the Corporation. Any changes in dues shall be announced to the members.

#### Article 10. MEETINGS

- 10.1 Regular Meetings: Meetings of the membership shall be held at 7:30 p.m. on the third Wednesday of each month, August through May, unless decided otherwise at a regular Corporation meeting, or by the Board or Executive Committee if required, and announced to all members. The meetings shall be held at a location decided upon by the Board of Directors.
- 10.2 Annual Meeting of the Members: The October regular meeting shall be the Annual Meeting of the Members of the Corporation.

10.3 Other Business at Regular Meetings: Members have the right to add an item to the agenda of the next Regular Meeting by submitting it in writing or by e-mail to the President at least three weeks prior to that meeting. Decisions involving dissolution of the Corporation, financial commitments over \$500., actions outside the objectives and purposes of the Corporation as stated in the Articles of Incorporation or these Bylaws, shall require a mail ballot of all eligible members.

Article 11. FIELD TRIPS AND SAFETY

- 11.1 Participation: Only regular members or junior members, or persons otherwise covered by the Corporation's insurance, may participate in regular field trips of the Corporation.
- 11.2 Advance Notifications and Registration: Members may be required to sign up on a field trip notification list in order to be notified of some or all field trips, and may be required to register in advance with the Field Trip Chair or leader for specific trips.
- 11.3 Limited Attendance Trips: The Board may establish specific rules for attendance on any limited attendance field trip.
- 11.4 On-site Registration: All persons attending a field trip shall, upon arrival at the designated area, report to the trip leader for any special safety information and to sign the attendance roster, as well as any release forms required by the property owner.
- 11.5 Safety: Field trips shall be conducted in accordance with the wishes of the property owners. Participants shall abide by all rules and regulations set forth by the Corporation and/or the property owners, including minimum age for admission. Junior members shall stay within supervisory proximity of their parent or guardian. No part of any field trip shall be conducted in areas of a quarry, dump, mine, etc., which are deemed to be unsafe or dangerous by the Safety Chairman, Safety Committee, or the property owner. All persons participating in a field trip shall wear all required safety equipment, and all tools shall be in a safe working condition. Any person not complying with Safety Committee requirements may be directed by the Safety Committee Chairman to leave the property.
- 11.6 Accident Reporting: All accidents shall be reported immediately to the Safety Chairman or the field trip leader.

Article 12 - LIMITATION OF LIABILITY AND INDEMNIFICATION

- 12.1 Limitation of Liability: No member shall be personally liable for the debts, liabilities or other obligations of the corporation.
- 12.2 Indemnification: The members of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

Article 13. MISCELLANEOUS

- 13.1 Fiscal Year: The corporation shall function on a fiscal year commencing on the first day of November and ending on the thirty-first day of October annually.
- 13.2 Headings: In interpreting these Bylaws, the headings of articles or sections shall not be controlling.

Article 14. AMENDMENTS

- 14.1 Proposed bylaw changes may originate with the Board of Directors or any interested member who shall prepare the proposed amendment in writing and present signatures of at least four (4) Regular Members of the Corporation on a petition. The petition shall be submitted to the President, who shall in turn present the proposed bylaw change to the membership at a regular meeting of the Corporation no later than 70 days after receipt.
- 14.2 Any proposed bylaw amendments or changes shall be announced and made available to the members at least 20 days prior to their presentation for vote at a meeting.
- 14.3 A bylaw amendment or change must receive a two-thirds (2/3) majority vote of all members voting at a regular meeting of the Corporation.