

Bylaws of The Flagg Mineral Foundation

Revised March 31, 2021

Article I

Name Section 1. The name of this organization shall be *The Flagg Mineral Foundation* (hereinafter referred to as "*Foundation*"). The Foundation is a non-profit Corporation incorporated in the State of Arizona.

Purpose Section 2. The purpose of this Foundation is to promote popular interest and education in the Earth Sciences, support the mining industry and the mineral, fossil and gem collecting hobbyists of the State of Arizona and to acquire, catalogue and display the Foundation's collections.

Article II

Membership Section 1. Membership shall be open to persons and organizations interested in minerals, gems, fossils, mining and the maintenance of the museums and institutions designated by the Foundation.

Section 2. There shall be five categories of Members:

- A. Individual – this membership shall consist of a single person.
- B. Family – this membership shall include the spouse and any minor children.
- C. Organizations – this membership shall represent other mineral, fossil and gem clubs and any corporations and associations supportive of the Foundation's goals. An organization shall designate, by letter to the Secretary, its representative to the Foundation.
- D. Honorary Members shall be those individuals or businesses who have rendered a significant service to the Foundation and/or the mineral and mining industry. Such Members shall be elected by majority vote of a quorum of the Foundation Board Trustees.
- E. Life – this membership shall be designated by a vote of a quorum of the Board for selection of those members who have significantly contributed to the advancement of the Foundations purpose.

Membership Dues Section 3. The dues for the five categories of membership, effective January 1, 2021, shall be:

A. Individual	\$25
B. Family	\$40
C. Organizations	\$100
D. Honorary	No Dues Assessed
E. Life	No Dues Assessed

Membership Dates Section 4. The Foundation shall operate on a fiscal basis – July 1 through June 30 of each year. Membership shall run from January 1 through December 31 of each year. A person accepted for membership shall pay a full year’s dues prior to July 1 of each year and one-half year’s dues thereafter.

Notice shall be sent to each Member on or before December 1 each year as a reminder the dues are payable January 1 and delinquent January 30.

A Member is in good standing as long as payment of dues is current and no other actions have been taken by the Board.

The annual dues of Members may be increased or decreased provided that
(1) a resolution to that effect is voted by a majority of a quorum of Trustees present at a Board Meeting,
(2) and, the changes have been specified in the notice of the meeting.

Voting Rights Section 5. Each membership, except Honorary, shall entitle the Member to one vote-a simple majority shall govern, unless specified otherwise.

Article III

Election of Trustees Section 1. The Board of Trustees of the Foundation shall consist of between 11 and 21 persons.

Section 2. At the Annual Meeting of the Foundation approximately one third of those Trustees who have fulfilled their three-year term of office (exclusive of the immediate Past Chairman who shall serve for one year), shall be elected to serve for three years or until successors are elected. Each year the third who have fulfilled their three-year term shall require re-election.

Section 3. The election of Trustees shall be by ballot. Absentee ballots provided to the membership 30 days prior to the date of the balloting must be received

by the Secretary of the Foundation no later than the time of the closing of the polls. Only Members may vote and hold office.

Section 4. The candidates receiving the greatest numbers of votes shall be deemed elected to replace those Trustees whose terms have expired.

Section 5. A vacancy existing among the Trustees for any cause other than expiration of a term may be filled by the Trustees themselves for the remainder of the term of that Trustee.

Section 6. The Officers shall, at their stated meeting two months prior to the Annual Meeting each year, appoint a Nominating Committee composed of three members of the Foundation, who shall select at least the number of candidates to be voted upon at the ensuing Annual Election of Trustees. The names of such candidates shall be mailed to the membership two weeks preceding such election.

Section 7. Any Member present, with their consent, may be nominated from the floor at the Annual Meeting. The nominee's consent must be obtained before such nomination.

Section 8. A quorum at a Board meeting shall consist of five Board Members, plus either the Chairman or Vice-chairman, provided notice has been sent to all Board Members at least one week in advance of the meeting.

Article IV

Officers and Duties

Section 1. The Officers of the Foundation shall be the Chairman, Vice-Chairman, Secretary, Treasurer, and Show Chair. Each officer shall be elected by the Trustees from among those Trustees who have served for a term of at least one year. This requirement may be waived by a vote of the Foundation membership at the Annual Meeting. Officers shall be elected immediately after each Annual Meeting of the Foundation membership. Each officer shall hold office for a term of one year or until a successor has been elected in the event of a vacancy. A vacancy existing among the officers for any cause other than expiration of a term may be filled by the Trustees themselves for the remainder of the term of that Officer.

Section 2. The Chairman shall preside at all meetings of the Foundation and of the Board. He/she shall sign all written contracts and obligations of the Foundation and exercise the usual functions of the office.

Section 3. The Vice-Chairman shall have the powers to perform the duties of the Chairman when the latter is absent. The Vice Chairman shall perform such duties as may be prescribed by the Chairman. The Vice-Chairman shall also serve as the Chair of the Collection Committee. In the event the Vice-Chairman is unwilling or unable to perform the duties of Collection Committee Chair, the Board shall designate a Trustee to fill this position.

Section 4. The Treasurer shall:

- A. Collect and receive all money due the Foundation,
- B. Have custody of all funds, securities and title deeds belonging to the Foundation,
- C. Pay all bills on approval of the Board,
- D. Keep accounts,
- E. Make a financial statement to the Board and
- F. Perform the duties usual to the office.

Section 5. The Secretary shall:

- A. Keep minutes of the all meetings,
- B. Hold the records of the Foundation,
- C. Conducts its correspondences,
- D. Attest the signature of the Chairman on contract,
- E. Have custody of the Seal,
- F. Send out membership renewal notices
- G. Issue membership cards
- H. Perform the duties usual to the office.

Section 6. Show Chair

- A. Shall be in charge of putting on the annual Flagg Mineral Show
- B. Establish a Show Committee to accomplish all of the tasks necessary for putting on the annual Flagg Mineral Show.
- C. Perform any other duties necessary for the annual Flagg Mineral Show.

Section 7. Statutory Agent – Shall be appointed by the Chairman.

Article V

Committees

Section 1. The Chairman, with the approval of the Board, may appoint ad-hoc committees and designate a committee chairperson. The Board shall delegate

each committee with such powers as it deems necessary. The Chairman shall be an ex-officio member of all such Committees.

Section 2. Committee Chair is responsible for the overall actions of the committee and members of that committee. The Chair has no authority, expressed or implied, to commit funds, reimburse expenses, or to make purchases exceeding spending limits set by the Board within the budget for the committee.

Section 3. Nominating Committee. (*See Election of Trustees*).

Section 4. Show Committee. The annual Flagg Mineral Show, held in January, is a significant event for the Foundation. Committee members shall be selected by the Show Chair.

Section 5. Collection Committee.

Mission Statement

To support the goals and purpose of the Board of Trustees by providing specimens and exhibits and to build and maintain a global collection, with emphasis on Arizona and Mexico, of fine gem, lapidary, fossil, and mineral specimens.

A. Operating Goals and Guidelines

- i. Curate all of the specimens contained within the Foundation's collection.
- ii. Each specimen of each species shall be benchmarked to rank its relative quality and importance within the collection. Specimens designated for sale or trade shall be segregated from the rest of the collection.
- iii. Selection of specimens for disposal shall be recommended by the Collection Committee with on-going oversight by the Board.
- iv. Each specimen retained in the permanent collection shall be prepared to maximize its aesthetics and displayability.
- v. Each specimen designated to be retained in the permanent collection shall be catalogued.
- vi. All catalogued specimens shall be appraised on a regular basis, to be determined by the Board.
- vii. Determine strengths and weaknesses of the Foundation collection and develop short and long-range acquisition plans.

B. Acquisitions Policy.

- i. Specimen Purchase Fund – The parameters of this fund shall be determined by the Board.
- ii. Purchases and Trades
- iii. An annual specimen acquisition budget shall be recommended by the Committee and approved by the Board.
- iv. The budget shall consist of two parts; a dollar amount for purchases and a dollar amount for trades.
- v. Selection of specimens shall be recommended by the Collection Committee with on-going oversight by the Board.
- vi. All purchases up to \$5000 shall require the approval of one Board officer and at least two Trustees. Costs over \$5000 shall require prior Board approval.
- vii. Gifts/Donations – Shall be actively solicited. Any restrictions placed by the donor shall be approved by the Board before accepting the donation.

Article VI

Meetings

Section 1. The Annual Meeting of the Foundation shall be held on the Thursday evening prior to the Flagg Mineral Show in January of each year. If the annual Flagg Mineral Show is not held, a new meeting date shall be approved by the Board of Trustees and communicated to the General membership. A quorum shall be defined as a quorum of the Board of Trustees along with all of the members present at the meeting.

Section 2. Board meetings for discussion of matters connected with the Foundation shall be monthly or at such times as may be scheduled by the Chairman or at least three of the Trustees. The Board also may also appoint special Committees to examine and report upon particular topics, may arrange for lectures by members or non-members, or in other ways promote the efforts of the Foundation.

Section 3. Telephone or internet meetings may be held with one week's prior notice to all Trustees unless the Chairman determines an emergency exists, then 24-hour notice shall be provided.

Section 4. Agendas shall be provided with the meeting notice so the Trustees, and in the case of the annual meeting the members, know what business items shall be discussed and voted upon.

Article VII

Ownership & Liability	Section 1. The property and assets of the Foundation shall be vested in the Board. The members of the Board shall be fully indemnified by the Foundation against all liability or loss incurred in respect to their acting as such.
Limits of Officer's Expenditures	Section 2. Officers may not obligate the Foundation for cash expenditures greater than \$5000 without prior approval of the Board.
Communications	Section 3. Email, the website and conference calls, along with U.S. mail, shall all be considered acceptable forms of communicating with the Foundation Trustees and members.

Article VIII

Amendments	<p>Section 1. Proposed Amendment(s) to the By-Laws shall be submitted to the Secretary in writing. The amendment shall be placed on the agenda as new business for the next Board meeting. After being approved by the Trustees, the amendment(s) shall be included in the amended By-Laws. All such changes shall be reported to the general membership at the Annual Meeting</p> <p>Section 2. Amendments may be proposed by any Trustee or by a By-Laws committee appointed by the Chairperson.</p> <p>Section 3. Voting – shall be held at the following regular meeting of the Board after proper notice has been given to all Trustees. A minimum of a 2/3 affirmative vote of the quorum of the Board of Trustees shall be required to approve amendment(s) to the By-Laws.</p>
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