

BY-LAWS
of
THE RENO GEM AND MINERAL SOCIETY, INC.
Effective as of 25 September 2025

Supersedes all prior dated By-Laws.

ARTICLE I
CONTROLLING LAW

Section 1. CONFLICT OF LAWS

Nevada Revised Statutes (NRS) Chapter 82 (NONPROFIT CORPORATIONS) controls Nevada corporations that are recognized as exempt under section 501(c)(3) of the Internal Revenue Code, such as the Reno Gem and Mineral Society, Inc. (hereafter, "RGMS"). NRS Chapter 82.121 (General Powers) specifies numerous privileges and powers that corporations may exercise. These include, for example, the ability to "make bylaws not inconsistent with the Constitution or laws of the United States, or of this State, for the management, regulation and government of its affairs and property. NRS 82.121(2)(f). Thus, if these By-Laws of RGMS (hereafter, "Bylaws") are in conflict with the provisions of any other relevant federal or Nevada law such as those found in NRS Chapter 82, then those provisions are controlling and the conflicting provision of these Bylaws are null and void.

ARTICLE II
MEMBERSHIP

Section 1. GENERAL

Membership is open to adults (with provision for Juniors as outlined below), excluding those who have been expelled from membership (see Sections 7 and 8 below). Membership is granted upon receipt of the completed application, signed waivers, and payment of annual dues.

Section 2. HONORARY MEMBERS

The title Honorary Member may be conferred upon a person who has done meritorious work for the Society in general, or in earth sciences. Honorary Memberships may be granted to guest speakers who are not members. An Honorary Member is elected for a period determined by the Board and is entitled to all the privileges of a Regular member, except that an Honorary Member may not vote or hold office. An Honorary Member shall be exempted from the payment of dues.

Section 3. LIFE MEMBERS

Life Membership is a special category reserved for those members, who, over the years, have made outstanding contributions to the Society. Present Life Members and all subsequent Life Members shall have the privileges of a Regular Member including the right to vote and hold office, but will not be required to pay annual dues. Prospective Life Members shall be nominated by the Board of Directors and accepted by a majority vote of the membership at a regularly held general meeting.

Section 4. DUES

All dues shall be for a 12 month period, the timing of which shall be determined by the Board of Directors. Dues shall be established by the Board of Directors and approved by the majority vote of the Board.

Section 5. DELINQUENCY

Any member who is in arrears in payment of dues for a period of one month or a period determined by the membership director shall be automatically dropped from the membership roll.

Section 6. REMISSION OF DUES

The Board of Directors shall have the power to remit dues of any member for a period not to exceed one year.

Section 7. BACKGROUND CHECKS

RGMS members have many opportunities to volunteer and devote their time for the benefit of the Society. Depending on the roles and functions that an RGMS member wishes to take on, the member may be asked to consent to a background check. For example, background checks are mandatory before the Executive Board can begin a term of office, as explained in Article III,

Section 1. Other volunteer positions might entail unsupervised interactions with minors, and these would also require a background check before such interactions occur. A full explanation of the roles or circumstances which require a background check are outlined in the RGMS Security Policy. A refusal to allow a background check means only that the RGMS member is prohibited from assuming the duties of the desired role.

Section 8. EXPULSION

(A). Should the conduct of any member, during the time of their membership, be such as to be considered detrimental to the welfare of the Society, such member (hereafter, “accused member”) may be subject to expulsion. Conduct detrimental to the welfare of the Society includes:

- (i). Theft or fraud against RGMS, on RGMS property, or during RGMS events.
- (ii). Violence or harassment directed towards other RGMS members, on RGMS property, or during RGMS events.
- (iii). Reckless behavior on RGMS property or during RGMS events that places the health and safety of themselves or others at risk.

(B). Expulsion requires a two-thirds majority vote of the Board of Directors. A quorum of the Board of Directors as defined in Article IV, Section 4, shall be present prior to such a vote being taken. Board members must disclose any conflicts of interest and refrain from participating in the expulsion proceedings and deciding vote.

(C). Prior to the vote, efforts shall be made to ensure that the expulsion procedure is fair, reasonable, and that all relevant facts and circumstances are gathered and considered. These efforts shall include, but are not limited to, the following:

- (i). The Board shall collect up to five written statements from persons who personally witnessed the alleged detrimental conduct and any documentation or evidence relevant to the allegations. The President may appoint one or more members of the Board to collect the written statements and set a timeline for doing so.
- (ii). The written statements shall include the following declaration – “I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct” – and shall be signed by the person who witnessed the alleged detrimental attitude or conduct of the accused member.
- (iii). The accused member shall be informed, in writing submitted to both the physical and e-mail address listed in the member’s file, that they are being investigated for expulsion. The writing must include the date it is sent and a detailed explanation of the allegation(s), including the evidence the Board is relying on to support the allegation(s), along with copies of any documentation and the written statements that were collected.
- (iv). The accused member shall be given the opportunity to respond to the allegations and evidence provided, either in writing or orally before the Board. If orally, the Board must record the discussion and make the recording available to the Board prior to the vote. The quorum required prior to putting the issue to a vote shall be made up of Board members who can confirm they reviewed all of the documents, and were either present at the accused member’s oral response or confirm that they have listened to the recording.

(C). Given the potentially sensitive nature of the allegations, expulsion procedures, recordings, documentation, and written statements shall be confidential. Board members shall not discuss or share any aspect of the proceedings or details of the allegations for any purpose other than to complete the expulsion process.

(D). If an accused member chooses to orally respond to the Board, a Special Meeting shall be called for that purpose. The Special Meeting shall be closed to the General Membership and open only to Board members, the accused member, and those persons who provided written statements. The accused member may also invite witnesses to observe the proceedings only. This is a specific, limited exception to Article VIII, Section 5. The vote may be held at the Special Meeting or later at a regular Board meeting so long as the details of the allegations are not discussed.

Section 9. REINSTATEMENT

Any member who shall have been expelled from membership for any reason, may apply for reinstatement as a member . Application for reinstatement of membership must be accepted by a majority vote of the Board of Directors at a regular Board meeting.

Section 10. PROPERTY RIGHTS

No member of the Society shall have property rights in any of the property or assets of the Corporation.

Section 11. DISSOLUTION

Upon the dissolution or winding up of the corporation, any assets remaining after payment, or provision for repayment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for purposes of furthering the study and education of minerals, gems, and the lapidary art, and shall have established tax-exempt status under the Internal Revenue Code, Section 501(c)(3). The membership will decide the distribution(s) to qualified organizations.

ARTICLE III OFFICERS

Section 1. GENERAL

The Officers of the Corporation shall consist of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) LLC Manager

Said Officers shall be members of the Board of Directors and also form the Executive Board. Members of the Executive Board shall have background checks run before they assume office. The Security Chair shall collect the background information, confidentially provide the information to the Board, and dispose of the collected information in accordance with the RGMS Security Policy. Crimes involving theft, fraud, intentional physical injury to or harassment of others (i.e., not negligence), or currently being listed on a law enforcement registry of sex offenders shall disqualify the candidate from holding office. The Board has the power to vote on disqualifying a candidate. Disqualifying a candidate is not the same as the Expulsion proceeding outlined in Article II, Section 8.

The Executive Board shall have the powers and duties as stated below. The President, Vice President, Secretary and Treasurer are elected by the general membership. The LLC Manager is elected by the Board of Directors.

Section 2. DUTY TO REPORT CONVICTIONS OF CRIME

During their tenure, if an active member of the Board of Directors is convicted of a crime that involves theft, fraud, intentional physical injury to or harassment of others (i.e., not negligence), or is added to a law enforcement registry of sex offenders, they must report such conviction confidentially to the Board President and must submit in writing their decision to either (1) resign as a member of the Board of Directors, or (2) agree to participate in Expulsion proceedings before the Board of Directors as per Article II, Section 8. If the Board member either resigns or is expelled under this section or the provisions of Article II, Section 8, the Board shall hold a general election within thirty (30) days of the effective date of resignation or expulsion to replace the vacant position.

Section 3. PRESIDENT

The President shall be the Chief Executive Officer of the Society and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Society. The President shall preside at all general, Board of Directors and special meetings of the Board of Directors and of the membership. The President shall have general powers and duties of management usually vested in the office of President of a Corporation and shall have other such powers and duties as prescribed by the Board of Directors or By-Laws.

Section 3. VICE-PRESIDENT

In the event of absence, inability, or refusal on the part of the President to act, the Vice-President shall perform the duties and exercise the powers of the President, and shall have such other powers and duties as the Board of Directors shall prescribe. The Vice-President shall serve as the Program Director. The Vice President shall assist the board to fulfill responsibilities as needed.

Section 4. SECRETARY

The Secretary shall keep the book of minutes of all regular and special meetings of the membership and of the Board of Directors. In the case of special Board of Director meetings, the record should indicate the reason for the authorization, the notice given thereof, the names of the Board of Directors present, and the proceedings thereof. The Secretary shall receive and answer all correspondence subject to the direction of the Board of Directors. The Secretary shall perform such other duties as may be assigned by the Board of

Directors, or as may pertain to

Section 5. TREASURER

The Treasurer shall keep and maintain adequate and correct accounts of all funds received by the Society and shall collect all dues and monies payable to the Society, pay all bills when authorized by the Board of Directors and be responsible for all funds coming in. The Treasurer shall keep an itemized list of expenses and income and shall state the balance at the general meeting. The Treasurer shall be required to establish bank accounts in the name of the Reno Gem and Mineral Society, Inc., for the general funds of the Society and for any Special Funds as may be required by the Board of Directors. All checks and disbursements will require signatures of any two of the following officers: President, Vice-President, Secretary, Treasurer and Assistant Treasurer. The Treasurer shall submit a report at each regular meeting, stating the balance on hand in the treasury and a complete detailed Annual Report at the January Board of Directors meeting. The Treasurer shall attend all general and Board of Directors meetings.

Section 6. LIMITED LIABILITY COMPANY DIRECTOR (LLC DIRECTOR)

The Limited Liability Company Director (LLC Director) shall also be the “**LLC Manager**” according to the responsibilities defined in Article V, Management, in The Operating Agreement of the LLC, dated June 14, 2017. The Manager shall have all general powers and duties of management usually vested in the office of President of a Corporation and shall have other such powers and duties as prescribed by the Board of Directors or By-Laws. The LLC Director shall report the current status of the LLC to the RGMS Board every quarter.

ARTICLE IV BOARD OF DIRECTORS

Section 1. GENERAL

The Board of Directors shall consist of the following:

- a) Officers of the Corporation
- b) The Directors of the Commissions listed in Article V
- c) Three (3) at-large members, elected by the membership

Any member serving more than one capacity on the Board of Directors may cast only one vote on any balloting at a Board of Directors meeting.

Section 2. POWERS

The Board of Directors shall have the power to conduct, manage, and control the business and affairs of the Society and to exercise generally all corporate powers and make such rules and regulations therefore consistent with the law, By-Laws herein, or the Articles of Incorporation as they may deem best, and generally to perform every act and duty pertaining to the office of the Board of Directors. The Board of Directors also shall have the authority to spend such funds for operation expenses as are necessary without permission of the membership.

Section 3. BOARD AT LARGE

The Board at Large members are expected to take an active role within the society, such as a coordinator position, as well as participating on committees as needed and attending general meetings to interact with members.

Section 4. VACANCIES

The Board of Directors shall have the power to fill any vacancy on the Board of Directors due to health, inability to serve, resignation, removal or disqualification. If less than a quorum remains, then those remaining members of the Board of Directors shall have the power to fill any vacancy on said Board of Directors. If the term of an elected member has not started, or there is more than 6 months remaining for a vacant position, a new election shall be held for the general membership.

Section 5. QUORUM

The presence of 50% + 1 of filled positions of the Board of Directors shall constitute a quorum for the purpose of transacting the business of the Society. In states of emergency, the required quorum may be determined by the President.

Section 6. JOB DESCRIPTIONS

Job descriptions for all Board of Director positions shall be maintained and filed in the principal office of the Society.

Section 7. FAMILIARITY WITH NRS CHAPTER 82

On an annual basis, every member of the Board of Directors, within one month of beginning a term of office, must read and familiarize themselves with NRS Chapter 82 and report the same to the Secretary.

ARTICLE V COMMISSIONS

Section 1. GENERAL

In addition to the duties of the Officers of the Corporation, certain other functions within the Corporation entail appreciable responsibility and effort. These functions shall be termed COMMISSIONS and shall be chaired by the following Directors:

- a) Facilities Director
- b) Field Trip Director
- c) Junior Coordinator Director
- d) Librarian Director
- e) Membership Director
- f) Public Relations Director
- g) Regional and National Association Director
- h) School Director
- i) Shop Director
- j) Show Director
- k) Special Events Director
- l) Technical Director
- m) Volunteer Director

The Commission Directors shall be nominated by the President, and approved by a vote of the Board of Directors and shall become members of the Board of Directors as stated in Article IV, Section 1. These Commission Directors shall serve for a period of one (1) year during the term of the President who nominates them and may be replaced at the Board's discretion. Any Commission Director position that works unsupervised with children may be subject to a background check. While a Commission Director may appoint a committee and delegate tasks, they cannot pass their position to someone else without the President and Board's Approval. A Commission Director cannot overstep another Director's position, for instance by appointing a committee member that assumes responsibilities already delegated to another Director. They shall have the powers and duties as stated below. They will be provided a more detailed job description which they shall sign, acknowledging their responsibilities. In the event that a member serves as more than one Directorship, that member may cast only a single vote on any balloting at a Board of Directors Meeting.

Section 2. FACILITIES DIRECTOR

The Facilities Director shall be in charge of all matters pertaining directly to the Society's facilities. The Facilities Director shall be informed of all regular and special uses of the facilities and shall be in charge of inventory, maintenance and supplies needed for operation of the facilities. The facilities director shall oversee the Security Chair.

Section 3. FIELD TRIP DIRECTOR

The Field Trip Director shall organize and direct the field trips for the Society. The Field Trip Director determines the dates and locations for field trips and may limit the size of field trips at their discretion.

Section 4. JUNIOR COORDINATOR DIRECTOR

The Junior Coordinator Director shall direct all society educational activities for children.

Section 5. LIBRARIAN DIRECTOR

The Librarian Director shall maintain an accurate inventory of all library materials and be in charge of checkouts and returns of all library items. The Librarian Director oversees the Historian Chair.

Section 6. MEMBERSHIP DIRECTOR

The Membership Director shall be responsible for keeping the membership rolls up-to-date.

Section 7. PUBLIC RELATIONS DIRECTOR

The Public Relations Director shall be responsible for all advertising and public relations with the community for the Society. The Public Relations Director oversees the Photographer Chair.

Section 8. REGIONAL AND NATIONAL ASSOCIATION DIRECTOR

The Regional and National Association Director shall maintain appropriate liaison with all regional and national organizations of which the Society is a member. The Regional and National Association Director oversees the Conglomerate Bulletin Chair.

Section 9. SCHOOL DIRECTOR

The School Director shall be in charge of obtaining instructors for and the scheduling of all classes and 'open house' times.

Section 10. SHOP DIRECTOR

The Shop Director shall be responsible for the necessary equipment and supplies for and maintenance of equipment needed for classes and other shop uses as approved by the Board of Directors.

Section 11. SHOW DIRECTOR

The Show Director shall organize and direct the annual Gem & Mineral Show when a show has been approved by the Board of Directors. Normally a show is held annually. After a show has been planned, a show meeting should be held monthly at the Society's facility. All members shall be welcome to the show meetings. The Show Director shall present a show budget for the approval of the Board of Directors within sixty (60) days after the show dates are established. The Show Director oversees the Craft Fair chair.

Section 12. SPECIAL EVENTS DIRECTOR

The Special Events Director shall be responsible for all the social activities of the Society, including but not limited to the following:

- a) Annual picnic
- b) Christmas Party
- c) Special potlucks

Section 13. TECHNICAL DIRECTOR

The Technical Director shall maintain and keep Society's Web Site and Facebook sites up-to-date, coordinate with the PUBLIC RELATIONS DIRECTOR for web advertising via online media such as Web Site and "Social Media", and maintain and coordinate RGMS data stored online. The Technical Director may appoint committees as required to accomplish these and future technical needs of the Society.

Section 14. VOLUNTEER DIRECTOR

The Volunteer Director shall pursue opportunities for the Society to volunteer in the community, train volunteers, schedule activities and maintain records of said activities.

Section 15. SPECIAL COMMITTEES

The President may, from time to time, appoint special committees of one or more members, for the performance of such duties and with such powers as may be prescribed and lawfully delegated. There are also coordinator positions such as Online Auctions, Craft Fair, Door Prizes, Photographer, Historian, Sunshine, Safety Officer, etc. that will be determined by the Board of Directors as necessary to fill the needs of the society. Board at Large members are strongly encouraged to assume the responsibilities of a coordinator position.

ARTICLE VI TENURE

Section 1. GENERAL

Officers and At-Large Members of the Board of Directors shall be elected for a term of one year, which term shall commence on the first day of January.

ARTICLE VII MEETINGS OF MEMBERS

Section 1. TIME AND PLACE

The time and place of all regular meetings of the Society shall be fixed and determined by the Board of Directors.

Section 2. ANNUAL NOMINATION AND ELECTION MEETING

A meeting of members, to be known as the Annual Nomination and Election Meeting shall be held in the month of November of each year.

Section 3. SPECIAL MEETINGS

A special meeting of the membership for any purpose pertaining to Society operation may be held upon call made by the President, by a quorum of the Board of Directors, or by no less than ten percent (10%) of the regular members, at a time specified by those calling the meeting.

Section 4. NOTICE OF SPECIAL MEETING

Notice of each special meeting shall be given to each member entitled to such notice, not less than three (3) days or more than thirty (30) days prior to the meeting by mailing or e-mailing such notice to the last known address.

Section 5. QUORUM

The votes of 15% of the voting membership, shall constitute a quorum for the transaction of the business of each meeting. Voting shall be performed using a secure online voting system.

Section 6. ORDER OF BUSINESS

The responsibility of setting the Order of Business at all general meetings shall rest with the President and Board of Directors.

ARTICLE VIII MEETINGS OF BOARD OF DIRECTORS

Section 1. MEETINGS

A meeting of the Board of Directors shall be held at least once a month, at which time current business of the Society shall be discussed and/or transacted. Board meetings will also have a remote option unless it is not possible.

Section 2. DATE AND PLACE

The date and place of all meetings shall be decided by the Board of Directors.

Section 3. SPECIAL MEETINGS

Special business meetings of the Board of Directors may be called by the President at any time, or upon written request of ten percent (10%) of the regular members, or by three (3) members of the Board of Directors in accordance with NRS 82.

Section 4. NOTICES

Notice of each special meeting shall be given to the Board of Directors not less than three (3) days or more than thirty (30) days prior to the meeting by mailing or e-mailing such notice to the last known address.

Section 5. MEETING ATTENDANCE

All meetings of the Board of Directors shall be open to attendance by members of the Society. Any member having business to bring before the Board of Directors, upon request and recognition, shall be given the floor for the purpose of discussing his/her business. However, only members of the Board of Directors can make a motion and vote on the motion.

Section 6. ORDER OF BUSINESS

The responsibility of setting the Order of Business at all meetings of the Board of Directors shall rest with the President and shall include, but not be limited to, the following:

- a) Officer reports
- b) Commission reports
- c) Old Business
- d) New Business
- e) Adjournment.

ARTICLE IX ELECTION OF OFFICERS AND DIRECTORS

Section 1. GENERAL

A Nominating Committee shall be appointed for the purpose of electing new officers and Board of Directors At-Large Members, for the coming year.

Section 2. NOMINATING COMMITTEE

At the September Board of Directors meeting each year, the Board of Directors shall appoint a Nominating Committee and its Chairperson for the purpose of submitting a proposed Slate of Officers and At-Large Directors for the coming year.

The Nominating Committee shall consist of five (5) members - three (3) chosen from the current Board of Directors and two (2) from the general membership.

The Nominating Committee shall hold such meetings as necessary to bring before the Board of Directors at the October Board of Directors meeting, a proposed Slate of Officers, consisting of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Three (3) at-large members to serve on the Board of Directors.

Acceptance of all nominees shall be obtained by the Nominating Committee Chairperson, prior to the presentation of the slate to the October Board of Directors meeting.

Subject to the approval of the Board of Directors, the Nominating Committee Chairperson shall present the Slate of Officers to the November Annual Nomination Meeting.

Section 3. ANNUAL ELECTION MEETING

The November general meeting of each year is defined as the Annual Nomination Meeting.

The Nominating Committee's report is to be given at this meeting. Following this report, the President is to call for nominations from the floor for each office. The President is not to entertain a motion that nominations be closed until each member has had an opportunity to nominate a candidate for any office under consideration.

An online ballot will be created with the nominated candidates. This ballot will be sent to the membership by November 15th, with the results ready by the December General Meeting, where the results will be announced. The Nominating Committee will be responsible for collecting, tallying and reporting the results of each vote. Results will be posted to the website and in the subsequent Conglomerate Bulletin issue.

If a quorum is not achieved, a new election shall be held with the current officers serving until the election can be completed-

Section 4. STATES OF EMERGENCY

In the event that the above-referenced calendar for nominations and elections cannot be met, the Officers and Board of Directors shall continue in their positions until the nominating and elections process can be completed. The Board of Directors will determine the earliest possible election.

ARTICLE X REGULATIONS OF VARIOUS ACTIONS AND RIGHTS

Section 1. CONTRACTS

The Board of Directors, except as otherwise provided in the By-Laws, may authorize any Officer, Director, member, agent or agents, to enter into any contract or execute any instrument in the name of, and or on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no Officer, Director, member, agent, or employee shall have the power to bind the Corporation to a contract or engagement, or to pledge its credit, to make any representation or to do any other act on its behalf, or to render it liable for any purpose or for any amount.

Unless so authorized by the membership, the Board of Directors shall not have the power to bind the Corporation or to pledge its credit to an amount greater than eighty percent (80%) of its current assets.

Section 2. CERTIFICATION OF MEMBERSHIP

A Certificate of Membership, signed by the President or other empowered Officer, shall, on request, be issued to each member in good standing.

Section 3. INSPECTION OF BY-LAWS

The President shall keep, at the principal office for the transaction of business, the original or a copy of the

By-Laws as amended or otherwise officially altered to date, certified by the Secretary, which shall be open to inspection by members at all reasonable times.

Section 5. SHOP AND EQUIPMENT

The Corporation's shop and equipment shall be available for use at selected times as determined by the Board of Directors.

Members using the shop and equipment shall, by written consent, agree to absolve the Corporation of any and all responsibility in the event of mishap from the use of said shop and equipment.

ARTICLE XI AMENDMENTS

Section 1. AMENDMENTS

These By-Laws may be amended, repealed, or new By-Laws adopted at a regular or special meeting of the membership for this purpose called for by the Board of Directors. All members shall be notified of the proposed amendment at least thirty (30) days prior to such a vote where the proposed amendment or changes will be adopted. Members will have the option to vote electronically via email or by mail. A quorum is defined as fifteen percent 15% of the voting membership.

Section 2. RETROACTIVITY

Any change effected by an amendment or repeal of these By-Laws shall not retroactively operate to impair or take away any previously extant right or privilege of a member or class of members.

ARTICLE XII MISCELLANEOUS

Section 1. BUSINESS YEAR

The Business Year of the Corporation shall terminate on the thirty-first (31) day of December in each calendar year and the books shall be closed as of midnight on that day.

Section 2. AUDIT

The financial books and records of the Corporation shall be audited at least annually by a special committee appointed by the President, and the committee shall submit an audit report at the Board of Directors meeting.

Section 3. RULES OF ORDER

The rules contained in Robert's Rules of Order, revised, shall govern all business meetings of the general meetings and Board of Directors meetings, except where they are inconsistent with these By-Laws.

Section 4. PRINCIPAL OFFICE

The principal office for the transaction of the Corporation's business and carrying on of certain related activities is hereby fixed and located in the COUNTY OF WASHOE, STATE OF NEVADA. The Board of Directors is given full power and authority to change said principal office from one location to another within the said COUNTY AND STATE.