

# Issaquah Valley Rock Club

INCORPORATED

## Constitution and By-Laws

October 2003, revised March 2007

ISSAQUAH VALLEY ROCK CLUB, Inc.

Issaquah, Washington

CONSTITUTION

(Revised 1963, 2003)

### ARTICLE I

#### Name

*Section 1.* The name of this organization shall be the Issaquah Valley Rock Club, Incorporated, of Issaquah, Washington.

*Section 2.* This club shall be incorporated under the laws of the State of Washington, King County, City of Issaquah.

*Section 3.* The Articles of Incorporation under RCW 24.03, the Washington Nonprofit Corporation Act, shall become a part of this constitution.

### ARTICLE II

#### Objectives

*Section 1.* The objectives of this organization shall be to unite and associate persons who are interested in the study of earth science, collection of minerals, semi-precious gem stones and artifacts; to promote mutual education and improvement in the art of cutting gem or semi-gem material; and for generally enlarging their knowledge of these fields.

*Section 2.* This club shall be a non-profit, educational organization, and no officer or member shall be paid for any services rendered to or for the club, except that s/he shall be reimbursed for the expenses actually incurred for the club upon the approval of the Executive Board.

### ARTICLE III

#### Membership

*Section 1.* There shall be six (6) types of membership:

- a. Active individual membership shall be for persons sixteen years of age or older who are actively pursuing Club objectives, and shall have voting privileges.
- b. Active senior membership shall be for persons over 60 years of age, who are actively pursuing Club objectives, and shall have voting privileges.
- c. Active family membership shall be for parent/parents or guardian and family members under sixteen years of age, who are actively pursuing Club objectives, but only the parent/parents or guardian shall have voting privileges. Upon reaching the age of sixteen a family member may opt to pay dues and become an active individual member.
- d. Emeritus membership may be conferred upon active members of the Club whom the Club desires to honor, and shall have voting privileges without paying dues.
- e. Honorary membership may be conferred upon the person or persons outside the Club whom the Club desires to honor, but shall have no voting privileges, nor shall dues be assessed.
- f. Friends of the Rock Club. This membership shall entitle the friend of the club to receive the newsletter and attend club activities, without voting privileges. The dues will be determined on a yearly basis, by the Board.

*Section 2.* Annual dues shall be paid at the time of application acceptance; then each November thereafter. Dues shall be determined by the Board prior to each November general meeting.

*Section 3.* Any members whose dues have not been paid by the November general meeting shall be notified, either verbally or in writing, by the Membership Chairperson that their membership will be terminated unless payment is received within thirty (30) days of notification.

*Section 4.* Annual membership requires for all members 16 years old or older, to the extent that s/he is capable, to attend at least one general meeting, not including the December bingo party, and participate in one of the following two options:

- a. Volunteer for a community outreach event or any fund raiser in which the club is involved by performing one of the following:
  - contributing material
  - attending a work party to prepare material for a show, or
  - volunteering to work a shift at one of the fund raisers;
- b. Participate as a board member or volunteer to chair a committee seat.

#### ARTICLE IV Officers and Elections

*Section 1.* The officers of this club shall be: President, Vice President, Secretary and Treasurer, elected from the membership at large; and one Trustee, who shall be the immediate past president.

*Section 2.* The term of office for all board positions shall be one year.

*Section 3.* Nominations of officers shall be made at the October general meeting; elections shall be at the November general meeting; and installation shall be at the December meeting.

*Section 4.* Nominations for officers shall be made by a nominating committee appointed by the President or from the floor by the members-at-large at the October general meeting. Any active member in good standing may nominate any other member in good standing for any office. Nominations shall remain open until the November general meeting.

*Section 5.* Elections of officers shall be at the November general meeting and all voting shall be by secret ballot, unless there is only one nominee for an office, in which case the secretary may be instructed to cast the elective ballot for that office. A majority of votes cast shall constitute an election.

*Section 6.* The retiring president shall become the Trustee and shall serve in that capacity until replaced by an outgoing president.

#### ARTICLE V Duties of Officers

*Section 1.* President: the duties of the president shall be to administer the activities of the club in an unbiased and efficient manner; to preside over all general meetings; to act as Chair of the Executive Board; to participate in an annual audit review of Club accounts; to appoint all standing committees and such other special committees as needed to conduct club business; and to serve as an ex-officio member of these committees. The President shall sign all bills, contracts, and other documents affecting the property or work of the club. The President shall perform such other duties as properly pertain to the office of president.

*Section 2.* Vice-president: the duties of the Vice-president shall be to act as Program Chair, to assist the President in all duties assigned, and to assume all Presidential duties during the absence of the President. In case of resignation, disability, or death of the President, the Vice-president shall assume the duties of the President until the office has been filled as provided in Section 7 of this Article.

*Section 3.* Secretary: the duties of the Secretary shall be to keep an accurate written record (minutes) of all general, Board, and special meetings; to present the minutes of the general meeting for membership approval; and to maintain all club correspondence and report these activities at the general meetings.

*Section 4.* Treasurer: the duties of the Treasurer shall be to maintain an accurate accounting of all receipts and expenditures and other financial activities of the club; to serve as club bank liaison making all deposits, and paying all bills authorized by the Board or associated with approved budgets; to present a report monthly to the Board and at the general meeting of all receipts, disbursements, and balance on hand; to participate in an annual audit review of Club accounts; to file applicable tax forms and reports; and at the October general meeting notify all members that membership dues are payable at the November general meeting.

*Section 5.* Trustee: the duties of the Trustee shall be to serve as member of the Executive Board; to conduct an annual audit of Club accounts of the Treasurer after the November general meeting and present the audit findings at the January general meeting; and to perform such other duties as deemed necessary by the Board or President.

*Section 6.* If any officer is absent three (3) consecutive Board or general meetings, the Board may consider the office vacant and fill it in accordance with Section 7 of this Article.

*Section 7.* Vacancies in office during the fiscal year may be filled by nominations and elections at the next general meeting after the vacancy occurs.

## ARTICLE VI Executive Board

*Section 1.* The Executive Board shall consist of the officers, Trustee, and the Chairpersons of the Standing Committees. The Board shall meet once a month except July, August and December, at a time not less than two weeks before the general meeting. Any other member may attend a Board meeting and participate in discussions, but will not have voting privileges.

*Section 2.* The duties of the Executive Board shall be to receive the Treasurer's report; to pass on bills; to receive reports from the Standing Committees; and to conduct other business of the club. All votes by the Board must be ratified by the membership at the next general meeting.

*Section 3.* The Executive Board must have a quorum present to conduct business. A majority of officers of the Board shall constitute a quorum.

## ARTICLE VII Meetings

*Section 1.* A general meeting of the membership shall be held once each month, except July, August and December, at a mutually agreed upon time and place. A quorum of 20% of the voting membership must be present to conduct business and to validate voting.

*Section 2.* A special meeting must be called by the President when requested by three (3) members of the Board or seven (7) voting members of the general membership. Written notification of the date, time, location, and reason for meeting must be mailed to members at least one week prior to the meeting date. A quorum of 25% of the voting membership must be present to conduct business and to validate voting.

## ARTICLE VIII Amendments

The Constitution may be amended at any general meeting by a two-thirds vote of the members present and eligible to vote provided that: the proposed amendment has been presented in writing; read at the general meeting preceding the vote; and all members have been notified in writing through the official club newsletter of the voting date.

ISSAQUAH VALLEY ROCK CLUB, Inc.  
Issaquah, Washington  
BY-LAWS  
(Revised 1963, 2003)

ARTICLE I  
Membership

Section 1. An applicant for active membership shall fill out and sign the official form. The application must be then endorsed by one active member in good standing and is then announced at the next general meeting. Any objections to the application must be made in writing and signed by the objector and must reach the board before their next regular meeting, at which time the board will accept or deny the application for membership. Following the board's decision, the membership chairperson will notify the applicant and obtain payment of dues if applicable.

Section 2. Annual dues shall be:

\$8 each for Senior members

\$10 each for non-senior individual members

\$15 for a family

\$50 for a Friend of the Club

Section 3. After termination of membership, no individual may be reinstated without following the same procedure as for a new member, as described in Section 1.

Section 4: Membership may be terminated for any member voted to no longer be in good standing. Member to be voted on must be notified by a board member via registered mail at least two weeks prior to the general meeting at which the vote will be held. Vote is carried by a simple majority of adult members present.

ARTICLE II  
Finance

*Section 1.* The fiscal budget of the Club shall be derived from annual dues and such other means as may be approved by a vote of the membership.

*Section 2.* An annual audit of Club accounts shall be conducted by the Trustee, President, and Treasurer after the November general meeting. Audit findings shall be presented at the January general meeting.

*Section 3.* The treasurer shall present an annual budget at the January board meeting, board discusses and (after possible amendments) approves the proposed budget, and it is presented in writing at the January general meeting for discussion and approval by the membership.

*Section 4.* The Executive Board shall in no case be empowered to obligate the membership in any amount greater than that set forth and approved in the annual budget. Any amount greater than this must be presented to a general meeting of the membership for approval.

ARTICLE III  
Standing Committees

There shall be the following standing committees: Field trips, Newsletter, Membership, Programs, Junior Programs, and any other deemed necessary for the complete operations of the business of the Club. The Chairpersons shall be members of the Executive Board.

ARTICLE IV  
Club Properties and Claim

All mineral claims, equipment, rock and mineral specimens, and other materials purchased by the Club or donated to the Club will become the property of the Club solely for the use by the Club and its membership to meet the Club objectives. These said properties may not be used by Club members for personal financial profit or commercial gain; to do so will be cause for termination of membership in the Club.

ARTICLE V  
Authority

Robert's Rules of Order, revised, shall be the authority on all points not covered in this constitution and by-laws.

ARTICLE VI  
Amendments

The by-laws may be amended at any general meeting by a majority vote of the members present and eligible to vote provided that: the proposed amendment has been presented in writing; read at the general meeting preceding the vote; and all members have been notified in writing through the official club newsletter of the voting date.

Articles of Incorporation  
of  
Issaquah Valley Rock Club, Incorporated

We, the undersigned, citizens of the United States and of the State of Washington, over the age of 21 years, and desirous of forming a corporation under and pursuant to the laws of the State of Washington relating to educational, religious, benevolent, fraternal or charitable societies, do hereby make, execute and adopt the following Articles of Incorporation in quadruplicate:

1. The name of the corporation shall be "Issaquah Valley Rock Club, Inc."

2. The location, office, and principal place of business of this corporation shall be Issaquah, Washington.

3. This corporation shall have no capital stock. Any person who is eligible by law may be admitted to membership. Membership shall be evidenced by a certificate of membership issued in such form and upon such terms as may be provided by law, by these Articles of Incorporation, and by the By-Laws of the corporation.

4. The purpose and objects for which this corporation shall be formed are as follows:

To foster, promote and develop the interest and education of its members in geology and the earth sciences, mineralogy, lapidary, gemology and kindred subjects;

To foster and promote generally, among its members and others, the pursuit of such subjects as a hobby and for social, recreational, and educational purposes;

To foster and promote harmonious association together of persons interested in such subjects;

To sponsor and hold meetings and gatherings of all kinds in pursuit of the above and for general social, educational or recreational purposes;

To establish and maintain a club room or headquarters for such meetings and meetings of the corporation, its officers, directors, members and others;

To own, hold, buy, sell, lease, mortgage, deal in and deal with real and personal property of any kind, and to borrow money and to secure repayment of the same with the property of the corporation if necessary, in furtherance of any of the objects or purposes of the corporation, either within or outside of the State of Washington;

To file, acquire, hold, develop, purchase, sell, deal in or deal with mineral claims or mineral rights of all kinds either within or outside of the State of Washington;

To invest any of the funds of the corporation in any property, trade or business, and to expand or dispose of the same in furtherance of the purposes and objects of the corporation, and to establish, maintain and administer one or more special funds consistent with such purposes and objects;

To make and adopt By-Laws, Rules and Regulations as seem proper for the welfare and good order of the Corporation;

To transact all business consistent with and necessary for the development and accomplishment of the purposes and objectives of the corporation, and generally to do anything necessary or expedient for such purposes, and to carry on any activities in connection with the foregoing, and to have and exercise all of the powers conferred by the State of Washington upon corporations of this kind, and to do any and all of the things set forth above and in such laws to the same extent that natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner any implied powers which this corporation may have or be entitled to under these Articles or the laws of the State of Washington.

5. The period of existence of this Corporation shall be perpetual.

6. The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

7. The business and prudential affairs of this corporation shall be managed by officers and a Board of Trustees who shall be selected, hold office and perform duties as may be prescribed in the By-Laws of the Corporation. The names and addresses of the persons who shall act as the first Board of Trustees are as follows, namely:

Arthur H. Schmidt, 11049 S.E. 30<sup>th</sup> St., Bellevue  
Clayton Donnelly, Box 10, Ravensdale  
Bess Schmidt, 11049 S.E. 30<sup>th</sup> St., Bellevue  
Helen Joiner, 16464 S.E. 24<sup>th</sup> St., Bellevue  
Florence Gibson, 16412 S.E. 24<sup>th</sup> St., Bellevue

8. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now and hereafter prescribed by statute, under any provision of the statute, and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto subscribed our names in quadruplicate this 12<sup>th</sup> day of January, 1963.

Signed, Arthur H. Schmidt, President  
Clayton Donnelly, Vice Pres.  
Bess Schmidt, Secretary  
Helen Joiner, Treasurer  
Florence Gibson, Corr. Secty.