



CONSTITUTION AND BYLAWS OF THE WILLAMETTE AGATE AND MINERAL SOCIETY, INC.

ARTICLE I NAME AND ADDRESS

Section 1

The name assumed by this corporation and by which it shall be known is Willamette Agate and Mineral Society, Incorporated, and shall be referred to as the "Society" and its duration is unlimited.

ARTICLE II OBJECTS AND PURPOSE

SECTION 1

This corporation is organized to stimulate interest in the study and collection of agates, minerals, gem material, fossils, lapidary work, educational and scientific study of natural Earth sciences and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SECTION 2

The Society shall not by any part of its activities attempt to influence legislation by propaganda or otherwise. Notwithstanding any other provision of these articles the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

SECTION 3

Upon the winding up and dissolution of the Society after paying or adequately providing for the debts and obligations of the Society, the remaining assets shall be distributed to other organizations created for the like or similar purposes which have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

SECTION 4

This Society is not organized for profit and no part of the net earnings shall inure to the benefit of any member, nor shall any member use the Society's Name for financial gain.

ARTICLE III MEMBERSHIP

SECTION 1

Any person who has attained the age of (18) eighteen years is eligible to present his/her application in person to the Society for "adult" membership. Application shall be approved by a vote of the Board and/or presented to Society members for acceptance at a regular meeting.

SECTION 2

There shall be four (4) classifications of Society members, namely, adult "Members", hereafter called "Member", Life Member, Honorary Member and Junior Member.

SECTION 3

Member – An individual who has attained the age of 18, who has paid the prescribed dues. Such Member shall have (1) vote upon all issues properly before the Society, including, but not limited to the election of officers and the right to hold office (See Article IX, Section 1).

SECTION 4

Honorary Member – An Honorary Member shall be a person of acknowledged eminence as a mineralogist, Geologist or a Collector. An honorary member is entitled to all privileges of a member except the right to make motions, vote, hold an elected office or serve on a policy making committee.

SECTION 5

Life Member – Effective January 1, 1997, a “member” as defined in Article III, Section 2, who has been a continuous member for the past 10 years and who has attained Seventy two (72) years of age, at his/her request, be granted a paid up membership in this Society for the remainder of his/her lifetime. This shall be done on December thirty first following their 72nd birthday. A Life Member shall be entitled to the rights and privileges of a Member. In addition to the above, any Society member may nominate a qualified Society member for this deserved honor. Board of Directors may approve upon verification.

SECTION 6

Junior Member – A dues paying Junior Member shall be any person under the age of eighteen (18), who is accompanied by a Member parent or guardian of same. A Junior Member is entitled to all privileges of a member except the right to make motions, vote, hold elective office or serve on any policy making committee.

ARTICLE IV GOVERNMENT

SECTION 1

The officers and directors shall have general charge of affairs, of Standing Rules or Procedures, of funds and property of the Society and all other matters not provided for herein, with final approval of the membership.

SECTION 2

The Constitution and Bylaws of the Society shall govern at all meetings of this Society and the Board of Directors.

SECTION 3

Roberts Rules of Order shall be used as a guideline. President and Board Chairman should have a copy at meetings.

ARTICLE V OFFICERS

Section 1

The elected officers of this Society shall be: A President; a Vice President; a Secretary; a Treasurer; a Federation Director; and Members at Large. Members at Large, One for every 50 members or portion thereof. All officer positions with nominees should be elected at the same time.

SECTION 2

The Board of Directors shall be composed of: Board Chair, the President, the Vice President, the Secretary, the Treasurer, the Federation Director, Members at large, Show Chairperson, the Society Web Administrator and the Bulletin Editor.

The Board Chairman is a non-voting member, except when it is necessary to break a tie vote.

No individual shall hold the same elective office for more than (2) consecutive terms.

ARTICLE VI ELECTION OF OFFICERS

SECTION 1

Nominations for officers for the ensuing year shall be opened at the last meeting in October and closed just prior to the election in November.

SECTION 2

The officers of the Society shall be elected at the meeting in November. The newly elected officers shall be installed at the December social and they shall take charge of their respective offices and conduct the business as of the first meeting of January the following year.

SECTION 3

The election of officers of this Society will be written ballot or by acclamation.

SECTION 4

Proxy votes and absentee ballots are not permitted at any voting.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1

The meeting of the Board of Directors shall be held at the call of the President, the Chairman of the Board or (5) members of the Society. A quorum shall consist of a majority of the members of the Board of Directors.

SECTION 2

The Board of Directors will have the power to waive the dues of any member of the period of one (1) year.

SECTION 3

The Board of Directors shall fill any officer vacancy in the Society by electing any member of the Society who shall serve until the next annual election of officers. Eligibility is subject to the same rules as the regular elected officers. The Board of Directors may appoint any eligible Society Member to fill any short term vacancy of any elected office to insure continuity. This will allow the position to maintain a vote at the Board of Directors meeting.

ARTICLE VIII DUTIES OF OFFICERS

SECTION 1

President – It shall be the duty of the President to preside at all meetings of the Society. The President shall with the Secretary, sign all written contracts and

obligations of the Society, including proper vouchers. The President is the ex-officio member of all committees. The President with the approval of the Board of Directors shall have the power to appoint all standing committees. Any Temporary or special committee may be appointed by the President at will.

SECTION 2

Vice President – It shall be the duty of the Vice President to perform the duties of the President in the absence or disability of the President. The Vice President shall be the chairman of the membership committee.

SECTION 3

Secretary – The Secretary shall keep the minutes of all meetings of the Society and of the Board of Directors and be available to the Society. The Secretary with the President shall sign all vouchers, written contracts, and obligations of the Society.

SECTION 4

Treasurer – The Treasurer shall receive membership dues and all monies due to the Society and pay all bills which have been approved by the Society Members and/or Board of Directors for which proper vouchers have been received and shall make a report to either body when requested. The Treasurer will be custodian of monies of the Society and be responsible therefore. The Treasurer will give a written, detailed financial statement of the Annual Show in May. The Out Going Treasurer shall present at the January meeting a written statement of the financial standing as of December 31 of the Society.

SECTION 5

Board of Directors – Their duties shall be to attend all meetings of the Board of Directors and vote upon all matters properly coming before the Board. The Immediate Past president shall be the Chairman of the Board and have the power to excuse any member from the attendance at a meeting. If however this causes an insufficient number for a quorum, the meeting shall be postponed and a new date set. In the absence of the Chairman, the Secretary can appoint a Chairman Pro Tem. If still no quorum, meeting to be canceled and new date set. (See Article IV and Article VII)

SECTION 6

Members at Large – The Members at Large shall be the liaison officers between the Members of the Society and the Board of Directors and may be used by the President on various Society Committees.

ARTICLE IX ELIGIBILITY FOR OFFICE

SECTION 1

No member is eligible for any elective office in this Society unless and until he/she has been a member for at least one (1) year prior to taking office and is a current paid up member.

ARTICLE X ELECTION OF HONORARY MEMBERS

SECTION 1

Honorary members shall be proposed by least three members (3) and or Life Members of the Society. The proposed application shall be referred to the Board of Directors, for their recommendation. It shall be referred to the Society for action. A quorum present and voting shall prevail.

ARTICLE XI DISCIPLINE OF MEMBERS

SECTION 1

Any Member, Life Member, Honorary Member or Junior Member may be expelled from the Society for actions detrimental to the best interest of the Society by a majority vote of the Board of Directors, and a three fourths vote of the quorum of the Society who are present.

SECTION 2

The Board of Directors may censor a Society Member for behavior that is inappropriate to the goals and conduct of Society business. A quorum present and majority vote shall prevail.

ARTICLE XII AMENDMENTS

SECTION 1 The Constitution and Bylaws may be amended as follows;

The proposed amendment(s) shall be signed by five (5) Members or Life Members of the Society, or by a duly appointed committee and submitted to the Board of Directors who shall review them at the next Board meeting.

The proposed amendment(s) shall then be submitted to the Society members for a final vote of approval

ARTICLE XIII DUES

SECTION 1

The dues of the Society shall be on an annual basis, from January 1 through December 31 of each year and declared delinquent after the January meeting. Eligibility for offices shall start over if dues paid after January meeting.

SECTION 2

Applications for new membership received after July 1 shall be one/half of the annual dues.

SECTION 3

The annual dues shall be prescribed by the Society Members.

ARTICLE XIV MEETINGS

SECTION 1

Society meetings will be held on the first Thursday of the month at such places and times as determined by the Board. The date may be suspended or changed so as not to conflict with Holidays or other Society functions. Board of Directors meetings shall be held at such places and times as may be determined by the Board of Directors.

SECTION 2

WAMS Bylaws
Amended/Revised May 7, 2015

A Special meeting may be called by the Board of Directors or 10 Members of the Society.

SECTION 3

A quorum for a society meeting will consist of twenty five percent (25%) of the eligible voting Society members.

ARTICLE XV EFFECTIVE DATE

SECTION 1

Upon Adoption by the Society, this Constitution and Bylaws shall become effective and cancel and supersede all existing Constitution and Bylaws and amendments thereto.