

HELLS CANYON GEM CLUB, INC.

This instrument constitutes the by-laws of Hells Canyon Gem Club, Inc., an Idaho Corporation.

ARTICLE I – NAME

The Corporate name, as specified in the Articles of Incorporation, under which all the business of the corporation shall be conducted, is Hells Canyon Gem Club, Inc.

ARTICLE II – CORPORATE SEAL

The seal of the corporation, an impression thereof is affixed hereto, shall be circular in shape with the words “Hells Canyon Gem Club, Inc., Idaho” enclosing the words “Corporate Seal”.

ARTICLE III – PRINCIPAL OFFICE

The principal office and place of business of the corporation is in Lewiston, Idaho.

ARTICLE IV – CORPORATE POWERS

The Corporate powers shall be vested in, and exercised by, the members of the corporation.

ARTICLE V – MEMBERSHIP

Section 1. The membership of this corporation shall be initially unlimited but may be limited from time to time by a majority vote of the members. Membership shall be granted only to persons having an interest in the Lapidary arts, Fossils, Geology, Archeology, Paleontology, Jewelry Making, Rock Hounding, the study and collecting of minerals for the pleasure and the educational, social and physical benefits that it derives there from. The rights, interests, privileges, and obligations of each member shall be equal and identical. (Except as provided in **Article VIII**)

Section 2. Prospective members must pay dues at the time of joining.

Section 3. A membership card shall be issued to each person accepted to membership and shall be renewed upon payment of the annual dues. A name badge shall be provided to each new member after three attended meetings or to a new member if appointed as a committee chairman/leader.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall commence at the closing of the meeting on the second Friday of December and end at the closing of the meeting on the second Friday of December of the succeeding year.

ARTICLE VII – ANNUAL DUES

Section 1. Dues are due the second Friday of December of each year. Each member shall pay annual dues to the corporation at a rate specified by the board of directors. Of which a specified amount is then forwarded to the Northwest Federation by the Treasurer for membership in that body.

Section 2. Persons between the ages of five (5) and eighteen (18) shall be entitled to a junior membership in the corporation. Junior member Federation dues will be paid by the Club and be submitted to the Northwest Federation with the adult memberships. Such junior members shall not be entitled to vote at the election of officers of this corporation, or upon any questions submitted to the membership of this corporation, nor shall junior members be counted toward a quorum at any meeting of the corporation, until they reach eighteen (18) and pay full membership dues.

ARTICLE VIII – EXPULSION OR WITHDRAWAL FROM AND REINSTATEMENT TO MEMBERSHIP

Section 1. No person shall enjoy or exercise any rights or privileges of membership while delinquent in the payment of dues which may be due the corporation.

Section 2. Any person whose membership dues are delinquent by February 15 shall be dropped from the membership rolls and shall forfeit all rights of membership. He/she shall be entitled to reinstatement upon payment of the full year's dues at any time within the year. If the membership has a limit on membership and there is a waiting list, the delinquent member is placed at the end of the waiting list at such time they are re-instated by the Treasurer. Any person who has been delinquent for longer than one year must reapply for membership.

Section 3. Any member who submits a written withdrawal from membership shall be dropped from the membership roll and shall forfeit all rights of membership and cannot reapply for membership for a period of one (1) year.

Section 4. A member may be expelled from the corporation for any violation of any of the provisions of these by-laws for improper or unlawful conduct that violates the rights and interests of the members and their enjoyment and use of the privileges of their membership, or any conduct deemed by the Board of Directors to be adverse to the interests and purpose of the corporation. Such expulsion must be voted by a majority of the Board of Directors. A special meeting duly called to consider the matter is not required; however, the time and place of the meeting called to consider such expulsion shall be given to the accused at least five (5) days prior thereto. Notice must be in writing.

ARTICLE IX – MEETINGS

Section 1. The annual meeting of the members of the corporation shall be held at its place of business in Lewiston, Idaho or Clarkston, WA, on the second Friday of December of each year at a time and place as may be fixed by the Board of Directors, for the transaction of business and installation of officers/trustees as may lawfully come before the meeting.

Section 2. Regular monthly meetings of the members of the corporation shall be held in Lewiston, Idaho or Clarkston, Wa., on the second Friday of each month at such place as may be fixed by the Board of Directors, for the purpose of presenting educational and scientific programs to the members.

Section 3. At any regular monthly meeting of the members of the corporation there must be seven (7) members, besides the duly elected officers, present to constitute a quorum for the transaction of business.

Section 4. At any lawfully constituted regular or special meeting of the corporation, there being a quorum present, the majority vote of the members present at such meeting shall govern upon any question submitted to the membership, as well as for election of officers and trustees of the corporation.

Section 5. "Roberts Rules of Order Revised," unless otherwise provided for in these By Laws, shall govern all General, Board and Committee meetings.

ARTICLE X – BOARD OF DIRECTORS

Section 1. The business and property of the corporation shall be managed by the Board of Directors.

Section 2. The Board of Directors, the total number of such being nine (9), shall consist of the immediate past president, President, Vice President, Secretary, Treasurer, and four (4) Trustees. The immediate past President of the corporation shall be the ninth member of the Board of Directors, with full voting rights, automatically from the time that he/she is succeeded in office, continuously until the existing President is in turn succeeded.

Section 3. The officers of the corporation shall serve as members of the Board of Directors for the duration of their term; the remaining four (4) members of the Board, (the trustees), shall be elected for a term of two (2) years.

Section 4. To be eligible for a position on the Board of Directors of the corporation, a person must be a member for at least six (6) months and in good standing.

Section 5. In the case of a vacancy on the Board of Directors, the remaining directors, a majority thereof, shall appoint a successor to hold office until such office expires.

Section 6. If any member of the Board of Directors shall be absent for three (3) consecutive meetings of the Board of Directors, his/her office may be declared vacant and a successor be appointed by the remaining directors, or majority thereof.

Section 7. A regular monthly meeting of the Board of Directors shall be held at such time and place as may be fixed by the board, for the transaction of such business as may lawfully come before the meeting.

Section 8. Special meetings of the Board of Directors shall be called by the President or any four (4) members of the board. At any meeting of the board, a quorum being present, the majority vote of the directors present shall govern on any question submitted to the board.

Section 9. A majority (5) of the directors of this corporation shall constitute a quorum at all meetings of the board. At any meeting of the board, a quorum being present, the majority vote of the directors present shall govern on any question submitted to said board.

ARTICLE XI – METHOD OF ELECTION

Section 1. At the regular meeting in September of each year the President shall appoint a nominating committee consisting of three (3) members in good standing, one (1) of whom shall be a member of the board. This committee shall make nominations from the membership to fill all offices for the next fiscal year, which shall include any vacancies existing to be filled at the next election. The nominating committee shall nominate one (1) person for each office. All nominees must have been a member for at least six (6) months. This slate of officers shall be presented to the membership at the regular meeting in October and the nominating committee released. The President shall then call for further nominations from the floor. Any member so nominated must either be present or have given his/her written consent for such nomination for any office from the floor. All nominations being closed at this meeting: the President shall appoint at this meeting an election board, said board shall prepare written ballots, conduct the annual election at the November meeting, tally the votes, and present their findings to the President who will announce same to the membership. At the close of the election all ballots are to be sealed and given to the Secretary for safe – keeping until after the installation of the newly-elected officers, at which time they shall be destroyed.

Section 2. The annual election shall be held at the November meeting and notice of said election shall be included in the Newsletter, mailed preceding said election. The officers and trustees shall be elected by majority vote of all members present at such meeting, provided a quorum is present. Such officers and trustees shall serve the term hereafter described, until their successors have been qualified, elected, and installed by the exiting President.

ARTICLE XII – OFFICERS AND TRUSTEES

Section 1. The officers of this corporation shall be identical with the Board of Directors (**ARTICLE X**). The President, Vice-President, Secretary and Treasurer shall serve for a term of one year. (Successive terms may be served according to the provisions of (**ARTICLE XI**)). The four (4) elected trustees shall serve for a term of two (2) years, two (2) trustees being elected at each annual election so as to provide two (2) holdover Trustees on each subsequent Board of Directors. All officers and Trustees shall be elected by the membership from their members, as provided (in **ARTICLE X**) hereof, except that the ninth member of the board (Past-President) shall hold office until replaced by the next retiring president.

Section 2. The newly elected officers and trustees of the corporation shall be installed as such at the regular annual meeting held the second Friday in December at a designated place in Lewiston, Idaho or Clarkston, WA. The officers shall assume their duties at the regular meeting in January.

Section 3. The President, and in his/her absence or inability to act, the Vice-President, shall preside at regular meetings and meetings of the Board of Directors. He/she shall be the acting executive head of the corporation, shall perform all acts normally performed by the President, and such other services as the board shall require, until the President returns.

Section 4. The Secretary shall sign all membership cards, be custodian of the seal of the corporation and affix same to all papers requiring such seal, keep or cause to be kept the minutes and records of the corporation and such other books, records or instruments as may be required to be kept by the board or the members, shall keep up-to-date filing of bills and money received, and to render such services as may be required of him/her by the board. The Secretary shall keep or cause to be kept a roster of the names and addresses of each member in good standing. A copy for each member shall be available upon request. The

roster distribution is limited to the club. Any distribution outside of the club must first be authorized by each member before their data is published. In the absence of the Treasurer, the Secretary shall sign all checks for payment of approved bills, deposit all money, receiving receipt and delivering same to Treasurer, upon his/her return.

Section 5. The Treasurer shall perform such duties as may be required of him/her by the board. The Treasurer shall be responsible for new bank account signature cards as required. He/she shall collect and receive money due the corporation, deposit same in such bank or banks as may be designated for the purpose. This money shall be deposited next day or as soon as possible. He/she shall collect money for membership dues and submit receipt to the Secretary for members' yearly membership cards. These receipts shall be filed in the Secretary's files, receipts for all transactions receipted from Treasurer's receipt book. At the opening of each month's meeting, give complete report of all business transacted the previous month, this is to be in writing, a copy for each Secretary and Treasurer files, shall keep all funds coming into his/her custody and control, and shall pay out the same only upon order and in the manner as directed by the board, or on approval of the membership.

Section 6. The Trustees will audit all financial transactions of the corporation. Trustees shall perform other duties, as requested by the officers.

Section 7. The Secretary and Treasurer shall, whenever called upon to do so, report to the membership or the Board of Directors or to any committees designated by the board to receive such report, as to the conduct of the business of the corporation, its condition, finances and affairs.

Section 8. Previous to installation of officers, the newly elected Secretary and Treasurer and any committee designated by the board shall be furnished with adequate liability insurance for the faithful performance of their respective duties in amounts set forth by and at the expense of the corporation, said bonds to be set by the board.

ARTICLE XIII – PROPERTY AND PROPERTY RIGHTS

Section 1. All property of the corporation, both real and community, contracts, leases, options, bills of sale, licenses, franchises, notes, mortgages, and other instruments evidencing titles to or interest in property, both real and community, belonging to the corporation, or evidencing any claim or lien thereon in favor of the corporation, shall be taken in the name of the corporation, or in such name or names in trust or the use and benefit of the corporation as the board may, by resolution, fix or designate.

Section 2. A time limit shall be established by the Board of Directors on an individual basis on loaned property. Sale of any obsolete items must be with approval of the club members. An inventory shall be taken of Hells Canyon Gem Club, Inc. possessions each year, and a report given to the Board of Directors at the officers meeting and a copy filed with each the Secretary and Treasurer.

ARTICLE XIV – CORPORATE CONVEYANCES AND OBLIGATIONS

All instruments of conveyance, transfer, license, franchise, lease, option, note, mortgage, hypothecation, or otherwise by or on behalf of the corporation, or evidencing its obligations, shall be executed in the corporate name by its President or Vice-President and attested by its Secretary with its corporate seal affixed: and no such instrument evidencing any such obligation shall be valid or binding upon it unless previously authorized or subsequently ratified by action of the Board of Directors and recorded. Provided however, the board may, by order duly entered in its minutes, authorize and empower any of the

corporation's officers, agents or members to incur obligation for it and on its behalf in connection with the transaction of its ordinary business.

ARTICLE XVI – LEGAL ASSISTANCE

The Board of Directors may employ such legal assistance as may be deemed necessary in carrying on the business of the corporation.

ARTICLE XVII – AUDITING

The books of the Treasurer and all transactions of the corporation shall be audited each year prior to the installation of the new officers at the annual meeting in December. The board may call an auditing of the books at any time it deems necessary. None of the insured officers of the corporation shall be appointed as auditor. A report of the audit shall be submitted to the membership in writing at the first meeting following such audit and a copy filed in the Treasurer's files, by the first regular membership meeting in February.

ARTICLE XVIII - ENTITIES OR SEPARATE GROUPS

Section 1. Any entity which operates separately under the name of Hells Canyon Gem Club, Inc. shall record minutes of their meetings and report them to the Corporate Secretary, and record and deposit all income in a separate savings account in their name, to be used as they see fit, with the guidance of the Corporate Treasurer.

Section 2. Any entity or wing of Hells Canyon Gem Club, Inc. shall have a Secretary/Treasurer. A monthly balance of the entity Treasurer account shall be submitted to the corporation Treasurer.

Section 3. The balance of all monies in accounts, and all equipment, either purchased by or donated to entities of Hells Canyon Gem Club, Inc., remains the property of Hells Canyon Gem Club, Inc. if and when said entities should dissolve or discontinue, or be deemed dysfunctional by the Board of Directors.

ARTICLE XIX – AMENDMENTS OF BY-LAWS

The members of the corporation may at any regular meeting or any special meeting called for that purpose, a quorum being present, repeal, alter, or amend the by-laws of the corporation by a majority vote of the members present at such meeting.

ARTICLE XX – OLD BY-LAWS REPLACED

All motions, by-laws, amendments to the by-laws, rules and regulations previously adopted by Hells Canyon Gem Club, the predecessor to this corporation and now in force, and not specifically covered and included herein, and herewith and now repealed as of this date. (August 30, 1956).

These by-laws shall be in full force and effect from the date of their adoption as appears in the certification hereof.

ARTICLE XXI – OPERATIONAL PROCEDURES & STANDING COMMITTEES

The operational procedures and standing committees is a living document, sub set to the by-laws and may be changed from time to time by the board of directors.

STATE OF IDAHO – COUNTY OF NEZ PERCE

We the undersigned, being of the Directors of Hells Canyon Gem Club, Inc., an Idaho Corporation, do hereby certify as follows:

That the within and foregoing by-laws of said Hells Canyon Gem Club, Inc. were duly and regularly adopted as the code of by-laws of the corporation at a meeting of the membership thereof, duly called and held at Lewiston Idaho on 30th day of August 1956.

Seal	Larry Hanson	Bonnie Hanson
	Ronald H. White	Chancy E. Kunkle
	Alva M. Putnam	Don H. Axtell
	Al Fisher	Jean E. Frick
	Melvin W. Stewart	

Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of December 6, 1967.

President Max O. Mallory	Secretary Stanley H. Gilson
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of July 10, 1978.

President Leah L. LeHuquist	Secretary Floyd K. Haugen
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of October 9, 1987.

President JoAnn King	Secretary Margaret Dickeson
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of ????

President Bob M. Balter	Secretary Eva L. Mathewson
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of October 9, 1998.

President Rick Westerholm	Secretary Rick Bangert
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of March 9, 2001.

President Jim Fauver	Secretary Bonnie Pierce
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of January 8, 2008..

President Jack Edwards	Secretary Jody Favre
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Attest: These by-laws have been rewritten to reflect all repealments, alterations, and amendments as recorded in the minutes of the corporation as of June 11, 2021.

