



The Mother Lode Mineral Society of California

P. O. Box 1263
Modesto, CA 95353
TIN 23-7027003 Charitable Trust #98314

BYLAWS

APPROVED by the MLMS Board: October 8, 2026

PREAMBLE

These Bylaws, in conjunction with The Mother Lode Mineral Society's Constitution, dated 1939, the Articles of Incorporation, dated Feb 28, 1995, are the ruling documents as they pertain to the management and development of the club. The club shall be devoted to the education and enjoyment of lapidary and earth sciences and related subjects. The club has been authorized to be organized and taxed as a non-profit under the Internal Revenue code 501(c)(3).

The Executive Board shall be comprised of the President, Vice President, Secretary, Treasurer, and Membership Secretary. The remaining elected officers will hereafter be called the Board. Both the Executive Board and Board members shall be elected by the members (hereafter called the Society or Club) and shall oversee the implementation and arbitration/authority of said documents and the Society. All previous documents are hereafter rendered void.

ARTICLE I: DUTIES OF OFFICERS

Section 1: The President of the society shall preside at the General Meetings of the Society, Executive Board, and Board meetings. In addition, he/she shall appoint a show committee chair within 30 days after the conclusion of the annual MLMS show or otherwise as soon as possible. He/She shall also appoint a Historian, Sunshine Secretary, Community Service Director, Webmaster, and Juniors Coordinator for the society.

Section 2: The Vice President shall preside at the meetings of the Executive Board and Board, and the meetings of the society in the absence of the President and shall also serve as Program Director.

Section 3: In the absence of both the President and Vice President, succession as to the presiding officer shall be as follows: Secretary, Treasurer, and Membership Secretary.

Section 4: The Secretary shall conduct the office as specified in the book of Robert's Rules of Order.

Section 5: The Treasurer shall receive all monies and disperse them as authorized by the Executive Board, keep a full and accurate account of such transactions, and shall render a report to the Executive Board at Board meetings. Each account shall have 2 or more signatories. The signatories for these accounts shall be from among the Treasurer, President, Vice President, Secretary, Membership Secretary, and may include any of the last three Past Presidents.

The Treasurer shall also, with the help and advice of any or all of members of the Executive Board, formulate a budget for the coming fiscal year.

Section 6: The Membership Secretary shall collect all dues of the society and remit them to the Treasurer, and shall keep the membership roster.

Section 7: The Scholarship Secretary's duties shall consist of acting as liaison officer between the Board and the applicants/awardees.

Section 8: The House Director shall oversee the club meeting room and shall also oversee the refreshments or meals at meetings of this society. This officer shall have the authority to appoint assistants as needed. This director will also oversee special events having kitchen type functions.

Section 9: The Field Trip Chairperson shall arrange for all field trips of the society and shall act as leader of such trips unless unable to do so in which case he/she shall appoint a suitable leader to take his or her place when field trips are sponsored by the society. The leader shall have authority over all people attending such trips. Conservation of natural resources shall be practiced, and safety rules shall be observed. Field trip attendees shall abide by the AFMS Rules of Conduct when on outings. The Field Trip Chairperson may appoint assistance as needed. For fieldtrips sanctioned by the Board, fuel fees and permits may be reimbursable with receipts and supporting documents provided. The MLMS Fieldtrip Chairperson is responsible for hosting one California Co-op Fieldtrip Association fieldtrip per year.

Section 10: The Editor shall have the responsibility of publishing the Ghost Sheet for the society. He/She shall have the authority to appoint assistants as needed. The publication shall be under the general supervision of the Executive Board. The Editor will also handle the mailing the Ghost Sheet to approved members.

Section 11: The Property Supervisor shall have authority over all properties of the society and shall keep a record of all such properties. In addition, shall be responsible for any upkeep, repair, or storage of any equipment as may be needed with the approval of the Executive Board.

Section 12. If an Executive Board Member, Board Member, Chairperson, Director or Supervisor can no longer fulfill their duties, the Board may appoint a replacement to serve the remainder of the term. This may become necessary due to an unfilled position, a resignation, inability to perform their duties, or removal.

THE FOLLOWING OFFICERS ARE APPOINTED BY THE PRESIDENT

Section 13: The Show Chairperson shall be responsible for the production of the annual MLMS show and shall have the authority to appoint a Co-Chairperson and other such committee Chairpersons and or assistants as may be necessary. Additional duties are identified Article XII.

Section 14: The Sunshine Secretary shall see that cards are sent to any member who is ill and or hospitalized, and notify the Ghost Sheet Editor for inclusion. They are responsible for setting up the Memorial Case at the annual MLMS Show.

Section 15: The Community Service Director shall promote the interests of the society by lecturers in schools and community events.

Section 16: The Webmaster shall be responsible for updating and maintaining the web pages of the MLMS and appoint assistants as necessary. A record of all current passwords, pins, logins, etc., will be provided to the MLMS President.

Section 17: The Junior Rockhound Coordinator shall be responsible for programs, speakers and other activities pertaining to the Junior Rockhound group.

Section 18. If an officer or position appointed by the President is unable to fulfill their duties, the President may appoint a replacement to serve the remainder of the term. This may become necessary due to an unfilled position, a resignation, inability to perform their duties (including: positional duties and responsibilities, attending meetings, or participating in governance including voting on issues), or removal.

THE FOLLOWING OFFICERS ARE/or/CAN BE APPOINTED BY THE PRESIDENT - and are not members of the Board:

Section 19: The Federation Director shall function as a liaison officer between the CFMS and MLMS, shall attend the two CFMS Directors' meetings as directed by the Executive Board and shall report important directions and information from such meetings to the Board. An alternate Director may be appointed by the President if necessary. The Director or alternate is eligible for reimbursement of mileage, lodging at the host hotel Friday and Saturday nights, for expenses incurred on behalf of the club, or expenses incurred while attending the annual Federation show. Meals are not included with the exception of the Saturday night annual banquet. Mileage allowance shall be based on the current IRS rates reduced by the CFMS reimbursement, if any.

Section 20: The Historian shall keep a chronological history of the Mother Lode Mineral Society in a proper manner; such history to include activities of the society, pictures, show programs, and/or any other material felt to be relevant.

Section 21: The Social Media Director will be responsible for managing MLMS social media accounts. Assistants may be appointed. A record of all current passwords, pins, logins, etc., will be provided to the MLMS President.

Section 22: The Education Director shall be responsible for communicating to the Board the status of classes or other information.

ARTICLE II: DUTIES OF THE MEMBERS

All active members are encouraged to participate in all activities of the society. Opportunities include but are not limited to: show prep and completion activities on the days before and after the show, meeting setup and take down activities, fieldtrips, and etc. Membership expectations include volunteering 4 hours of time at the Annual Rock & Gem Show.

ARTICLE III: MEMBERSHIP

Section 1: A person shall become a member upon completion of the New Member Application, Board approval, and payment of the applicable dues. Such approval Shall not be given to members previously expelled or terminated per Article III, Section 4, part E; and Article III, Section 5, parts A-C, unless the Board votes to accept a new application that follows the requirements set forth in the Constitution and Bylaws.

Section 2: Membership Denial: An applicant (prospective member) may be denied membership based on previous issues related to Article III, or a background or history that is not considered compatible with the organization's mission and goals, and the safety and well-being of the organization and its' members. A denial of membership must be determined by a Board vote requiring a 2/3 majority.

Section 3: Members shall receive membership cards and a subscription to the ghost sheet by email; only previously approved members (prior to 4/12/2026) will receive a printed copy via US mail. Members may elect to receive mailed copies of the Ghost Sheet at their own expense, currently approximately \$50.00, which will be added to their membership fee starting in January 2027 when applying or renewing their membership. New members will be introduced to other members at the next regularly scheduled meeting. Members, in good standing are those whose dues are current, who have not been suspended due to delinquent dues, who have not resigned verbally or in writing, and who have not been expelled as per Article IV.

Section 4: There shall be five classes of membership in the society:

A: ADULT MEMBER: age 18 or over who shall be voted into the membership as prescribed in Section 1, with full voting privileges.

B: JUNIOR MEMBERS: under age 18, who shall be voted in membership as prescribed in Section 1, without voting privileges. Junior members are required to have at least one parent, adult relative or legal guardian, who is a member of the society. Juniors must have a responsible adult member present with them at all times.

C: HONORARY MEMBER: shall be bestowed upon a member who has rendered outstanding service to the benefit of the society. Honorary members shall have the voting privileges of an active member. Membership of an honorary member shall be approved by a majority vote of the Executive Board and shall be valid for one year

D: LIFE MEMBER: shall be bestowed upon a longtime member who has rendered outstanding service to the benefit of the society. To be considered, the member must have 25 continuous years as a paid member and have reached the age of 80 years. Life members shall have the voting privileges of an active member. Membership as a life member shall be approved by a majority vote of the Executive Board and be ratified by the membership. Society to pay for lifetime badges. Annual dues will be paid by the society.

E: SUSPENDED MEMBER: a member whose dues are delinquent as defined in Article IV, Section 3

Section 5: Membership Termination & Expulsion

A. Any member may terminate his or her membership by submitting their resignation in writing or verbally to the Executive Board.

B. Membership can be terminated for nonpayment of dues as stated in Article IV.

C. Expulsion: any member of this society may be expelled for actions, conduct or attitude that is detrimental to the society or its purposes.

1. The Executive Board shall review any recommendation for expulsion and make an initial determination as to whether the matter should be pursued. If expulsion is recommended, the Executive Board shall give written notice to the member concerned to appear before the Executive Board in a closed hearing to address the issues of concern. A vote will then be taken by secret ballot, by the Executive Board, to expel or not. A majority vote of the Executive Board is required to expel.

2. If a member is recommended for expulsion, and declines to appear before the Executive Board as outlined above (Article III., Section 4, C., 1.), the Executive Board may proceed with the expulsion process provided in this section.

3. If the Executive Board votes to expel, such expulsion becomes effective immediately after the vote.

4. An expelled member shall have 15 days to request an oral hearing at the next board meeting by filing a written appeal to the Executive Board. A majority of the secret ballots cast by the Executive Board shall determine if the expulsion will be affirmed or rescinded.

5. Notification of the action taken in response to the appeal shall be sent to the appellant within 10 days following the final determination. The Executive Board may notify other individuals if deemed appropriate.

Article IV: Dues

Section 1: Annual dues of members shall be determined by the Executive Board and will cover the calendar year, which begins January 1st of each year. Adults will pay the established adult rate, and junior members (under age 18) will pay a lesser rate.

Section 2: For new members joining the club, the dues will be prorated as follows: if the new member joins on January 1st through June 30th, they will pay full annual dues required. If they join on July 1st through December 31st, they will pay 1/2 of the annual dues.

Section 3: Dues for the upcoming year are due in full on January 1st. If they are not paid by January 31st, members will be contacted by email, phone call, or letter stating that their dues are delinquent. If delinquent dues are not paid by February 15th, then membership is suspended. Suspended members must submit a new member application with the required dues, for approval by the Membership Secretary, prior to their membership being accepted, with loss of continuous membership time to qualify for life membership.

Section 4: If the board raises the membership dues at any time during the year, the increased amount will only apply to new members in that calendar year joining after the change, and then for all members the following year.

Section 5: CFMS dues will be based on membership numbers as of December 31st of the previous year.

ARTICLE V: DISBURSEMENTS AND ACCOUNTS

Section 1: All expenditures are to be approved by the Board and shall be paid by check, club credit card, or petty cash if appropriate.

Section 2: The Executive Board shall ensure an annual audit of the financial account, and an annual report of the finances shall be prepared and made available at a meeting in the first quarter of the calendar year.

Section 3: All checks over \$250 will require two signatures; otherwise, checks can be issued with one signature.

Section 4: The Show Chair will have authority and be a signatory on the Show account. Only one signature is required.

Section 5: Only Executive Board Members (President, Vice President, Secretary, Treasurer, and Membership Secretary) of the MLMS, as well as a past president, may be signatories on bank accounts, with the exception of the show account which shall include the Show Chairman.

ARTICLE VI: NOMINATIONS

Section 1: The members of the Nominations Committee shall make themselves familiar with the duties of the officers and as defined in Article I of the Bylaws.

Section 2: The Nominations Committee shall choose candidates for their fitness and ability to fill the respective offices, and no member may be nominated by the committee without his or her consent. More than one member may be nominated for each office.

Section 3: The Nominations Committee must submit the nominations to the MLMS Board for approval to be placed on the ballot.

Section 4: If the need for a new committee or officer arises, the Board may appoint by majority vote of officers present at an official board meeting. In circumstances of urgency or need, as determined by the Executive Board, the Executive Board can bypass the use of a Nomination Committee and make appointments.

ARTICLE VII: RULES OF MEETING

Section 1: A minimum of necessary business will be conducted at the general meeting, with all time possible being devoted to instructive lectures, films, entertainment, etc.

Section 2: The Board will hear and act upon propositions or grievances that are offered for consideration. If unable to reach a satisfactory solution, the matter may be relegated to a board meeting or be brought before the society at a time designated by the Board.

Section 3: The rules contained in Roberts Rules of Order shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws of the society.

Section 4: An agenda shall be posted no less than 24 hours prior to the meeting. Delivery of said agenda may be by email, text, posted on the private social media page, and phone calls.

Section 5: The Board may choose to have board meetings conducted in person, online, using future technology, or a combination of these.

Section 6: Members who cannot or choose not to attend Board or Society meetings in person, may attend via phone or internet media and are considered regular participants. Members attending remotely must make their own arrangements for remote attendance methods. They shall retain their voting rights.

Section 7: Special Board Meetings shall be focused on urgent, time sensitive issues presented to the Board, and shall be limited to those issues. These meetings may be designated for Board Members only, but may also include invited members or persons with specific input, knowledge, or expertise related to the issues and reason for the Special Board Meetings.

Definition of a Special Board Meeting: any official gathering of a board of directors held outside of regular, pre-scheduled calendar meetings to address urgent or time-sensitive matters.

Purpose:

- **Urgent business only:** It is meant for matters requiring immediate attention before the next standard meeting.
- **Strictly limited agenda:** Only business specified in the official call/notice of the meeting may be transacted.
- **No new subjects:** We cannot introduce new items or amend the agenda during the meeting to add topics outside of what was stated in the notice. General "new business" or open floor items are not permitted.

Section 8: Voting at meetings shall be conducted by the following:

- For issues or items being voted upon by the general membership, all members including Board members shall have one vote.
- For issues or items being voted upon by the Executive Board and/or Board, all of those members shall have one vote regardless of the number of positions held. In the case of members sharing a position, only one member's vote is authorized.
- Definition of Recusal and Abstain during a vote:
 - Recuse/Recusal is actually not in Robert's Rules of Order which is what MLMS follows. However, by definition, it is not counted as a vote at all. In the legal world, it refers to a non-vote due to perception of a conflict of interest, or a related issue. It removes the person from the issue.
 - Abstain is a voluntary refrain from voting or withholding a vote, and is counted in the overall vote. It is often used to avoid a conflict of interest, fear of having a lone or minority

opinion, disagreement with other board members, internal conflict on an issue, lack of sufficient information, and lack of focus on board activities.

- Any member, whether an Executive Board Member, Board Member, or General Membership member may abstain from voting. They shall not be challenged or otherwise compelled. At any type of Board meeting, a member can be asked for the reason of the abstention. This may be recorded in the vote.
- In the case of a member abstaining during a vote, the number of votes required for a quorum or majority is reduced by the number of voters abstaining. This provision eliminates the ability of those abstaining from controlling the voting ability or outcome of the majority.

ARTICLE VIII: QUORUM

Section 1: A quorum of the Board shall consist of a majority of the Board Member positions filled.

Section 2: A quorum of the Executive Board consists of a majority of the Executive Board Members.

Section 3: In the case of Special Board meetings where large financial decisions of \$1,500 or more, or significant changes to the Bylaws (i.e., reversing previous additions or major rewrites) a quorum will be a majority of the Board Member positions filled.

ARTICLE IX: CONFLICT OR DUALITY OF INTEREST

Section 1: The Mother Lode Mineral Society of California (MLMS) has a Conflict or Duality of Interest Policy and Disclosure Form. This policy is included in the organization's Policies and Procedures document. The purpose of this policy is to provide guidance in handling a potential conflict or duality of interest as soon as possible, protecting the organization and the member.

Section 2: Definition: A conflict or duality of interest occurs when an individual's personal interests could improperly influence their decisions. In nonprofits, conflicts of interest can involve financial relationships, family connections, or other personal interests that may compromise the organization's integrity.

ARTICLE X: AMENDMENTS

Section 1: Society members may request or propose amendments to the Bylaws by submitting the issue(s) to the Board in writing.

Section 2: The Bylaws, Constitution, and Policies and Procedures change(s) proposed will be reviewed by the Board members present at any Board meeting.

Section 3: Amendment proposals reviewed by the Board shall be presented to the society for approval by the majority vote of members present at that meeting.

ARTICLE XI: MEMORIAL SCHOLARSHIP FUND

Section 1: A Memorial Scholarship Fund is hereby established. This fund will exist as a line-item in the MLMS Checking Account ledger or as a Certificate of Deposit (CD). The deposits to the fund will be derived from: (1) gifts from friends and relatives of deceased members, (2) money given in lieu of flowers etc. to the Society, and (3) donations given to the fund. These deposits become an integral part of the Scholarship Fund and are intended to form a perpetual fund. Removal or transfer of funds from this account line-item or CD shall be limited to financial needs determined by the Executive Board to be necessary for the survival of the MLMS. MLMS may, but is not required to, donate funds to this account.

Section 2: A bank or financial institution shall be chosen by the Treasurer and approved by the Executive Board to handle the investing of the fund if in the form of a CD.

Section 3: Once each year the Board may accept names of candidates for scholarship awards from the Junior Colleges, Colleges or Universities in which the candidates are enrolled. Only candidates entering or enrolled in the field of the Earth Sciences are eligible for consideration. The awardee must present proof of enrollment.

Section 4: The final judgment of the recipient rests with the Board of the Mother Lode Mineral Society. After finalization of the awarded amount, the Scholarship Secretary, on notification by the Board, shall pay to the awardee the amount of the award.

Section 5: The Executive Board shall establish the size and number of awards based on the funds available.

Section 6: In the case of disbandment of the Mother Lode Mineral Society, this fund shall be assigned to another appropriate scholarship awarding organization.

ARTICLE XII: CAMP PARADISE

Section 1: Camp Paradise Scholarship: The society may offer a drawing for a scholarship to attend Camp Paradise, in an amount that is partial and/or up to the full amount of the "Registration Fees," to be determined each year by the Board. An individual may win the drawing for this one-week scholarship to Camp Paradise only once. Exception: If a winner declines the opportunity and does not attend, then the declining individual is eligible for future drawings. Past awardees of the scholarship who use it and attend Camp Paradise are ineligible for future drawings. The drawing will be held at the General Meeting in April. Should a winner not be able to or choose not to attend, they may decline it so the next person on the list may attend.

Section 2: Camp Paradise Raffle: The society may conduct a Camp Paradise raffle. Tickets will cost \$5.00 each. The drawing will be held at the General Meeting in April.

ARTICLE XIII: THE ANNUAL TURLOCK GEM & MINERAL SHOW

Section 1: The main fundraiser of the Society has been the annual show, also known as The Turlock Gem & Mineral Show, hereafter called "the show." The Show Chair will be the presiding officer of the show and its committees. The Show Chair will have the authority to appoint committee chairs, allocate funds from the "show account," contract with the Stanislaus Fairgrounds or other facility, hire contractors, recruit vendors, and approve exhibits and exhibitors. They are responsible for setting up the Friday Complimentary Dinner.

Section 2: The purpose of the show shall be balanced between the three core values of the club: education, members sharing their knowledge of earth science and associated hobbies, and promoting commercial dealers/vendors for our members and the public to purchase equipment, supplies and specimens.

Section 3: The goal of the show is to earn money to provide for the continuation of education in Earth Sciences, provide equipment and supplies for the lapidary arts and to promote camaraderie among its members and guests.

Section 4: The policy of the show shall be to select dealers/vendors who demonstrate the following:

- A. Provide quality and unique goods for purchase that are relevant in scope and price for our attendees and members.
- B. Demonstrate a pleasant attitude to both adult and child attendees.
- C. Have products prices prominently displayed.
- D. Agree to abide by all the provisions of their contract.

Section 5: Members exempt from changes to allowance of being designated member-dealers/vendors are "grandfathered" prior to the adoption of this document are:

Stewart's Gem Shop - proprietor Gene Stewart
Rocks in a Hard Place - proprietor Chris Whittier
David Walblom - proprietor Susan Chaisson-Walblom

Section 6: Members may be dealers/vendors under the following conditions:

- A. These members must have been members for the last 5 consecutive years.
- B. Meet the same requirements defined in Section 4 of Article XII.
- C. Up to two members may become member-dealers/vendors.
- D. Space for these members is based on availability.
- E. Members must inform the Show Chairperson in writing that they desire to be a member-dealer/vendor.
 1. Members will be screened by the Show Chairperson and/or Show Committee by providing a description of what they will be selling (Focal point such as fossils, or slabs), and how much space they require.
 2. Members will need to demonstrate/show their setup and materials for evaluation by the Show Chairperson and/or Show Committee. This is the same criteria used to evaluate other non-member businesses/individuals for consideration as dealers/vendors. This may be done at another show or venue where they are a dealer/vendor, provided the Board agrees and can attend to see the exhibit.
- F. Member-vendors must commit to at least four (4) hours of show work over the course of the show.
- G. Member-vendors may not participate in this capacity in consecutive years, unless there are one or two member-dealer/vendor spots open. If so, they may apply to be member-vendors in consecutive shows.
- H. The MLMS Board reserves the right to not accept/terminate member-dealer/vendor contracts.
- I. Being a member-dealer/vendor at a show in no way guarantees they will be in future shows.

Section 7: Advertising at the "Show."

- A. Advertising by dealers, vendors, members, clubs, organizations and businesses shall be at the discretion of the Board.

ARTICLE XIV: SALES (by members)

This article pertains to members selling their own items at MLMS functions such as our own special tailgates, meetings, or other activities and functions.

Section 1: No member selling personal items for their own gain, shall represent themselves as an MLMS vendor or contractor. This includes at functions or activities not conducted by MLMS.

Section 2: Members may not perform sales for personal gain at MLMS meetings without MLMS Board approval. The MLMS Board may designate up to two general meetings per year when/where this can be done equitably for all members. The member sales will be included in the agenda and have a specific time during the meeting when this may take place – not to conflict with the schedule and activities of the meeting.

Section 3: If the MLMS Board decides member sales are authorized at a designated meeting, MLMS reserves the right to require a fee or percentage (%) share of sales for this privilege.

Section 4: When MLMS is conducting an activity or function, such as tailgates mentioned in this article, members must apply for and receive an accepted application/contract as a vendor. This is not required for sales covered in Section 2 of this Article (XIV).

Section 5: The MLMS Board reserves the right to determine whether items for sale, advertisements, displays, or practices are acceptable at/for MLMS meetings, functions, and activities. If the Board determines something is unacceptable, then whatever that issue is must be changed until determined acceptable by the MLMS Board. If a seller/vendor is unwilling or unable to comply, an Executive Board member may have that seller's/vendor's sales ended.

Section 6: MLMS members are required to meet their own responsibilities and liabilities regarding permits, insurance, and taxes when accepted as a vendor/seller at MLMS Shows, Tailgates, events, and designated meetings covered in Section 2 of this Article (XIV).

ARTICLE XV: CONTRACTS

Section 1: All contracts requiring financial commitment, with the exception of the annual "Show," require the approval by a majority vote of the Board members currently filling positions on this Board.

ARTICLE XVI: DISBANDING

Section 1: In case of the disbanding of the Society, all funds, equipment, supplies or other assets will be assigned to the California Federation of Mineralogical Societies of California or donated to other non-profit organizations.