

# **Bylaws of Central Oregon Rock Collectors**

## **An Oregon Nonprofit Corporation**

**April, 2023**

### **1. Name and Registered Office**

The name of this organization shall be Central Oregon Rock Collectors. The principal place of business shall be 3800 SE Airport Way, Bldg 3, Redmond, Oregon 97756.

### **2. General Purpose and Objectives**

- a. The general purpose of the organization shall be a nonprofit club, as outlined under section 501 (c) (3) of the Internal Revenue Code 2001 or any corresponding section of any future tax code. The objectives are as follows: to participate in the collection of lapidary rock, fossils and mineral specimens; to enhance the collective informal study of lapidary and geology; and to stimulate interest in the preservation, setting aside, and sharing of claim rights (affiliated clubs and those of private ownership).
- b. No part of the net earnings shall inure to the benefit of individual members or organizations, nor as a substantial part of its activities attempt to influence legislative bills and decisions, or political campaigns for or against any candidate for public office.
- c. This club is organized exclusively for sharing geology and lapidary skills along with collecting skills/exploration and to inform individuals on the collection and identification of rocks, fossils and mineral specimens. The club may also instruct and participate in state and regional non-pecuniary competitive/noncompetitive displays of specimens and lapidary collections. The club may engage in all lawful activities for which nonprofit organizations may operate that further the primary purposes of the organization.

### **3. Membership and Meetings**

The club shall have members. Membership shall be open to all persons, without regard to age, gender, race, color, sexual orientation, disability, religion or creed, who are interested in the promotion of club objectives and purpose statements. An active member is a person who pays dues. The rights and privileges of each member shall be equal and identical.

- a. **Dues** – Annual dues shall be set in the amount determined by 2/3 (two-thirds) vote of the members present at any regular meeting. All raises in membership dues shall be assessed at the next membership renewal date unless a different date is approved by 2/3 (two-thirds) vote of the members present at any regular meeting. There shall be no refund of unused dues resulting from termination. All dues collected shall be used for Central Oregon Rock Collectors (CORC) operation and affiliation dues.
- b. **Length of Membership** – The membership year shall be 01 January of the current year through 31 December of the current year. Delinquent members are those not paying

their dues by 30 April of the current year. Any unpaid membership shall be cause for removal from the club roster and loss of field trip participation rights. New members joining after October 1 will pay full dues that will also cover the following year.

- c. **Honorary Members** – Honorary members may be designated by the Executive Board. Honorary Members do not have voting rights in the club.
- d. **Lifetime Honorary Members** - Lifetime Honorary Members may be designated by the Executive Board based on their dedication and past service to the club. Lifetime members do not pay dues, but retain voting rights.
- e. **Meetings** – Meetings are open to all active members, honorary members, and guests interested in the purposes and objectives of CORC. There will be a minimum of five (5) meetings per membership year. The time and place of the meetings will be announced in a timely manner to the membership. Meetings may be conducted virtually.
- f. **Removal of Members** – A member can be expelled from the club by a 4/5 (four-fifths) vote of the Executive Board for:
  - 1) Any flagrant or continued violation of the Bylaws or
  - 2) Any improper or unlawful conduct that violates the rights and privileges of other members

#### 4. Government

- a. **Officers** - The following officers shall be duly elected: President, Vice President, Secretary and Treasurer. The officers shall attend Executive Board meetings and act on behalf of the membership in all matters before the Executive Board. The Executive Board has the power to conduct business on behalf of the club. Officers shall disclose situations involving conflicts of interest and abstain from discussing and voting upon them.
- b. **Executive Board** – The Executive Board shall be composed of the duly elected President, Vice President, Secretary, and Treasurer; the immediate Past President; and the appointed Committee Chairs.
- c. **Vacancies** – In the case of death, resignation or failure to attend meetings or faithfully perform the duties of an office, the executive board may vote to declare the office vacated. Vacancies in all offices except the President will be appointed from the current membership by the President and approved by the Executive Board. The appointee shall fill the unexpired term until the next annual election. When the office of the President is vacated during his or her term, the process is as follows: The Vice President will fill the unexpired term. At the next regular meeting, the Executive Board shall call for nominations from the floor to fill the unexpired term of the Vice President. The election for Vice President will be held on the second meeting after the vacancy and nominations.
- d. **Meetings** – The Executive Board shall meet at the call of the President or when ½ (one half) of the Board votes to meet. There will be a minimum of two (2) Executive Board meetings per year. Board meetings may be conducted virtually.

- e. **Quorum** – One more than ½ (one-half) of the Board members shall constitute a quorum for the transaction of such business that may arise.

## 5. Election of Officers

- a. **Timing** - The time of the election shall be no later than the Annual Meeting in November with installation to follow the election. The first official meeting for the new officers shall be the winter Executive Board meeting following the election.
- b. **Nominating Committee** – The President, on or before the September meeting, will create a nominating committee. No later than the October meeting, the President shall announce any nominations and also call for eligible nominations from the floor. A list of persons duly nominated shall be printed in the newsletter. Any active member is eligible for a club office.
- c. **Voting Procedure** – Members shall vote by voice, show of hands, or written or electronic ballot, and the person receiving a majority of the votes cast of the members present shall be elected. There shall be no proxy or absentee voting for officers. Three of the Executive Board members must be present for an election to be held. The officers being retired may chair the election. In case of absence of both the President and Vice President, another member of the Executive Board shall chair the election.
- d. **Terms** – The terms of office shall be two years for all elected officers: President, Vice President, Secretary and Treasurer. The President and Vice President shall be elected in even numbered years, and the Secretary and Treasurer in the odd numbered years.

## 6. Duties of Officers

- a. **President** – The President shall preside at all meetings of the members and of the Executive Board. He or she shall represent the club at social and public gatherings/meetings. The President shall sign all certificates, contracts, and other instruments approved by the Executive Board. In the absence of the Treasurer, the President has the authority to disburse funds. The President will prepare an agenda for each regular meeting.
- b. **Vice President** – The Vice President shall perform all presidential duties in the absence or illness of the President. When so acting, he or she will have all the powers of the President. He or she may perform other duties as assigned by the President or Executive Board.
- c. **Secretary** – the Secretary shall attend and keep minutes of all regular, special, and Executive Board meetings. He or she shall monitor all correspondence pertaining to club business. The Secretary shall send minutes of club meetings to the Newsletter Editor and the Social Media and Webmaster. The Secretary shall maintain a record of club minutes, CORC Bylaws, and other records in compliance with rules for a 501 (c) (3) nonprofit corporation. In addition, he or she shall maintain a log of club assets. The Secretary shall maintain current contact information on the club roster.

- d. **Treasurer** – The Treasurer shall maintain the check register, accounts books and receipts for all club expenditures. He or she is the first signature on the bankcard for disbursement of funds. The treasurer shall give a report of club expenditures at each regular club meeting. He or she shall make payment of all general upkeep bills, without the approval of the general membership, such as mailings, cards, printing supplies and reproductions, meeting hall rent and affiliated membership dues. The general membership shall vote at a regular meeting to approve the disbursement of any funds that are not for general upkeep.
- e. **Audit** - An audit shall be performed annually by at least two persons other than the Treasurer with the Vice President acting as Chairperson. The results will be reported to the Executive Board.

## 7. Committees

At the discretion or will of the President, and with approval by the Executive Board, any number of committees may be formed to delegate club operations. Committees and their chair may include, but are not limited to, the following:

- a. **Field Trip Committee Chair** – The field trip committee chair shall monitor and arrange all club trips and may coordinate with other clubs for inclusion in member trips. The field trip committee chair may designate another club member to lead a particular trip. The leader of the field trip shall give a safety talk prior to departure. Only members of CORC are eligible to participate in field trips. At the departure site, the leader of the field trip shall collect new membership forms, dues, and waivers from non-members to then become CORC members and be able to participate in club field trips.
- b. **Program Committee Chair** – The program committee chair secures speakers to give presentations at club meetings. Each club meeting shall have a program. Programs will be presented during March through October meetings. November through February meetings will be social events with no programs or formal Executive Board meetings.
- c. **Claims Committee Chair** – The claims committee chair shall be responsible for ensuring all paperwork for claims ownership is filed on time. They shall monitor the club usage of the claim and report any needed maintenance to the executive board.

## 8. Club Support Roles

At the discretion or will of the President, and with approval by the Executive Board, any number of club support roles may be created to delegate club operations. Club support roles may include, but are not limited to, the following:

- a. **Newsletter Editor(s)** – The newsletter editor publishes the monthly newsletter via email or mail for those members without email. The editor submits the newsletter to the Social Media and Webmaster for publication on the CORC website.
- b. **Social Media and Webmaster** – The social media and webmaster maintains the CORC website and oversees the club's Facebook page.

- c. **Hospitality** – The Hospitality support role is responsible for providing refreshments for club meetings. All bills for refreshments are to be presented to the Treasurer.
- d. **Librarian** – The librarian maintains the books, periodicals and trip maps in the club library. Excess and/or outdated materials may be furnished for sale at the next Silent Auction.

**9. Amendments and Revisions**

The Executive Board shall conduct an annual review of the CORC Bylaws by the end of March. The Executive Board, by a majority vote, may repeal, alter or amend the club’s Bylaws, provided that thirty (30) days prior notice of any and all such proposed changes be made available to the entire club membership by publishing any and all such proposed changes in these Bylaws in the club’s newsletter. The membership must be informed when an amendment or revision is adopted.

**10. Bylaws and Articles of Incorporation Distribution**

The Bylaws are to be distributed to each family unit or member as they are listed on the club roster. The Bylaws are also to be posted on the club website. The Articles of Incorporation will be kept in the CORC records maintained by the club Secretary.

**11. Cancellation clause**

Upon adoption by the club membership, the Bylaws and Articles of Incorporation shall become effective and shall cancel or supersede all previous revisions and amendments thereto.

Upon 2/3 (two-thirds) vote of the active membership, this club may be dissolved, in accordance with tax exempt organizations under Internal Revenue Service and Oregon state tax regulations. In that eventuality, all sales or donations of club assets are to be transmitted to the Rice Northwest Museum of Rocks and Minerals, Portland, OR.

Adopted this date April 19, 2023 by the Executive Board as follows:

President \_\_\_\_\_

Vice President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_

Immediate Past President \_\_\_\_\_

Field Trip Committee Chairs \_\_\_\_\_

Program Committee Chair \_\_\_\_\_

Claims Committee Chair \_\_\_\_\_