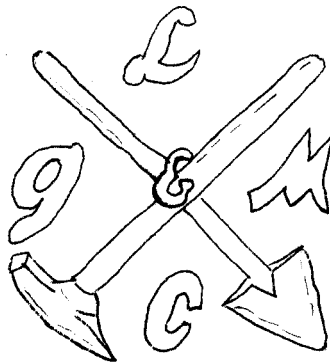


**ARTICLES
OF
INCORPORATION
AND
BY-LAWS**

Lincoln Gem and Mineral Club, Inc.

Lincoln, Nebraska



**As filed February 16, 1959
Rev. January 1, 1968
Including By-Laws revisions through November, 2010**

**ARTICLES OF INCORPORATION
OF
LINCOLN GEM AND MINERAL CLUB, INC.**

KNOW ALL MEN BY THESE PRESENT:

That the undersigned have associated themselves together for the purpose of incorporating under the laws of the State of Nebraska and hereby adopt the following articles of incorporation.

ARTICLE I

The name of this corporation shall be the Lincoln Gem and Mineral Club, Inc.

ARTICLE II

The principal place of business shall be Lincoln, Nebraska. The name and address of the corporation Resident Agent for service is Phyllis N. Parks, 2435 South 19th Street, Lincoln, Nebraska 68502.

ARTICLE III

The purpose of the corporation shall be to study, promote an interest in, and disseminate knowledge of lapidary and various Earth Sciences, including but not necessarily limited to, geology, paleontology, and mineralogy. It shall be a particular purpose of the corporation to provide education in these various fields to its members and the general public, particularly youth and student groups.

It however, being expressly declared that this corporation is not organized for any business purpose of pecuniary gain or profit.

ARTICLE IV

This corporation shall have no capital stock and shall declare no dividends. Any income shall be expended under the direction of the Board of Directors, in carrying out and promoting the objects and purposes of the club.

ARTICLE V

The club and its activities shall be maintained, kept, and operated through the payment of membership fees and annual dues in such amounts as may be provided by the By-Laws.

ARTICLE VI

The names and places of residence of each of the incorporators are:

Irl C. Everett, 2941 N. 65th St., Lincoln, NE
Mrs. Frances Tracy, 3601 South St., Lincoln, NE
Arthur O. Beckman, 1840 N. 48th St., Lincoln, NE
Delmer L. Whitmarsh, 2440 S. 37th St., Lincoln, NE

ARTICLE VII

The corporation shall commence business on the day these articles are filed and recorded with the Secretary of State and shall have perpetual existence unless sooner dissolved as by law provided.

In the event this corporation is dissolved, the assets of the corporation shall be given outright to the University of Nebraska or a similar non-profit educational institution to be used in its educational program.

ARTICLE VIII

The highest amount of indebtedness or liability to which the corporation shall at any time be subject shall not exceed the value of the corporation's assets.

ARTICLE IX

The affairs of the corporation shall be conducted by a Board consisting of not less than seven nor more than nine. The Board of Directors shall include the elected officers, being President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer and a minimum of two Directors. They shall be elected annually by the members from among their number at the time and in the manner provided by the By-Laws and whose term of office shall be as provided by the By-Laws.

ARTICLE X

The private property of the members of this corporation shall not be subject to the payment of corporation debts, nor shall its members be subject to assessment other than membership fees and annual dues.

ARTICLE XI

The rules, regulations and procedures under which this corporation shall operate shall be governed by these Articles and the By-Laws of the corporation. Any alterations or additions to the By-Laws of the corporation must be approved by the majority of the Board of Directors and subsequently approved by the majority of members present at a regular or special meeting for which proper notice of proposed change has been given.

Pursuant to the provision of Sections 21-1901 through 21-1991, R.R.S. Nebraska, 1943, the undersigned corporation adopts the Articles of Amendment to its Articles of Incorporation.

LINCOLN GEM AND MINERAL CLUB, INC
(signed) Gene L. Eno, President
Kathryn Ulrich, Secretary

STATE OF NEBRASKA)
) SS.
LANCASTER COUNTY)

On the 18th day of December, 1967, before me, the undersigned, a Notary Public in and for Lancaster County, Nebraska, personally appeared Gene Eno, President and Kathryn Ulrich, Secretary of Lincoln Gem and Mineral Club, Incorporated, Lincoln, Nebr. known to me to be the President and Secretary respectively of such corporation and the persons who subscribed to the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged the execution thereof to be his voluntary act and deed, and the voluntary act and deed of such corporation.

In Witness Whereof, I have hereunto set my hand and seal this 18th day of December, 1967.

(signed) Phyllis N. Parks,
Notary Public

Filed and recorded on the 29th day of December, 1967, at 1:20 P.M., Book 34 of Articles of Incorporation at Page 667.

(signed) Carl S. Hartman, County Clerk

The following corporation, pursuant to the laws of the State of Nebraska and provision of Sections 21-1901 through 21-1991, does hereby wish to change its Registered Agent and/or Registered Office in the State of Nebraska.

LINCOLN GEM AND MINERAL CLUB, INC.

(signed) Linda M. Parks, President
Vera M. Lyman, Secretary

STATE OF NEBRASKA)
) SS.
SECRETARY'S OFFICE)

Before Change:

Registered Agent: Mrs. Lois Everett
Registered Office: 2941 North 65th Street
Lincoln, Lancaster County, NE 68507

The following change of Registered Office, Registered Agent, were authorized by a resolution duly adopted by the Board of Directors on the 4th day of April, 1985.

The Registered Office of this corporation in Nebraska shall be: 2435 South 19th Street, Lincoln, Lancaster County, Nebraska 68502, and the Registered Agent at such address shall be: Phyllis N. Parks.

Such statement shall be executed by the corporation by its President or a Vice President.

(signed) Linda M. Parks
President

In Witness Whereof, I have hereunto set my hand and seal this 6th day of January, 1986.

(signed) Havelock Bank,
Notary Public

Filed and recorded on the 8th day of January, 1986 on film roll 86-1 page 363. (Receipt No. 43533).

(signed) Allen J. Beermann,
Secretary of State

BY-LAWS

ARTICLE I – MEMBERSHIP

Section 1.

Membership in this organization shall be of five classes: Adult, Junior, Family, Honorary and Life.

Section 2. Adult Members

- (a) All new memberships must be accompanied by a written application. The application for membership is to be presented to the Board of Directors for approval. Membership will become active after attending one regular meeting.
- (b) Membership dues shall be \$15.00 per year, payable January 1, by each adult applying for membership. Membership dues of \$7.50 will be charged adults applying for membership after July 1.
- (c) Those persons who become new adult members after November 1 will pay the \$15.00 per year membership dues. These members will have their dues paid until December 31 of the following year.
- (d) If dues are not paid by January 31, a late fee of \$5.00 will be assessed.
- (e) A member may be reinstated upon request after a two-year period, by a majority vote of the Board of Directors, provided that dues, plus a reinstatement fee of \$5.00 shall have been paid.
- (f) Former members who have been out of the club for a period of 3 years or more shall come in as new members with Board approval.

Section 3. Junior Members

- (a) Members' children 15 and under shall be welcome at club meetings and field trips if their behavior is not distracting to the club meeting. Members' children 15 and under desiring to join as junior members may do so by payment of \$2.00 each per annum or \$1.00 after July 1; however, this membership shall be non-voting.
- (b) Children ages 12 through 15 whose parents are not adult members, may join as junior members by payment of \$2.00 each per annum or \$1.00 after July 1, providing that each junior member has an adult club member as his sponsor; however, this membership shall be non-voting.
- (c) Persons who become junior members after November 1, will pay the \$2.00 membership dues. These members will be paid until December 31 of the following year.

Section 4. Family Memberships

- (a) A family membership shall include two adults and all children 15 and under who are permanent residents of the household.
- (b) All new memberships must be accompanied by a written application. Prospective members must gain Board approval and attend one regular meeting before being approved for membership.

Dues for the entire family shall be \$25.00 plus \$2.00 per junior. These fees are payable January 1.
- (c) Membership dues of \$12.50 plus \$1.00 per junior will be charged for family membership after July 1.
- (d) Those families becoming members after November 1 will pay the \$25.00 plus \$2.00 per junior membership dues. These family members will have their dues paid until December 31 of the following year.
- (e) If dues are not paid by January 31, a late fee of \$5.00 will be assessed.
- (f) A family membership may be reinstated upon request, by a majority vote of the Board of Directors, provided that dues have been paid.

Section 5. Honorary Members

An Honorary Member shall be a person who has rendered some special service to the organization and who has been approved for Honorary Membership by the club. An Honorary Member shall not vote nor hold office and shall be exempt from the payment of dues.

Section 6. Life Members

A Life Member shall be a person who has rendered outstanding service and commitment to the organization. Life Membership will be awarded by majority vote of the Board of Directors. Life Membership shall be limited to 2 individuals per year.

Section 7.

A member in good standing is one whose dues are paid as provided in Section 2.

Section 8.

Any club member who represents himself or herself as an officer, committee member, or delegate of Lincoln Gem and Mineral Club, Inc. without authorization, or shall by his or her actions bring discredit upon Lincoln Gem and

Mineral Club, Inc., may be expelled from the membership by majority vote of the Board of Directors.

ARTICLE II – OFFICERS

Section 1. Board of Directors

The Board of Directors shall consist of the following: President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer and 2 Directors. (There shall be 2 directors for every 50 paid Adult members in good standing.) These officers shall be elected for a term of one year, by ballot, at the annual November meeting of the organization and shall take office on the following January 1.

Any vacancy occurring on the Board shall be filled by the remaining members of the Board of Directors. In the event that an officer or director does not attend several meetings without cause or is grossly incompetent and negligent in carrying out his assigned duties, he/she may be removed from the Board of Directors by a unanimous vote of all other board members.

Section 2. Duties of Officers

- (a) The President shall appoint a Bulletin Editor, Historian, Liaison Representative, and Librarian; who may or may not be one of the elected members of the Board of Directors. Such appointments shall be confirmed by the majority of the Board of Directors.

The President shall be an ex officio member of all committees except the Nominating Committee. A Nominating Committee shall be elected by the majority of the members present at the meeting at which they are elected.

An Auditing Committee must be appointed. This committee shall examine the books, records and annual report of the Treasurer and make a report of their findings to the organization at their January meeting.

The President shall be empowered to appoint committees which may include field trip, publicity and public relations, program, by-laws, education, show chairman and others, as such need may exist, with the approval of the Board of Directors. Any committee appointments may be changed or cancelled by majority vote of the Board of Directors.

The Board of Directors shall invite any members interested in special projects to attend board meetings.

The President shall preside at all meetings of this club, and shall perform such other duties as regularly pertain to the office.

- (b) The First Vice-President shall assist the President in the performance of his/her duties and, in the absence of the President, shall have all of his/her powers and perform his/her duties.
- (c) The Second Vice-President, in the absence of the President and First Vice-President, shall have all of the President's powers and shall perform his/her duties.
- (d) The Recording Secretary shall keep the minutes of the meetings of this club and of the Board of Directors, and such other meetings as may be called. He/She shall maintain at all times an accurate list of members of this organization.
- (e) The Treasurer shall have custody of all funds of the club and keep complete account of its financial affairs. He/She shall advise the Recording Secretary and the Bulletin Editor of changes in membership. He/She shall deposit and disburse all monies of the club as instructed by the Board of Directors. Any disbursement over \$500.00 shall be expended only by the majority vote of the adult membership at a regular meeting of the club. Records shall be open for inspection by any adult member of the organization. The Treasurer's best efforts shall be exercised to satisfy the financial obligations of the club and shall disburse monies in payment thereof only by check, except for a reasonable amount of petty cash. After the completion of the annual audit, a copy of the financial condition and profit and loss statement shall be mailed to the adult members of the club. (One copy to each family.) The Office of Treasurer shall be bonded for whatever amount may be prescribed by the Board of Directors.
- (f) It shall be the duty of the Directors to attend the board meetings of the club and assist in the decisions made by the officers and other directors and carry out any tasks assigned to them by the President.

Section 3. Standing Committee

- (a) The Long Range Planning Committee and the By-Laws Committee shall be combined into a single permanent committee to be known as the By-Laws and Long Range Planning Committee and shall consist of 6 members each serving a 3-year term.
- (b) Each year the outgoing President shall appoint 2 persons to serve a 3-year term on the By-Laws and Long Range Planning Committee; the immediate past-president to become Chairperson until relieved by the next outgoing president.
- (c) The Committee shall study and make recommendations to the Board of Directors and/or membership for all subjects it deems of long range significance. This Committee shall review and recommend updates in the By-Laws and Operating Procedures of the club.

- (d) A vacancy on the committee shall be filled by appointment by the Board; such appointment lasting, however, only as long as the term of the person being replaced.

Section 4. Duties of Appointees

- (a) The Editor of the club bulletin shall publish the official monthly club publication. Each year, after February 1, a roster of all members in good standing shall be furnished to the members. (One to a family.)
- (b) The Historian shall have charge of all records of the club, except such as are in actual use. He/She shall maintain a scrapbook of snapshots, press clippings and other pertinent data of the club activities.
- (c) The Liaison Representative shall receive the communications from the Federations and transmit them to the proper officers. He/She shall carry on all club correspondence.
- (d) The Librarian shall take care of the club library, periodicals and bulletins and make them available to the club members.

Section 5.

All outgoing officers, directors and appointees of the organization shall, within one month after their term of office, turn over to the incoming officers or appointees whatever books or records of this organization each may have in his/her custody.

ARTICLE III – CLUB PROPERTY

Section 1.

A club member shall use reasonable diligence in caring for club property in their control but shall not be held responsible in the case of accident or loss of club property in his/her care.

ARTICLE IV – NOMINATIONS AND ELECTIONS

Section 1.

The Nominating Committee shall consist of 7 members. The immediate Past-President of the club shall be the Chairman of the committee. Six members shall be elected from a multiple slate by the club for a term of up to three years. When first established, six members shall be elected and the members shall determine by lot which 2 shall serve for one year, which members shall serve for two years and the remaining two shall serve for three years. Thereafter, two members shall be elected at the club's annual election. A vacancy on the committee shall be

filled by appointment by the Board, such appointment lasting, however, only until the next annual election meeting of the club.

Nominating Committee shall, not later than the second meeting before the date set for the club election meeting, submit to the club a single slate of candidates for the elected officers and board members; a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Treasurer, and 2 or more Directors. Such candidates shall be investigated as to the eligibility and their ability to fulfill the position so required of them. They shall have signified willingness to accept the nominations and, if elected, to perform all duties as may be prescribed.

An officer may succeed himself or herself. Nominations will also be taken from the floor, by consent of the nominees, at the second meeting before the annual election.

The Chairman of the Nominating Committee, not later than 45 days prior to the election meeting shall place the copy of the slate of nominees and those nominated from the floor in the Pick and Shovel.

Section 2.

The nominee for President shall have served on the Board of Directors for a period of at least one year. A nominee for any other office shall have had membership in the organization for at least twelve (12) months.

Section 3.

Before balloting on the nominees of the nominating committee, the President shall call for and accept, any additional names for officers and directors from the floor.

Section 4.

The election shall be by ballot; the nominating committee to prepare all necessary forms to conduct the election. A candidate for President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer receiving the majority of the votes cast shall be declared elected. The 2 (or more) nominees for the offices of Directors receiving the highest number of votes shall be declared elected.

Section 5.

The President shall appoint two or more tellers to conduct the election. The tellers shall report the results of the election before adjournment of the meeting.

ARTICLE V – MEETINGS

Section 1. Membership

- (a) Regular meetings of the organization shall be held monthly at a time and place designated by the Board.
- (b) The regular monthly meeting in November shall be the annual meeting of the organization.
- (c) Special meetings may be called by the President or may be called upon the request of the majority of the Board of Directors. The call for special meetings shall be defined as notice mailed to the home of each member at least 10 days prior to the date of the meeting. This notice shall state the time and place of such meeting and the business to be discussed or decided at the meeting. Business transacted at such special meetings shall be limited to the business contained in the notice. If notice is included in the club bulletin it shall be considered proper notice, if mailed at least 10 days before the special meeting.

Section 2. Board of Directors

- (a) Meetings of the Board of Directors may be called by the president or a majority of the Board of Directors.
- (b) The outgoing Board of Directors shall meet with the incoming Board of Directors within sixty days after each annual meeting.

Section 3. Committees

All committees shall be subject to the call of their respective chairman.

Section 4. Quorum

Twenty percent (20%) of the adult membership including at least three (3) of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the organization. A majority of the Board of Directors shall constitute a quorum for the Board of Directors meetings.

Section 5. Standard Operating Procedures

Details of operation not included in the Articles of Incorporation or the By-Laws of this Corporation that are of a continuing nature, to be made standard on succeeding administrations until amended, suspended or rescinded; shall be authorized by Standard Operating Procedures, upon approval of the Board of Directors, as outlined in our Standard Operating Procedures System.

Suggested operating procedures may be submitted by any member of the Board of Directors, or by any adult member of the society to a member of the Board of Directors who must in turn submit it for consideration.

Operating procedures may be adopted or suspended by the Board of Directors, or they may be amended or rescinded at a club meeting by a two-thirds vote of those members present and voting. After adoption, operating procedures become mandatory until amended, suspended or rescinded.

No operating procedure is in order that violates the Club's Articles of Incorporation or its By-Laws.

Section 6. Juniors.

An organized activity shall take place at each regular monthly meeting.

Two or more adults shall be present at all club-sanctioned events.

ARTICLE VI – ORDER OF BUSINESS

Section 1.

The business of this club shall be decided by the Board of Directors, except that they shall have the obligation of submitting items they deem of major importance to the members for their consideration and action.

Any club member may request that a decision of the Board be discussed at a meeting of the general membership. However, before such discussion shall take place, a majority of the members present at the meeting must vote that they wish such discussion to take place.

The order of business at regular and special meetings, when so desired by the President, shall be: Call to order -- Introduction of Guests -- Reading of the Minutes -- Roll call -- Treasurer's Report -- Special announcements -- Any business to be brought to the membership by the Board of Directors -- Adjournment -- Program.

Section 2.

Buying, soliciting, selling or trading can take place after the Program following the meeting. The Treasurer must be notified of any monetary transactions, so fees may be received and disbursed accordingly.

ARTICLE VII – AMENDMENTS

Section 1.

Any alterations or additions to the By-Laws of the corporation must be approved by the majority of the Board of Directors and subsequently approved by the majority of members present at a regular or special meeting for which proper notice has been given.

ARTICLE VIII – ENACTMENT

Section 1.

By-Laws, amendments or alterations shall become effective upon approval of the majority vote of the membership, providing they have previously received approval by the majority of the Board of Directors.