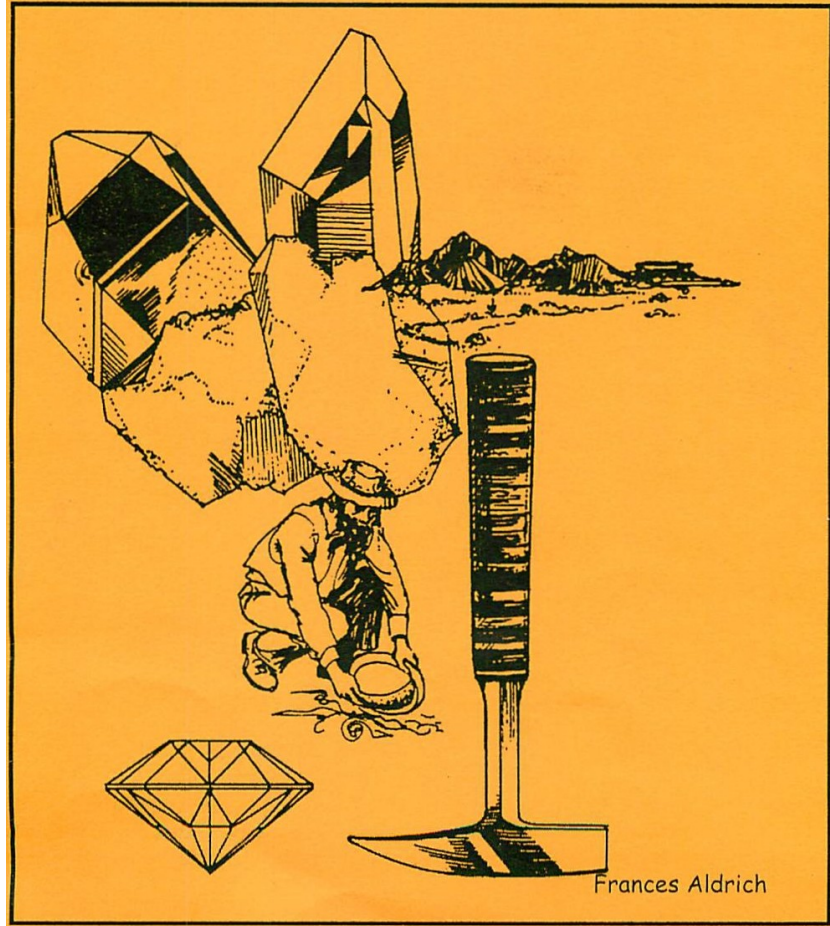


CULVER CITY ROCK and MINERAL CLUB, INC.

BYLAWS

Updated November 2018



CULVER CITY ROCK and MINERAL CLUB, INC.

BYLAWS

Updated November 2018

ARTICLE I. COLORS AND NAME¹

The name of this Corporation shall be "Culver City Rock and Mineral Club, Inc." This name and the word "Club" are herein for convenience used synonymously and interchangeably. Wherever these terms are referred to in these Bylaws or in the proceedings of this Corporation, it is intended that such terms refer to the Culver City Rock and Mineral Club, Inc., and its membership.

The club colors shall be turquoise and gold.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Club is fixed and located at 10866 Culver Blvd in Culver City, County of Los Angeles, State of California, or at any other location in the County as may be determined by a majority vote of the membership present at a regular or special meeting. All correspondence should be sent to: P.O. Box 3324, Culver City, CA 90231.²

ARTICLE III. MEMBERS

Section 1. Classes of Membership

There shall be four classes of members of the Club: regular members, junior members, life members, and honorary members.

Section 2. Regular members

Regular members shall consist of (i) all persons at least 18 years of age who are admitted to membership on due application therefore, in accordance with Article III, Section 7, of these Bylaws; (ii) former regular members who are readmitted to membership on due application for reinstatement, in accordance with Article III, Section 9, of these Bylaws; and (iii) life members duly elected in accordance with Article III, Section 4, of these Bylaws.

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As amended June 1990

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As amended March 2011

Section 3. Junior Members

Junior members shall consist of all persons at least 6 years of age and less than 18 years of age who are admitted to membership on due application therefore, in accordance with Article III, Section 8, of these Bylaws.

Section 4. Life Members

Life membership is a special award that may be used to honor regular members for outstanding service in furthering the objectives of the Club above and beyond that ordinarily expected of officers or members. Life membership may be conferred on the recommendation of the Executive Committee and supported by the members present and voting at a regular or special meeting of the membership. Life members will be active members with full voting and activity privileges but will not be required to pay dues. This status will be valid for said members' lifetimes. Such members shall be listed in the Roster.³

Section 5. Honorary Members

Honorary memberships for any designated period of time may be awarded to charter members and to persons who have rendered the Club any benefit or service the members wish to recognize in this manner on recommendation to the members by the Executive Committee and supported by a majority of the members present and voting at a regular or special meeting of the membership. Honorary members will not vote, receive insurance coverage, or pay dues, but will receive the *Nugget* and will be listed in the Roster.

Section 6. Charter Members

All members of record as of March 1960 are charter members.

Section 7. Procedure for Admission to Regular Membership

- (A) Applicants for regular membership shall file their application accompanied by the receipt showing payment of initiation fee and dues for the calendar year with the Membership Chair.⁴

3

As amended November 2018

4

As amended March 2011

- (B) After submission of the application to the Membership Chair⁵ and approval of the application by the Membership Chair, the applicant may receive his or her membership card and will have all the privileges of membership, including use of the shop.⁶
- (C) Dealers as members – A commercial dealer shall be defined as a person who operates a wholesale, retail, or mail-order rock business or operates a formal sales booth at rock shows and derives more than 50% of his or her income from ownership of a rock and mineral business. Commercial dealers will be accepted as members of the Club. However, such dealers shall abide by all of the following or be subject to having said membership terminated in accordance with the procedure set forth in Article III, Section 11, Paragraph (B):
 - (1) Subject member shall not either operate a booth at the Club show or serve as an employee of one of the dealers operating such booths.⁷
 - (2) Such member shall not use either Club mailing membership lists or Club meetings for any personal business purposes.
 - (3) Such member shall not use the facilities of the shop for any purpose associated with producing personal income. This shall not inhibit such member from utilizing the shop to produce items for his or her own personal family or gift purposes.

Section 8. Procedure for Admission to Junior Membership

- (A) Applicants for junior membership must be sponsored by a regular or life member in good standing.
- (B) The sponsor shall file the application, together with a receipt showing payment of the initiation fee and dues for the calendar year, with the Membership Chair. The application must be accompanied by a statement signed by (i) both parents or (ii) the parent with legal custody or (iii) a guardian, giving the applicant permission to join and indemnifying and holding the Club harmless for any injuries or other damages that the junior member may cause or sustain as a result of any Club activity.
- (C) Junior members must be accompanied to any Club activity by a regular member who will assume responsibility for the junior member's actions.

Section 9. Procedure for Reinstatement to Regular Membership

5 As amended March 2011

6 As amended March 2011

7 As amended March 2011

A former regular member may be reinstated to regular membership on filing an application with the Membership Chair accompanied by evidence of payment of dues for the entire calendar year.⁸

Section 10. Voting and Other Rights of Members

Only regular members and life members shall be entitled to vote and hold office.

Section 11. Termination of Membership

A member shall be terminated from membership in the Club for:

- (A) Nonpayment of dues.
- (B) Actions detrimental to the Club. To implement such termination, any regular member who believes that such action is called for must file a signed written statement with the Executive Committee setting forth the grounds for said member's concerns. The Executive Committee shall consider and act on this matter in accordance with Article VIII, Section 1, Paragraph (A) (8).⁹

Section 12. Fiesta of Gems Participation

All members shall give four hours of time to the annual Fiesta of Gems Show. This time can be waived if a member is a board member in good standing.¹⁰

ARTICLE IV. DUES

Section 1. Membership Dues¹¹

- (A) Regular members – The annual dues for regular members shall be \$25 for a single membership, \$35 for two persons residing at the same address, and \$10 for junior membership. After July in any given year, for one person wishing to join or be reinstated, the dues shall be \$15, two persons residing at the same address the dues shall be \$25 and junior membership shall be \$5.¹²

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As amended March 2011

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As amended March 2011

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As amended November 2018

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As amended November 2003

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As amended October 1988, June 1990, December 1995 and September 1996

- (B) Junior members – The annual dues for junior members shall be \$10.
- (C) Life and honorary members shall pay no fees for dues.
- (D) The dues year shall be the calendar year. Members who have not paid their dues by the close of the March meeting shall be termed delinquent, and their memberships shall terminate in accordance with Article III, Section 11, Paragraph (A).
- (E) New single person applicants for regular and junior membership shall be required to pay an initiation fee of \$20 and \$15 respectively, and for two persons residing at the same address shall be required to pay an initiation fee of \$25.

ARTICLE V. MEETINGS

Section 1. Regular Meetings¹³

Regular membership meetings shall be held on the second Monday of each month at the hour of 7:30 PM. If such meeting date falls on a legal holiday or otherwise conflicts with other Club activity, said date may be changed by a majority vote of the membership present at a regular or special meeting. The Holiday party in December shall constitute the regular December meeting on a date chosen by the Social Committee and published in the November *Nugget*.¹⁴

All members are requested to wear their name badges at all meetings, at the shop, and on field trips.

Section 2. Annual Election

An election of officers shall be held as part of the regular November meeting each year. The Nominating Committee shall conduct the election and accept nominations from the floor. Where there is more than one candidate for an office, the election shall be by secret ballot. Where there is a single candidate for an office, election shall be by voice vote.

Section 3. Committee Meetings

Committee meetings shall be called by the chairman of each committee at a time and place convenient to the members thereof. Committees are recommended to consist of at least four members and the chairman.

Section 4. Special Meetings

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As amended 2011

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As amended November 2018

Special meetings of the members may be called by the president or the chairman of the Corporation Board of Directors by providing written notice to all regular members at least five days in advance of the scheduled meeting.

Section 5. Quorum Requirements at Regular Meetings

25 regular members listed on the current Roster shall constitute a quorum for the transaction of business at any regular or special meeting of the membership.

Section 6. Voting

Members must be present at general or committee meetings in order to exercise their rights to vote. There shall be no proxy or absentee voting.

ARTICLE VI. CORPORATION BOARD OF DIRECTORS

Section 1. Members of the Board

The Board of Directors shall have seven members consisting of three men and three women plus the current president. The term of office of the six elected directors shall be three years and said term shall begin at the time each such director is installed and shall end at the time of the installation of each director's successor. Installation shall take place at the December meeting. One man and one woman are to be elected each year at the annual election meeting. The current list of members of the Board shall be published annually in the Roster.

Section 2. Qualifications

Nominees for the Board of Directors shall have served as elected officers for at least one year.

Section 3. Duties¹⁵

The duties of the Corporation Board of Directors shall include the following:

- (A) Administration of all legal affairs of the Corporation.
- (B) Formal adoption of revisions or amendments to Bylaws after approval by the membership.
- (C) Adoption of amendments to the Articles of Incorporation.
- (D) Certify that the statements and reports prepared by treasurer as required by the Corporation commission and Franchise Tax Board have been submitted on time.¹⁶

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As amended November 1985

- (E) Officiating at special presentations and installations of officers.
- (F) Provision of a suitable seal containing the name of the Corporation, which seal shall be in the custody of the chairman of the Corporation Board of Directors.¹⁷
- (G) A meeting of the Corporation Board of Directors shall be held as soon as possible after installation at the December meeting to elect a chairman and a secretary for the coming year. After the beginning of the new calendar year, a meeting shall be called by the new chairman for the purpose of accepting the annual report of the treasurer and to review the status of compliance with required reports, as established in Article VI, Section 3, Paragraph (D). The chairman of the Board will preside at all meetings of the Corporation Board of Directors. The secretary of the Board will keep minutes of all Board meetings. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.
- (H) Special meetings of the Corporation board of Directors shall be called by the chairman at the request of any director.
- (I) Notices of any special meetings of the Corporation Board of Directors shall be given by the chairman at least two days prior thereto by email or telephone.¹⁸ Any director may waive notice of any meeting, and the attendance of a director at any meeting shall constitute a waiver of notice of said meeting.
- (J) The Corporation Board of Directors shall maintain a safe deposit box for safekeeping of Corporation documents. Access to this box shall be by any one of the following: the president, one other member of the Corporation Board of Directors designated by the Board, the vice president, or the treasurer. Keys shall be in the custody of the president and treasurer.

Section 4. Quorum, Board of Directors

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VII. OFFICERS

Section 1. Office Titles

16 As amended November 2018
 17 As amended November 2018
 18 As amended November 2018

The officers of the Club shall include a president, a vice president, a recording secretary, a corresponding secretary, a treasurer, a parliamentarian, and all elected committee chairmen.¹⁹

Section 2. Election and Terms of Office

With the exception of the show chairman, the officers shall be elected at the annual election meeting for a term of one year and shall hold office from their installation until their successors shall have been duly installed. Installation shall take place at the December meeting.

A nominee for president or vice president shall have been an officer for a least one year and have been a member for at least two years immediately prior to nomination.

No officer may be elected to the same office for more than five consecutive years.

Section 3. Removal

Any officer may be removed from office by secret ballot by two thirds of the members voting at a regular or special meeting on recommendation by the Grievance Committee, in accordance with Article VIII, Section 1, Paragraph (A) (8).

Section 4. Vacancies

The unexpired term associated with a vacancy in any office or on the Corporation Board of Directors shall be filled by appointment by the president and announced at the next regular meeting.

Section 5. Duties

- (A) **President** –The president shall preside at all regular meetings and shall be a member of the Board of Directors for the duration of the president's term of office.

The president shall:

- (1) sign all checks.
- (2) perform all duties incidental to the office of president and such other duties as may be prescribed by the membership.
- (3) represent the Club at all meetings of any society, association, or federation with which the Club is affiliated.

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As amended November 2018

- (4) serve as Federation Director or appoint an alternate for this assignment.
- (5) have the power to make temporary appointments.
- (6) be an ex-officio member of all committees except the Nominating Committee.
- (7) chair all meetings of the Executive Committee.
- (8) be responsible for establishing procedures for motivating members to display jewelry, lapidary, mineral specimens, etc., that they have produced or collected.

(B) **Vice President** – In the absence of the president or in the event of the president's inability or refusal to serve as president, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of the president.

The vice president shall:

- (1) be responsible for a record of all Club property.
- (2) perform such other duties as may be assigned by the president or the membership.
- (3) present an annual inventory and location of Club property to the Executive Committee before the March meeting.
- (4) be responsible for accountability of all keys to the shop and all storage facilities for Club property.

(C) **Recording Secretary** – The recording secretary shall:

- (1) keep the minutes of the membership and Executive Committee meetings in permanent record books provided for that purpose.
- (2) furnish copies of regular meeting minutes to the president and publications chairman.
- (3) furnish minutes of the Executive Committee meetings to all members of that committee.
- (4) perform all duties incidental to the office of recording secretary and such other related duties as may be assigned by the president or the membership.

(D) **Corresponding Secretary** – The corresponding secretary shall:

- (1) receive and answer correspondence relating to the activities of this Corporation as directed by the president.

- (2) such that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
- (3) be in charge of collecting Club mail prior to regular and Executive Committee meetings.

(E) **Treasurer** – The treasurer shall:

- (1) take charge and custody of and be responsible for all funds of the Corporation.
- (2) audit all financial reports of committees.
- (3) give receipts for all funds received and deposit or invest such funds in the Club's name in a bank or banks or other investment as approved by the membership.
- (4) keep a full and accurate account of such transactions.
- (5) render an oral and written report to the Executive Committee at its monthly meeting and furnish copies of such written reports to the president and recording secretary for their permanent records.
- (6) render a report on the financial condition of the Club to the membership at the September and April meetings.
- (7) upon request accompanied by a receipt or other documentation, pay all legitimate Club expenditures by check drawn on Club funds.
- (8) co-sign all checks with the president.
- (9) prior to January 15 of the year following the term of office, submit an annual report to the Board of Directors for audit and acceptance. (It is recognized that the treasurer's term of office will have ended prior to this submittal.
- (10) perform all other duties incidental to the office as directed by the president or the membership.
- (11) maintain accountability of the Club's investment funds. Withdrawal from the investment funds requires two-thirds vote of members present at a regular or special meeting.²⁰
- (12) payment of per capita tax to the California Federation shall be paid when requested by the California Federation.²¹
- (13) shall pay post office box rental.²²

(F) **Parliamentarian** – The parliamentarian shall:

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As amended November 2018

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As amended November 2018

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As amended March 2011

- (1) act as advisor to the president and members on matters pertaining to these Bylaws.
- (2) assist the president in making decisions by following the suggestions of Robert's Rules of Order in matters not covered by the bylaws.

Section 6. Records and Reports

A journal book shall be furnished to each committee chairman. A method of procedure and operation of each committee will be kept therein. Each chairman shall keep a record of his or her committee's important activities for each year in this journal. A copy of these Bylaws shall be kept therein. These journals must be turned over to the successor chairmen at the December Executive Committee meeting to whom all of the newly elected officers will be invited.

Any committee that handles Club money, except for self-sustaining committees, shall submit a yearly report to the Executive Committee by the November meeting.²³

Where committee reports are appropriate, it shall be the duty of each committee chairman to submit a report to the Publications Committee for publication in the *Nugget* by the deadline set by the editor.²⁴

ARTICLE VIII. COMMITTEES

Section 1. Duties

(A) **Executive Committee** – The Executive Committee shall:

- (1) consist of all elected officers.
- (2) meet at least once a month.
- (3) give consideration to items, plans, or programs for the betterment of the Club that may come to the attention of its members.
- (4) report such matters with its recommendations to the club at the next regular Club meeting. Such recommendations must be passed by a majority vote of committee members present.
- (5) submit a yearly budget not later than the February meeting.
- (6) handle the Club's relationship with the Federation.
- (7) at their discretion, approve expenditures involving less than \$500. Expenditures in excess of \$500 must be approved by the membership.²⁵

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As amended March 2011

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As amended March 2011

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- (8) act as a Grievance Committee in considering any signed complaint. It may recommend termination of membership according to Article III, Section 11, or removal of an officer according to Article VII, Section 3.
 - (9) perform such other duties as may be necessary.
- (B) **Program** – The Program Committee shall arrange and present a suitable program or discussion at each meeting, except when directed otherwise by the Club.
- (C) **Membership** – The Membership Committee shall:
- (1) implement the procedures of Article III of these Bylaws.
 - (2) provide separate registers for guests and members to sign at each meeting.
 - (3) appoint hosts and hostesses who shall welcome guests and request that they sign the guest register.
 - (4) introduce guests to the membership on request of the president.
 - (5) furnish the president with necessary documents and name badges for presentation to new members.
 - (6) at the president's request, ascertain if a quorum is present.
 - (7) periodically, furnish a list of new and reinstated members to the president, treasurer, recording secretary, corresponding secretary, publications chairman, sunshine chairman, shop chairman and web master.²⁶
 - (8) compile and publish an annual membership roster.²⁷
- (D) **Field Trip** – The Field Trip Committee shall:
- (1) plan field trips as often as practicable.
 - (2) make all arrangements, such as providing markers, first-aid kit, and necessary hold harmless forms to be signed by the parents of minors and non-members.²⁸
 - (3) provide and arrange exhibits pertaining to forthcoming field trips.
- (E) **Library** – The Library Committee shall:
- (1) display books and magazines at each meeting.
 - (2) be in charge of recording of each loaned-out item.

As amended November 2018

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As amended March 2011

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As amended November 2018

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As amended March 2011

- (3) collect fines. A fine of \$1.00 per month will be levied on each overdue book or magazine.²⁹ The loan period of each book will be from the date of one regular meeting to the next regular meeting. There will be no renewal allowed. Books lost must be paid for in full or replaced by the borrower.
- (4) keep an inventory of the library.
- (5) purchase new books and publications that may be of interest to the members, within the limits of the budget.

(F) **Social** – The Social Committee shall:

- (1) take charge of and arrange all social activities of the Club, including refreshments, parties, picnics, etc.
- (2) have charge of show refreshments in collaboration with the Show committee.

(G) **Publications** – The Publications Committee shall:

- (1) publish and distribute electronically to the membership (unless member requests copy by US Postal Service on their membership form) a monthly bulletin, the *Nugget*, which shall contain minutes of the previous meeting, committee reports, articles of general interest to the members, and brief ads submitted for benefit of members only.³⁰
- (2) compile and publish an annual membership roster.

(H) **Publicity** – The Publicity Committee shall:

- (1) arrange advance publicity of each meeting and special events in the local papers.
- (2) work with the Show Committee in obtaining publicity for the annual show.

(I) **Trading Post** – The Trading Post Chair shall:

- (1) conduct a "donation" drawing at each regular meeting.³¹

(J) **Show** – The Show Committee shall arrange and take charge of the Club's Fiesta of Gems and any other formal shows in which the Club may participate.

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As amended March 2011

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As amended November 2018

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As amended November 2018

The show chairman will be elected at the first regular meeting following the annual Fiesta of Gems. Recommendations of candidates for show chairman may be made by the Executive committee at their meeting prior to that election meeting. Such recommendations will be announced to the Club prior to the election meeting through the *Nugget* or any other means required.

The show chairman will select a co-chairman to serve with the chairman and in the chairman's stead at any time so stipulated by the chairman, or in the event that the show chairman cannot discharge the chairman's duties.

The show chairman will structure the rest of the committee as necessary to meet the requirements of developing and implementing the Club shows or its participation in shows.

The term of office of the show chairman shall start at the time of election and shall terminate with the election of the next show chairman.

(K) **Shop** – The Shop Committee shall:

- (1) select personnel to instruct working members in proper lapidary practices during shop sessions.
- (2) provide a training program for those desiring to be instructors.
- (3) be responsible for maintaining the shop equipment and premises in an orderly and workable condition.
- (4) keep a log of working members and record money received and disbursed.
- (5) be responsible for ensuring that those who use the shop are entitled to do so in accordance with the Shop Rules and these Bylaws.³²
- (6) be responsible for establishing procedures to ensure that at least two people, including at least one qualified instructor, are present whenever any work is undertaken at the shop.
- (7) be responsible for establishing all Shop Rules and posting said Rules in the shop.

(L) **Sunshine** – The Sunshine Committee shall:

- (1) send appropriate cards or flowers to sick or bereaved members when this condition has been reported to the committee.
- (2) report such conditions to the membership at meetings and through the *Nugget*.

(M) **Minerals** – The Minerals Committee shall:

- (1) be in charge of displaying minerals at Club meetings.
- (2) Prepare articles on minerals for publication in the *Nugget*.

(N) **Photography** – The Photography Committee shall:

- (1) be in charge of taking pictures at Club field trips, social events, the annual Fiesta of Gems, and special meetings.
- (2) provide the historian with photographs to maintain a continuing record of Club activities.

(O) **Nominating** – The Nominating Committee shall be responsible for preparing a slate of officers for the November election meeting. Each committee except the Executive Committee will select one of its members to serve on the Nominating Committee to begin work in August to prepare a slate of officers.

No officers except the committee chairmen and the parliamentarian are privileged to serve on this committee.

The president shall appoint a temporary chairman for the purpose of organizing this committee's first meeting. The committee shall elect its own chairman at this meeting, who will have charge of all further meetings until its work is completed.

Club members should submit potential candidates to the nominating Committee.

A slate of one or more candidates for each office shall be published in the *Nugget* and presented to the membership at the regular October meeting.

(P) **Web Master** – The Web Master shall:

- (1) Maintain and update the Club's website in a timely manner.
- (2) Insure the website is representative of the Club and promotes membership.
- (3) Oversee the club's presence in social media such as Facebook, Twitter and blogs.
- (4) Recommend cost and service effective web hosting companies.
- (5) Recommend cost effective domain name renewal services.
- (6) Failure to maintain and/or inability to create a reasonably presentable website is cause for replacement, even if the Web Master's term is not up.³³

(Q) **Historian** – The historian shall:

- (1) Keep a yearbook, collecting and arranging all clippings, information and pictures relating to Club activities.
- (2) Give a brief report at each meeting.
- (3) Place a report in the *Nugget* dealing with Club history.³⁴

(R) **Education Chair** – The education chair shall:

- (1) Act as representative of the Club with teachers in the Culver City school system.
- (2) Identify areas where the Club may be helpful in promoting earth science activities.

(S) **Federation Director** – The federation director shall:

- (1) Represent the Club at all meetings of the California Federation of Mineral Societies.
- (2) Report to the Club all relevant issues and actions of the Federation that affects the club.

Section 2. Self-Sustaining Committees

Committees such as Shop, and Trading Post are considered self-sustaining and as such are not usually allotted a budget by the Club. Such committees are allowed to use that part of their earnings needed for operating expense. A complete accounting of all credits and debits must be submitted in writing to the Club treasurer each month and a copy placed in the committee journal.

This money is Club funds and as such must be accounted for. Expenditures up to the major level can be used at such committee's discretion. Any expense over \$500 must be submitted for approval in accordance with the bylaws (Article VIII, Section 1, Paragraph (A) (7)).³⁵

ARTICLE X. MEMBERS' POWER TO AMEND

These Bylaws may be amended or rescinded by the two-thirds vote of the members present at any duly convened meeting. Notice of such action shall be published in or

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As amended November 2018

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As amended November 2018

distributed with the *Nugget* prior to the meeting at which the matter will be considered, setting forth in detail the amendment or the rescission upon which to be acted.

ARTICLE XI. ORDER OF BUSINESS

The suggested order of business at any regular or special meeting shall be:

- (A) Call to order; Pledge of Allegiance.
- (B) Welcome guests and install new members.
- (C) Establish a quorum (by the membership chairman).
- (D) Call for approval of minutes of previous meeting.
- (E) Communications.
- (F) Any necessary reports.
- (G) Unfinished business.
- (H) New business.
- (I) Twenty-minute coffee break.
- (J) Trading Post.
- (K) Announcement of new member applicants.
- (L) Program.
- (M) Adjournment.

The president or presiding officer may vary this order to permit the program to be held earlier for the convenience of the speaker or for other reasons. The business meeting may be adjourned, and the balance of the evening turned over to the program chairman or other member if appropriate without the need for formally reopening the business meeting after such action.

ARTICLE XII. MISCELLANEOUS

These Bylaws, having been adopted by the membership of the Club according to Article X, shall supersede all previous Bylaws and amendments.

THIS IS TO CERTIFY:

That I am the duly elected president of the Culver City Rock & Mineral Club, Inc., that the above Bylaws of said Corporation were last amended by the membership at the 12 November 2018 meeting of the Culver City Rock and Mineral Club, Inc. and that the amendments were merged into this document in December 2018.³⁶

Bradford Smith

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As amended November 2018

Culver City Rock and Mineral Club, Inc.
ARTICLES OF INCORPORATION

Revised September 1997

We, the undersigned members of the unincorporated association heretofore organized and existing known as the "Culver City Rock and Mineral Club," hereby associate ourselves together for the purpose of incorporating our said association as a nonprofit corporation under the laws of the State of California.

I

The name of this Corporation is "Culver City Rock and Mineral Club, Inc."

II

The specific and primary purpose for which this Corporation is formed is to incorporate the existing unincorporated Association heretofore existing and operating under the name of "Culver City Rock and Mineral Club," to bring together persons interested in the earth sciences and/or the lapidary arts, to provide them orderly and constructive plans and programs to improve their knowledge and skills in these endeavors and to educate the public on the importance of preserving mineral specimens and perpetuating the lapidary arts.

III

The general purposes for which this Corporation is formed are as follows:

- (A) To develop and encourage interest and enthusiasm in the earth sciences, including, but not limited to, the collection, study, and analysis of rocks and minerals and related substances, their history and formation.
- (B) To engage in orderly plans and programs of research and study in the realm of earth sciences and to accumulate and disseminate information relating thereto.
- (C) To assist its members individually and collectively in the collection of rocks, minerals, and related substances and in the studies of the various methods, processes, and procedures utilized by lapidaries and related professions and trades, in the identification, classification, cutting, polishing, setting, and mounting of rock and mineral specimens and substances.
- (D) To develop and promote proper standards of ethics and conduct in the Association and relationship of members with each other and with members of like organizations covering the activities herein described.
- (E) To develop interest in the field of earth sciences and other wholesome and legitimate youth activities by school and college students and members of youth organizations.

- (F) To organize and promote study and research groups, field trips, and related activities in connection with, and in furtherance of, the general and specific purposes of this Corporation hereinabove set forth.

IV

In furtherance of the purposes above set forth, the Corporation may:

- (A) Sue and be sued;
- (B) Make contracts;
- (C) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;
- (D) Act as Trustee under any trust incidental to the principal objects of the Corporation, and receive, hold, administer, and expend funds and property subject to such trust;
- (E) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- (F) Borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment of performance of its obligations; and
- (G) Do all other acts necessary or expedient for the administration of affairs and attainment of the purposes of the Corporation.

V

This Corporation is organized pursuant to the general nonprofit corporation law of the State of California.

VI

The County in this State where the principal office for the transaction of the business of this Corporation is to be located is the County of Los Angeles.

VII³⁷

The number of this Corporation's directors is seven (7) consisting of three men and three women plus the current president. The names and addresses of the persons who are to act in the capacity of directors until selection of their successors shall be published annually in the Roster.

The number of the directors may be changed from time to time by amendment to the Bylaws duly adopted by the members.

VIII

The authorized number and qualification of the members of this Corporation, the different classes of membership, if any, the property, voting, and other rights and

37

As amended November 1994

privileges of each class of membership and the liability of each and all classes of members to dues and assessments, if any, and the method of collection thereof, shall be as may be set forth in the Bylaws of this Corporation.

IX³⁸

The property of this Corporation is irrevocably dedicated to earth science purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for earth science purposes and which has established its tax-exempt status under Section 501 (c) (4)³⁹ of the Internal Revenue Code.

X

Directors of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

XI

Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

XII⁴⁰

These Articles of Incorporation may be amended or rescinded by the three-quarters vote of the members present at any duly convened meeting. Notice of such action shall be published in or distributed with the *Nugget* prior to the meeting at which the matter will be considered, setting forth in detail the amendment(s) or rescission upon which to be acted.

IN WITNESS WHEREOF, the lawful incorporators of this Corporation hereunto set our hands this 10th day of June 1961.

David Champion
Stephen G. Monroe
Sylvia Randall

38 As amended November 1994
39 As amended March 2011
40 As amended November 1994

