



By-Laws
of
United States Faceters Guild
(a Corporation)

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c/o Registered Agents
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BY-LAWS OF THE UNITED STATES FACETERS GUILD

ARTICLE I - NAME

The name of the corporation is the **United States Faceters Guild**, hereinafter referred to as the "USFG" or "Corporation". The principal office of the Corporation shall be located at Mesa, Maricopa County, Arizona. The Corporation is governed by the State of Arizona and the US Internal Revenue Service laws as a non-profit corporation under IRS Section 501(c)3.

Throughout this document, anytime the masculine or feminine form is used, it is intended it shall also mean the other and at any time the singular form is used, it is intended to also mean the plural form and vice versa, as may be required.

ARTICLE II - PURPOSE

1. To promote the art and skill of faceting.
2. To help our members and the public achieve their goals through education.
3. To sponsor or assist in managing faceting competitions and educational events.
4. To develop and promote uniform rules for faceting competitions within the U.S.A. and among other countries.
5. To expand the knowledge of natural and man-made crystals.
6. To serve as a national repository and clearing house for faceting designs, published materials, and educational information for faceters worldwide.
7. To preserve and promote the history of faceting in the United States.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY.

Any person interested or engaged in matters relating to the USFG's purpose may submit an application for membership regardless of their nationality. Upon payment of yearly dues, as may be established from time to time, the person will be granted membership.

Section 2. CLASSES OF USEG MEMBERSHIP.

There shall be four (4) classes of membership;

- A. Senior Members: Eighteen (18) years of age or over.
- B. Junior Members: At least eight (8) years but not more than eighteen (18) years of age.
- C. Life Members: Members who are eighty (80) years of age or over and have been a member for at least five (5) years. (Life members will not be required to pay dues.) Outstanding members that the Board of Directors may recommend for life-time membership, to be approved by the officers and Board of Directors
- D. Honorary Members: Recommended by the Board of Directors and approved by the membership. They shall have the right to attend meetings and to speak but not to make motions or to vote.

Section 3. VOTING PRIVILEGE.

All members will have voting privileges with the exception of junior and honorary members.

Section 4. MEMBERSHIP SUSPENSION OR TERMINATION.

The Board of Directors is empowered to suspend or terminate the membership of any member who fails to comply with the provision of the Articles of Incorporation, the by-laws or the rules and regulations or who fails to pay the prescribed dues.

- A. Any senior member may file written charges with the Secretary against any other member or members specifying the alleged violations. The Secretary shall notify all parties as to the date, time, and place at which a hearing will be held by the Board of Directors to receive and consider the evidence relating to the charges
- B. Any member, whose membership is suspended or terminated, shall have thirty (30) days from the date of the hearing in which to appeal the decision of the Board or to present new evidence. If such appeal is not made within the time permitted, the decision of the Board shall be final.

ARTICLE IV - MEETINGS OF USFG MEMBERS

Section 1. ANNUAL MEETING OF MEMBERSHIP

The Annual Business Meeting of the USFG members shall be held in January of each year. Since USFG members are geographically dispersed, business meetings will be through the use of E-mail, Internet, or other electronic methods. The Annual Meeting can be in-person and electronic, provided a method is used to notify the membership. Any business appropriate to come before the membership may be conducted at the annual meeting but the minimum agenda shall include:

- A. The Treasurer's annual report of the current financial condition of the corporation.
- B. The Board of Directors' annual report and budget to the members, presented by the president.
- C. Reports of all active committee chairmen.
- D. Election of new officers and new directors, and approval of the annual budget.

The minutes of the meeting are to be published in the next Newsletter.

Section 2. DEMONSTRATIVE AND INSTRUCTIVE MEETINGS.

Demonstrative and Instructive Meetings shall be held as time and place presents itself. No notice of such meeting shall be required, but the President may ask that the information be provided to USFG members through their E-mail address. Other USFG information, events and activities of interest to members may be sent by E-mail or other electronic methods.

Section 3. LIMITATION ON ACTIONS

No Corporation business, of any nature, may be conducted at any meeting other than the annual meeting, a Board meeting, or a special meeting properly called.

Section 4. SPECIAL MEETINGS

Special meetings of the membership may be called by the President, the Board of Directors, or on the written request of five percent (5%) of the members in good standing. A written notice of the meeting, stating its purpose shall be E-mailed to all members in good standing at least ten (10) business days in advance of the meeting. No business may be transacted at a special meeting except

that stated in the notice of the meeting and having a quorum.

Section 5. QUORUM

Since USFG members are geographically dispersed, E-mail sent to the E-mail address of all voting members shall constitute a quorum for any action except as may otherwise be required by the Article of Incorporation or elsewhere in these by-laws.

Section 6. PROXY

A USFG member's vote or lack thereof using E-mail, Internet or other electronic media constitutes a Proxy Vote.

ARTICLE V - ADMINISTRATION

Section 1. OFFICERS

The officers of the Corporation shall be a president, a secretary, and a treasurer. The office of vice president may be left to the discretion of the Board of Directors. The nominees for office shall have been USFG members of the corporation in good standing for a period of six months prior to being nominated, and elected in accordance with the provisions of Article VI of these by-laws. They shall hold office for (2) years or until a successor has been duly elected by the USFG membership and installed.

Section 2. EXECUTIVE RESPONSIBILITY

The executive responsibility of the USFG shall be vested in a Board of Directors (BOD), which shall consist of:

- A. The elected officers as ex-officio members. Ex-officio members are afforded the same rights as other board members, including debate, making formal motions, and voting.
- B. At least three (3) but not more than nine (9) other members of the USFG in good standing elected in accordance with Article VI of these by-laws. One-third (1/3rd) of the non-officer directors shall be elected each odd year for terms of two (2) years and one-third (1/3rd) shall be elected each even year for a term of two (2) year. One-third (1/3rd) shall be elected every year for a term of one (1) year, this will ensure the carry-over each year of at least one or more experienced member.
- C. The immediate past president shall be invited to serve on the Board in an advisory, non-voting capacity.

Section 3. BOARD OF DIRECTORS MEETINGS

- A. REGULAR MEETINGS. Regular meetings of the Board of Directors (*BOD* or *Board*) shall be held at least quarterly in person, by E-mail, Internet, phone or other electronic methods. The president or secretary shall notify the board members of the date and time of each meeting at least ten (10) business days prior to the meeting. Meetings will be held the first part of February, May, August, and November. The President shall provide an agenda, the Treasurer shall provide detail of income and expense since last meeting, and the Secretary shall provide a summary of Board communications since the last meeting.
- B. SPECIAL MEETINGS. Special meetings of the Board may be called by the President or at the request of at least two-third (2/3rd) members of the Board. Adequate time must be given for board members to understand any business requiring a vote. A minimum of three (3) days shall be required for a response to a called vote by the President or Board.

- C. QUORUM. A majority of the number of the Board shall constitute a quorum for the transaction of business at any duly called meeting of the Board.
- D. ACTION TAKEN WITHOUT A MEETING. The Board shall have the right to take any action, in the absence of a meeting, which they could take at an in-person meeting by obtaining the written or verbal approval of such action from all of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 4. VACANCIES

Any vacancy existing on the Board of Directors or in any office of the Corporation, for any reason other than expiration of term of office, shall be filled for the remainder of the unexpired term by a majority affirmative vote of the Board of Directors. Any such unexpired term, which is for more than sixty percent (60%) of a term, shall be considered a full term.

Section 5. REMOVAL

- A. Any officer or director who ceases to be a member in good standing shall be considered to have vacated his office or directorship.
- B. Any officer or director may be removed, for a cause by a majority vote of the members, a quorum being present, at any special meeting of the USFG members called for that purpose. The Secretary, or another member of the Board, shall provide a written notice by E-mail to the E-mail address of all members at least fifteen (15) days in advance of the meeting, stating the purpose of the meeting. The quorum for such a meeting shall be not less than twenty percent (20%) if in-person of the members in good standing. Electronic quorum is defined in other parts of the by-laws.

Section 6. RESIGNATION.

Any officer or director may resign his office at any time by providing notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time of the receipt, or at any later time specified therein. Formal acceptance of such resignation shall not be necessary to make it effective.

Section 7. COMPENSATION.

No USFG member, officer, or director shall receive compensation for any service he may render to the Corporation. He may, however, on approval of the Board, contract with the Corporation, or be reimbursed for the actual expenses incurred in the performance of his duties. Such reimbursement shall be reviewed by the President and Treasurer to verify accuracy. In any meeting discussion or debate concerning a contract for compensation of a member, officer, or director, the contracted party must refrain from debate or voting on such compensation as a conflict of interest. The Corporation shall report such compensation as income on a W2 or form 1099 as may be required by law.

Section 8. DUTIES OF THE BOARD OF DIRECTORS.

- A. The Board of Directors shall have the duty to: Exercise, the Corporation, all powers, duties, and authority vested in the Corporation and not reserved exclusively to the will of the membership by other provisions of these by-laws or the Articles of Incorporation.
- B. Prepare, and present to the membership for approval, rules and regulations for the control and conduct of the Corporation's affairs, business, and activities, for the use of its property and for the personal conduct of the members and their guests.
- C. Provide for the general supervision, management and maintenance of the Corporation property, business affairs and activities, ensuring at all times that any and all activity strictly complies with the laws of Arizona respecting a non-profit organization.

- D. Ensure that the Corporation Treasurer, and any other member handling Corporation funds, is properly bonded, as it may deem necessary by the Board.

Section 9. DUTIES OF THE OFFICERS

The duties of the officers shall be as follows:

- A. **PRESIDENT.** The President shall be the chief executive officer of the Corporation and, with the approval of the Board, shall have general direction of the business and affairs of the Corporation. He shall preside at all meetings of the USFG members and Board meetings. He shall sign and execute, in the name of the Corporation, all contracts and other documents or instruments authorized by the Board, except in those cases where this duty may be expressly delegated by the Board to some other officer or member.
- B. **VICE-PRESIDENT.** The Vice President shall act in place and stead of the President, in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. If there is no Vice-President then the Secretary shall so act.
- C. **SECRETARY.** The Secretary shall keep or cause to be kept the minutes of meetings of the members and of the Board; shall count all E-mails sent by members as a vote, at each business or special meeting, to determine if a quorum is present and shall advise the presiding officer thereof; shall see that all notices, as necessary, are given in accordance with the provisions of the Articles of Incorporation and these by-laws; shall have custody of all records, and papers of the Corporation, except such as shall be in charge of some other person authorized to have custody and possession there of. The Secretary shall provide a copy, preferably typewritten, of the minutes of all membership meetings to the editor of the Newsletter prior to any deadline. The Secretary shall see that all needed reports, returns, and forms are provided before any due date to the State and Federal government.
- D. **TREASURER.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall deposit all such funds, in the name of the Corporation, in such banks or depositories (including Pay Pal) as shall be selected from time to time by resolution of the Board; shall give, a report of the Corporation finances at the January Annual Business Meeting, the quarterly Board meeting, and at other times as requested by the President; shall sign all checks on the authorized Corporation bank accounts and shall ensure that expenditures are made only for those amounts budgeted or otherwise approved by a responsible officer or agent of the Corporation, with the proviso that any non-budgeted expenditure over five-hundred dollars (\$500.00) must first be approved by a majority of the board of directors and the President. The Board may from time to time approve special bank account(s) for Special Projects where the Treasurer is also authorized to sign checks, but only in the absence of the person the Board has authorized. The Treasurer will monitor such special checking account to make sure funds are accounted for.

Section 10. EDITOR

EDITOR. There shall be an editor appointed by the president with the consent of the Board. A Newsletter shall be published at least at the end of each quarter. The purpose is to educate and inform the USFG membership in lapidary arts and sciences, and in the Corporation business. The Newsletter shall be sent by E-mail, Internet or other electronic media to the electronic address of eligible members. The Board may nominate the Editor each year to serve as a Director for the period of time he or she holds the position of Editor. If nominated to be a one (1) year term Director, the Editor will be affirmed by the membership at the Annual Meeting like all other Directors.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. NOMINATION

A Nominating Committee shall make nominations for election of Officers and for Directors. USFG members prior to the end of December, may also make nominations by sending their nomination(s) to the President or Secretary by E-mail, before the Annual Meeting. Only USFG members in good standing may be nominated.

Section 2. NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and (2) or more other USFG members in good standing of the Corporation. The Nominating Committee shall be appointed by the President (*who shall not be a member of the committee*), and approved by the Board during the first quarter following each annual meeting. Committee members serve from the close of such meeting until the close of the next Annual Meeting (*the committee, so appointed, in effect, provides nominations for election, for the year after its appointment*).
- B. The Committee shall nominate one person for each vacancy of Officer and Director.
- C. The Committee's nominations shall be provided to the Board, 60 days prior to the annual business meeting for their approval. The Board may add nominations to the Committee's list. Nominations from the Committee and the Board shall be included in the Notice E-mail sent to each USFG member in good standing along with the Notice of the Annual Meeting. Members of the Nominating Committee shall not be precluded from being nominated. During the period between when the E-mail annual meeting Notice goes out and the Annual Meeting, USFG members in good standing may add qualified USFG members to the list of nominations provided they are received by E-mail to the Secretary 20 days before the Annual Meeting and are included in the Annual Meeting E-mail.

Section 3. ELECTIONS

At the appropriate place in the agenda of the E-mail Annual Meeting, the President shall present the Nominating Committee's recommendations, the Board recommendations, and any E-mail nominations sent to the Secretary during the required time period.

In the Electronic E-mail Annual Meeting the President will declare the nominations complete and ask for the vote, which will be by E-mail and counted by the Secretary, after a 7-day voting period for USFG members. The results will be provided to the USFG members through the next E-mail or Newsletter.

Section 4. INSTALLATION

The persons elected at the annual meeting in January of each year shall be installed by the Board and take office on the first day of February.

Section 5. TERMS OF OFFICE

The term of an Officer shall be for one (1), two (2) year term, to run from February first of the first year through January thirty-first of the last year of a term, or until his successor has been duly elected. The terms of office for Directors shall be as stated in Article V, Section 2 of these by-laws. The Nominating Committee and/or Board may see a need in certain offices such as Treasurer or Secretary, to re-nominate an officer to serve more than one term.

Article VII - Dues and Assessments

Section 1. DUES

- A. The annual dues for membership shall be determined from time to time by a majority vote of the USFG members at any Annual Meeting or Special Meeting, called for that purpose. Such intent shall be indicated by an E-mail notice, sent to all USFG members, thirty (30) days prior to the meeting.
- B. The same amount of dues shall be charged to each senior member. Junior member's dues shall be one-half that of senior members.
- C. Dues shall be due and payable once each year. If they are not paid by each individual USFG member's due date, membership shall be automatically terminated after the next Newsletter.

Section 2. ASSESSMENTS

Special assessments, if any, shall be as determined by a majority vote, a quorum being present, of the members at any Annual Meeting or Special Meeting, called for the purpose. A written notice, stating the purpose of the meeting, shall be sent to the members in good standing at least ten (10) days prior to the date of the meeting.

Article VIII - Committees

Section 1. STANDING

The Standing Committees of the USFG shall consist of:

1. Advertisement (Acquisition)
2. Audit (Financial)
3. Budget
4. Newsletter/Education
5. Competition Co-Chair (2)
6. Historian
7. Membership
8. Nominating
9. Website (Review & Update)
10. USFG Events (Frolic, Tucson, Hob Nob, etc.)

The powers and duties of the Standing Committees shall be as set forth in the by-laws or as established by the Board, as the needs of the Corporation may dictate from time to time.

Section 2. SPECIAL OR TEMPORARY

Special or temporary committees, as deemed appropriate, may be appointed from time to time by the Board to assist it in the carrying out of its duties.

Section 3. APPOINTMENT AND STRUCTURE

The chairmen of all committees shall be, except as otherwise noted in these by-laws or other Board approved USFG documents, appointed by the President, with the approval of the Board. Each committee shall consist of the chairman and if necessary two (2) or more other USFG members which, if desired by the President, may be appointed by the chairman of the committee.

ARTICLE IX - AMENDMENTS OR REVISIONS

These by-laws may be amended or revised, at any Annual Meeting or Special Meeting of the USFG members, by an affirmative vote of one-third (1/3) the USFG members in good standing by E-mail or other electronic form. The quorum required for such a meeting shall be not less than fifteen percent (15%) of the voting USFG members. The By-Law changes shall be presented to the President for review by the Board and shall then be provided to all members in good standing with the written E-mail or other electronic method, call for the meeting at least ten (10) days prior to the date of the meeting at which they will be considered. The vote will be determined by the Secretary and the information included in the next Newsletter. The current and/or any revised amendment shall be available to the USFG members at any time on the USFG's website in a viewable or printable format.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify each of its officers, directors and duly appointed committee members against any expenses incurred by them, including legal fees or judgment penalties, rendered or levied against them while acting within the scope of their duties. The Board shall, however, determine, in good faith, that such person did not willfully act, or fail to act, in a manner so as to involve gross negligence or fraudulent or criminal intent in regard to the matter involved in the action. This indemnification is intended to create the maximum indemnity permitted pursuant to Arizona Revised Statutes 10-005, and as the same may be amended from time to time. The foregoing right of indemnification shall not be exclusive of other rights to which any such person shall be entitled as a matter of law. The Corporation Indemnification should be in the form of an insurance policy, which will cover all Officers, Directors and duly appointed Committee members.

ARTICLE XI - DISSOLUTION

If at any time there is a consideration of dissolving the Corporation, such consideration should first be thoroughly discussed by the Board for presentation to the membership at a regular or special meeting of the membership. Notice of any such meeting should be given to the membership by personal E-mail at least thirty (30) days in advance. Deliberation of this matter shall be discussed at least three (3) regular or special meetings called for this purpose. A quorum for such a meeting shall be 50 percent (50%) of the members in good standing by E-mail or other electronic method. An affirmative vote of at least two-thirds (2/3) of the entire membership (*eligible to vote*) in good standing shall be required to permit such dissolution.

Upon dissolution of the corporation, all monies, properties, and other assets belonging to it shall be given to other organizations having like or similar purposes at the direction of the Board. Such organizations shall include those qualifying under Section 501C3 of the Internal Revenue Code. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XII - EDUCATIONAL FUND

An Educational Fund may be created each year, by action of the Board, in an amount to be determined by the Board, no later than March each year. Such fund may be given to any

educational institution (college, secondary, or elementary) for the purpose of furthering the education of students in the fields of earth science, mineralogy, geology and the lapidary arts. Equipment may be given in lieu of funds and the need shall be determined by a committee of the Board.

ARTICLE XIII - COMPLIANCE AS A 501(c)3 NON-PROFIT CORPORATION

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise to influence legislation (except as otherwise provided by Section 501(h) of the IRS Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these by-laws or Articles, this corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)3 of the IRS Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRS Code (or the corresponding provision of any future United States Internal Revenue Law).

In order for the Corporation to comply with the Public Disclosure of Organizations Return and Applications requirement under IRS Section 501(c)3, the Corporation will place a copy of Form 1023 Application and a copy of the most recent Annual Return on the Corporation Website in a format (PDF) which will allow the public to print copies. Copies of the Annual Return will be placed on the website within 30 days after it is filed.