

BY-LAWS
NORTH CAROLINA FOSSIL CLUB, INC.

Article I - PURPOSE and GUIDELINES

Section 1. The principal purposes of this Club, a non-profit organization chartered under the laws of the state of North Carolina, are to engage in a progressive program of planning and action to advance the knowledge and interest in the study, collecting and enjoyment of fossils, to bring fossil collecting enthusiasts together to share information on identification and collecting, and to distribute educational information.

Section 2. From time to time the Club will fund and publish educational materials related to fossils for distribution to the public directly and through retail outlets.

Section 3. If from time to time income from dues exceeds Club expenses, the excess may be donated to students or educational entities which do not qualify as North Carolina state agencies.

Article II - MEMBERSHIP

Section 1. All persons interested in fossils are eligible to apply for membership in the Club. Membership in the Club will be effective as prescribed in the Rules of Procedure upon approval.

Section 2. Membership in the Club shall be designated as Individual, Spouse/Household, Complimentary, and Honorary.

- a. **Individual:** Membership held by one person.
- b. **Spouse/Household:** Membership held by the spouse/partner/family member(s) living at the same address as an Individual Member.
- c. **Complimentary:** *A limited-rights membership conferred for significant assistance to the Club in carrying out its objectives. This membership's only benefit is a subscription to the Club's newsletter, without requiring a written application or payment of dues.*
- d. **Honorary:** Membership for long and distinguished service to the Club.

Section 3. All persons, regardless of membership designation, seventeen (17) years of age or under shall be accompanied by an adult Member who accepts responsibility for said member on outings or field trips.

Section 4. All members in good standing except Complimentary Members shall have the right to participate in the election of officers and directors at the annual meeting and to vote on any bylaw changes or any recall election held according to Article V, sec.5 of the Bylaws. Decisions made concerning any other Club business will be the sole responsibility of the sitting Board of Directors.

Section 5. Complimentary and Honorary membership shall be the results of favorable action by the Board of Directors as set forth in the Rules of Procedure.

Section 6. The Board of Directors may revoke the membership of any member for just cause.

Article III - DUES

Section 1. Membership dues shall be as established in the Rules of Procedure.

Section 2. No member delinquent in dues at the time specified in the Rules of Procedures for the payment of dues will be considered a member in good standing.

Article IV - MEETINGS

Section 1. The Club shall hold an annual meeting for the election of the President, Vice President, and Directors and the transaction of other business. These Officers and Directors will take office immediately following their election at the annual meeting. The date of the annual meeting shall be as specified in the Rules of Procedure.

Section 2. Those members in good standing present at the annual meeting shall constitute a quorum for the purpose of elections. All Board members present will constitute a quorum for the transaction of other Club business.

Article V - OFFICERS AND ELECTION

Section 1. The officers shall consist of a President, Vice President, Immediate Past President, Secretary, Treasurer, Membership Chairman, and Newsletter Editor who shall hold office until their successors are selected.

Section 2. The Board of Directors shall consist of the Officers and the eight (8) elected Directors. A Director shall hold office until his successor is elected at the annual meeting.

Section 3. The Secretary, Treasurer, Membership Chairman, and Newsletter Editor, and such other administrative assistants as are needed shall be Club members chosen by the Board of Directors for the special skills which they possess for the office.

Section 4. The procedure for filling vacancies shall be as described in the Rules of Procedure.

Section 5. Elected members of the Board of Directors are subject to recall. Recall may be proposed by the Board of Directors or by a petition signed by twenty-five (25) members. Action on a proposal to recall must occur at a Club meeting for which prior notice has been sent to each member electronically or by first class mail not less than two (2) weeks previously. The notice shall state the reasons for considering the removal of the incumbent from office and shall include a statement by the incumbent at his option if received in time by the Secretary. Recall of an Elected member of the Board of Directors shall require a two-thirds vote of the members present and voting.

Section 6. The Board of Directors may remove any Director for failure to attend Board meetings or for the failure to perform the duties of his office by a two-thirds vote of the full Board after the Director has been given thirty (30) days notice and an opportunity to be heard.

Article VI - FINANCES

Section 1. The Treasurer shall submit a financial report for all activities of the Club during the previous year by April 15. This shall be published and sent in the next mailing to the members electronically or by first class mail. The Treasurer will present an interim report of the Club's finances at the annual meeting.

Section 2. Expenditures which would result in indebtedness for the Club for longer than six (6) months shall be submitted to the membership for prior approval.

Article VII - DISSOLUTION, ABSORPTION OR MERGER

Section 1. This Club may not be dissolved, absorbed or merged with another club except by adoption of an appropriate amendment to these By-Laws and compliance with appropriate provisions of law.

Section 2. The Board of Directors shall determine the disposition of all Club property in accord with its non-profit status if this Club is dissolved, absorbed or merged with another club; provided that upon dissolution no portion of the assets of the Club shall be distributed to any member so as to accrue to his personal benefit.

Article VIII - AMENDMENT

Section 1. These By-Laws can be amended only at a Club meeting for which prior notice has been sent to each member electronically or by first class mail not less than two (2) weeks previously. Notice of consideration of change to these By-Laws shall be sent to members electronically or by first class mail which bears a clear-cut indication on the exterior of the envelope as to the contents. The notice shall contain the text of the Section(s) for which an amendment(s) is being proposed, the text of the proposed amendment(s) and a description of the purposes of the proposed amendment(s). Adoption of a proposed amendment(s) shall require a two-thirds vote of the members present and voting in person or by proxy.

Section 2. Amendment(s) of these By-Laws and the Certificate of Incorporation may be proposed by the Board of Directors or by petition signed by twenty-five (25) Club members.

Section 3. Voting by proxy shall be permitted only on amendment(s) to these By-Laws and the Rules of Procedure.

Article IX - ADOPTION

Section 1. These amended By-Laws shall become effective on adoption except that during the current year the organization shall complete operations started under the former provisions.

Article X - MEMBER/NON-MEMBER HONORARY AWARD

Members and/or non-members may be considered for The Chandler Award as established in the Rules of Procedure.

Modified then approved by unanimous consent at the September 21, 2014 meeting.