

**MEMPHIS ARCHAEOLOGICAL AND GEOLOGICAL SOCIETY, INC.
MEMPHIS, TENNESSEE**

CONSTITUTION

ARTICLE I - NAME

The name of this society shall be the Memphis Archaeological and Geological Society, Incorporated.

ARTICLE II - NON-PROFIT CHARACTER

The society shall operate as a non-profit organization and no part of the assets or earnings shall be used for the benefit of any one person.

ARTICLE III - OBJECTIVES

The objectives of this society shall be as set out in the Charter of Incorporation issued by the State of Tennessee on Sept. 29, 1958, as follows: for the purpose of promoting an active interest in the geological finds and data by scientific methods; to offer any possible assistance to any archaeologist or geologist, in the general area, covered by the work and purposes of this society; to discourage commercialization of archaeology and work to its elimination and to assist geologists and those interested in geological work and investigation in the general area, in carrying out their interest; to encourage and assist in the younger members of the society; to publicize and create further public interest in the archaeological and geological field in the general area of the Mid-South and conduct means of displaying, publishing and conducting public forms for scientific and educational purposes.

BYLAWS

(Revised April 10, 2009)

Of

Memphis Archaeological and Geological Society, Inc.

ARTICLE I MEMBERSHIP

Membership is open to persons interested in the aims and purposes of this society subject to the following requirements.

SECTION I

Membership requirements are to complete and submit a signed membership application with payment of approved dues. Application presented at the next Board of Director's meeting for review and decision. Applicants notified of Board's decision by the Director of Membership Services.

SECTION II

There shall be four (4) classes of membership: Regular, Family, Junior, and Life Membership.

- A. Regular membership consists of a person eighteen years of age or older.
- B. Family membership consists of 1 or 2 adults and all dependent children residing in the same home.
- C. A Junior Member of MAGS is an individual Member between the ages of ten and seventeen. Juniors under the age of ten must be part of a Family Membership. Each Junior Member must be sponsored by an adult MAGS Member. The adult Member will be responsible for the Junior Member at MAGS meetings, field trips, and other club activities.
- D. Life Membership consists of an adult member who joined the society after eighteen (18) years of age and paid all annual dues for twenty-five (25) consecutive years credit.

Note: the Board of Directors shall approve Changes in membership status on a case by case basis.

SECTION III MEMBERSHIP PRIVILEGES

- A. Eighteen (18) years of age or older members are entitled to vote, hold office, serve on a committee, check books from the library, attend field trips and otherwise take an active part in the functions of the society.
- B. A Regular member may change (his/her) membership to a Family membership at any time if in the event they are married or if they bring (his/her) dependent children into the society (club). In the event it is because of a spouse, the spouse's first year of credit for Life Membership starts that year. They pay only the difference between the dues of a Regular membership and a Family membership for that year and are not subject to Article I, Membership, Section I.
- C. Junior members are entitled to check books from the library attend field trips under adult supervision and take an active part in the

functions of the society, other than voting and holding office.

- D. A Junior member when reaching (his/her) eighteenth (18) birthday, may become a Regular member by paying the difference between the dues of a Junior membership and a Regular membership for that year and is not subject to Article I, Membership, Section I.

ARTICLE II DUES AND FEES

SECTION I

Dues and / or fees shall be set annually by the Board of Directors at the September Board Meeting for the following year and approved by a majority vote of the members present at the September Membership Meeting.

SECTION II

The calendar year of the society shall run from January 1st through December 31st. Annual dues shall be payable on or before January 1st of each year. Members who have not paid their dues by March 1st are not in good standing and are not eligible for the rights and privileges of the society until their dues are received by the treasurer. The monthly MAGS Newsletter will not be mailed after March 1st to those who have not paid their dues.

SECTION III FORMER AND NEW MEMBERS

- A. Any former member, who has paid their society (club) dues and followed the SFMS adopted AFMS Code of Ethics, the previous year, who is late paying dues, can reinstate their membership to full privileges by paying dues within that year and will be credited as a full calendar year for that year.
- B. Any former member who drops out of the society (club) by not paying their dues within the calendar year or more must make a new application and be approved by the Board of Directors. They are not subject to Article I, Membership, Section I. Life Membership's first year of credit begins with the year of this approval.
- C. Any new member who joins during the calendar year will be credited for the full calendar year that they joined.

ARTICLE III MEETINGS

SECTION I

The meetings of the society shall be:

- A. Regular Membership Meetings which shall be held on the second Friday night of each month.
- B. Board of Directors Meeting, which shall be held on the Thursday night of the week preceding the regular business meeting.
- C. These and all other meetings of the society shall be in accordance with Robert's Rules of Order - 10th Edition.

SECTION II QUORUMS

- A. Regular Membership Meeting - a quorum shall consist of fifteen (15) members at a Regular Membership Meeting or other special meetings of the society.
- B. Board of Directors Meeting - a quorum shall consist of five (5) members of the Board of Directors.

SECTION III VOTING

- A. A member, eighteen or over is entitled to one (1) vote in person.
- B. The President is entitled to vote but may choose not to do so. He may vote to break a tie.

ARTICLE IV OFFICERS

SECTION I

The elected officers of the society shall be:

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|----------------------------|---------------------------------------|
| A. President | G. Director- Membership Services |
| B. First vice president | H. Director- Librarian |
| C. Second vice president | I. Director- Assistant Field Trips |
| D. Secretary | J. Director- Assistant Adult Programs |
| E. Treasurer | K. Director- Assistant Youth Programs |
| F. Director- Youth Program | L. Director- Historian |

SECTION II

The appointed officers of the society shall be:

- A. Editor
- B. Show chairperson
- C. Web coordinator

These officers shall be appointed by the president, with the approval of the elected officers, Board of Directors and thereafter shall

serve on the Board of Directors with all voting privileges.

SECTION III

In order to qualify for the office of president, a member must have served one term on the Board of Directors.

SECTION IV

No member shall be nominated for office unless he is present or signifies in writing his willingness to serve.

SECTION V

Nominations shall be accepted from the floor at the November meeting. After all nominations have been made, candidates shall be elected by a majority of the adult members present and voting.

SECTION VI

Officers shall be elected at the November meeting of the even-numbered year, with their term of office becoming effective January 1st of the uneven-numbered year.

SECTION VII

Each officer shall be elected for a term of two (2) years.

SECTION VIII

Officers are eligible for re-election.

SECTION IX

In the event a vacancy is created on the Board of Directors, such vacancy shall be filled for the balanced of the term by appointment by the president with the approval of the Board of Directors.

SECTION X

Any officer failing to discharge the duties of (his/her) office, unless satisfactory reason is given to one of the officers of the society, shall have said office declared vacant by the Board of Directors and the president shall appoint someone to fill the vacancy until the next election.

ARTICLE V DUTIES OF OFFICERS

SECTION I

It shall be the duty of the President:

- A. To preside at all Membership Meetings of the society.
- B. To preside at all Board of Directors Meetings.
- C. To appoint all committees and be an ex-officio member of all committees except the nominating committee.
- D. To see that all committees perform the duties assigned to them in a reasonable length of time.
- E. To promptly remove any committee member not performing (his/her) duties and appoint someone in (his/her) place.
- E. To uphold the Constitution and Bylaws of the society and to perform all other duties of the office.
- F. Upon completion of term becomes a member of the Board of Director's, or, may hold an elected or appointed office.

SECTION II

It shall be the duty of the First Vice President:

- A. To preside at all meetings in the absence of the president.
- B. Will assume the office of president in the event the position becomes vacant.
- C. To be responsible for all field trip activities.
- D. To perform all other duties of the office.

SECTION III

It shall be the duty of the Second Vice President:

- A. To be responsible for all programs of the Membership Meetings.
- B. To perform all other duties of the office.

SECTION IV

It shall be the duty of the Secretary:

- A. To record and read minutes at every Membership Meeting, every Meeting of the Board of Directors and when requested, any other special meeting.
- B. To send the editor a copy of the minutes of the Membership Meetings within one week after the meeting.
- C. To send the president a copy of all the minutes of the meetings the secretary is required to attend.

- D. To place a copy of the minutes of the Membership Meeting and Board of Directors meeting in the Society Library for a permanent record.
- E. To keep one book in which the Constitution, Bylaws, Rules of Order and Standing Rules shall be written, leaving every other page blank. Whenever an amendment or addition is made to any of them, in addition to being recorded in the minutes, it should be immediately entered on the page opposite the article amended or changed, with a reference in red ink, to the date of the minutes where it is recorded.
- F. To notify The Memphis Pink Palace Museum; The Memphis Public Library "Linc"; Secretary, Editor, Membership Chairman of the Southeast Federation Mineralogical Society and the Lapidary Journal of all elected officers immediately after election.
- G. To open meetings in the absence of all other officers and to direct the selection of a presiding officer pro tem for that meeting, then return to the recording of the minutes.
- H. To have the Minute book, the book of Standing Rules, a list of all committees and a copy of Robert's Rules of Order – 10th Edition at each meeting for reference.
- I. To perform all other duties of the office.

SECTION V

It shall be the duty of the Treasurer:

- A. To receive all monies of the society (club).
- B. To hold all funds of the society in a banking institution approved by the Board of Directors and to disburse such funds under the direction of the society or the Board of Directors.
- C. To maintain accounts of receipts and disbursements so as to indicate the financial condition of the society at all times.
- D. To prepare a written report monthly for presentation to members at the monthly meeting.
- E. To draft an annual budget for the next fiscal year and present it to the Board of Directors for approval by the November board meeting. The fiscal year shall be from January 1 through December 31. The budget shall be prepared in a format approved by the Board of Directors.
- F. To prepare an annual written report showing a general accounting of all funds and properties owned by the society for presentation to the Board of Directors and to members at the January meeting of each year.
- G. To obtain secondary authorized signature and write all checks for the society. In the treasurer's absence, two of the other officers, whose signatures are on file with the bank as authorized to sign checks, may draw checks that require immediate payment.
- H. To close the books prior to their being turned over to the incoming treasurer.
- I. To deliver promptly to (his/her) successor, at the expiration of the term of office all funds of the society (club).
- J. Upon request of an audit, to submit all records, to a committee of three appointed by the president.
- K. To update and maintain existing and new member information.
- L. To update and maintain electronic and paper files of member Release, Waiver and Indemnity Agreement forms. Periodically provide list to 1st V.P., Director Assistant Field Trips or Designee.
- M. To perform all other duties of the office.

SECTION VI

It shall be the duty of the Editor:

- A. To be responsible for the acquiring, preparing, drafting, editing and publishing the bulletin of the society.
- B. To appoint an editorial staff of as many persons as necessary to carry out the duties of this office.
- C. To deliver promptly to (his/her) successor all effects of the office, together with a complete inventory of material necessary and incidental to the office.
- D. To perform all other duties of the office.

SECTION VII

It shall be the duty of the Director-Librarian:

- A. To be responsible for all contents of the library.
- B. To recommend to the Board of Directors such books and papers that may seem desirable to purchase for the library.
- C. To purchase, exchange or dispose of such books and papers as the Board of Directors may determine.
- D. To classify and record all books and papers for use and circulation.
- E. To see that all regulations relating to the use of the library is enforced.
- F. To use reasonable care in lending materials to individual members and to maintain proper records of such loans.
- G. To make a personal examination of the contents of the library annually in January and report its condition at the Membership Meeting of that month.
- H. To perform all other duties of the office.

SECTION VIII

It shall be the duty of the Show Chairman:

- A. To be in charge of activities of arranging the annual show.
- B. To appoint a committee to assist in the preparation of the show.
- C. To secure a suitable place to have a show.

- D. To determine the date of the show after conferring with the Board of Directors.
- E. To provide a preliminary estimate of the cost of the show and present it to the Board of Directors at which time the Board of Directors will allocate the monies needed from the Show Fund Bank Account.
- F. To make a report of progress at regular intervals to the Board of Directors.
- G. To submit a written report within one month of the closing of the show to the Board of Directors, itemizing all monies received from tickets, spaces rented, advertisers, etc., and all monies disbursed for advertising, rent, printing, etc., with all profits put in the show account.
- H. To perform all duties of the office.

SECTION IX

It shall be the duty of the Director- Assistant Field Trips:

- A. To assist first vice president in planning and implementing field trip program.
- B. To provide field duties in absence of the first vice president.
- C. To serve, in conjunction with other designated Directors, as a committee to organize and provide hospitality services for membership meetings.

SECTION X

It shall be the duty of the Director- Assistant Adult Programs:

- A. To assist the second vice president in planning and implementing membership programs.
- B. To provide adult program duties in the absence of the second vice president.
- D. To serve, in conjunction with other designated Directors, as a committee to organize and provide hospitality services for membership meetings.

SECTION XI

It shall be the duty of the Director-Youth Program:

- A. To be responsible for all youth membership programs.
- C. To be responsible for all youth field trip activities.
- D. To perform all other duties of the office.

SECTION XII

It shall be the duty of the Director-Assistant Youth Program: Membership Coordinator:

- A. To assist the Director of Youth Programs in planning and implementing membership programs.
- D. To provide youth membership programs and activities in the absence of the Youth Director.
- E. To serve, in conjunction with other designated Directors, as a committee to organize and provide hospitality services for membership meetings.

SECTION XIII

It shall be the duty of the Director-Membership Services:

- A. To introduce new members to membership benefits following acceptance into the society.
- B. To greet visitors at society functions and serve as a spokesperson for the society.
- C. To maintain membership statistics of interest to the Board of Directors.
- D. Provide Editor with Sunshine Report prior to newsletter deadline.
- E. Distribute condolence cards to members as necessary.
- F. Introduce new member and present Membership Packets following acceptance into club.
- G. To perform all other duties of the office.

SECTION XIV

It shall be the duty of the Web Coordinator:

- A. To design, layout, and develop content and edit the society's website.
- B. To maintain and update the society's website on a regular and timely basis.
- C. To promote the accomplishments and activities of the society on the internet.
- D. To represent the society's membership in the Dixie Mineral Council.
- E. To provide the society's newsletter editor with Dixie Mineral Council field trip information to be published in the society's monthly newsletter.
- F. To perform other duties as appointed by the President of the society.

SECTION XV

It shall be the duty of the Director-Historian:

- A. To provide support to other officer's as determined and assigned by the Board of Directors.
- B. To organize rock swaps as scheduled by the board of directors.
- C. To maintain the society's historical documents photographs and other records.

SECTION XVI

It shall be the duty of the Board of Directors, which shall consist of the elected officers, the editor, the librarian and the show chairman:

- A. To be the governing body of the society.
- B. To act on all matters of policy.
- C. To refer matters to the membership for discussion and vote.
- D. To meet each month prior to the Membership Meeting to transact business and formulate plans.
- E. To act as a trial board, hear all charges in case of violations of the constitution or bylaws and to refer their findings to the membership for a final decision.
- F. To approve an annual balanced budget for the next fiscal year by the December board meeting. The fiscal year shall be from January 1 to December 31.

ARTICLE VI COMMITTEES

SECTION I

The Membership Committee shall consist of the members of the Board of Directors who shall be responsible for the approval or disapproval of the membership applications.

SECTION II

The Nominating Committee shall consist of three members appointed by the president at the August meeting of the even numbered years.

- A. They shall recommend to the society one or more nominees for each of the elective offices.
- B. They shall present a slate of candidates to the society at the October meeting of the even numbered years.
- C. Their function shall end with said election.

SECTION III OTHER COMMITTEES

The president shall appoint all other committees necessary to conduct the business of the society.

SECTION IV DERELICTION OF DUTY

Any member of a appointed committee who is derelict in (his or her) duties may be requested by the president to withdraw from said committee and another member shall be appointed in (his or her) place.

ARTICLE VII PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order – 10th Edition” shall be the parliamentary authority of the society (club) for all matters, subject to the special bylaws adopted by the Memphis Archaeological and Geological Society, Inc.

ARTICLE VIII AMENDMENTS

SECTION I

Proposed amendments to these bylaws must be submitted in writing to the Board of Directors.

SECTION II

The Board of Directors shall approve or disapprove the proposed amendment within two months of the date it is received. Approval of the proposed amendment shall be by a majority vote of the Board of Directors members present at a regular Board of Directors Meeting.

SECTION III

If the proposed amendment is approved by the Board of Directors, it shall be presented to the members present at the next Membership Meeting of the society.

SECTION IV

At the following Membership Meeting of the society the proposed amendment shall be put on the agenda for discussion and acceptance or rejection. Acceptance shall be by two-thirds (2/3) vote of the adult members present and voting.

SECTION V

After any change or amendment to the bylaws, copies of such change or amendments in its entirety shall be made available to the membership.

SECTION VI

Any change in the bylaws must be attached to the president’s copy of the bylaws, to the secretary’s copy of the bylaws and to the

permanent copy of the bylaws being held in the library.