



United States Faceters Guild
By-Laws
First edition 2004

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BY-LAWS OF THE UNITED STATES FACETERS GUILD

ARTICLE I – NAME

The name of the corporation is **United States Faceters Guild**, hereinafter referred to as the “USFG” or “Corporation”. The principal office of the Corporation shall be located at Tucson, Pima County, Arizona.

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 educating competitors.
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 everywhere.

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. Upon payment of yearly dues, as may be established from time to time, the person will be granted membership. Membership in the USFG is open to all residents of all countries.

Section 2. CLASSES OF 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.

- A. 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.
- B. Any senior member may file written charges with the Secretary against any other member of 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.
- C. 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 stand as rendered.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. RULES OF ORDER.

Where not otherwise clearly established in the Articles of Incorporation or these by-laws, the conduct of all meetings or members shall be in accordance with Roberts Rules of Order, Revised.

Section 2. TIME AND PLACE.

Meetings will be planned for at every opportunity where USFG members gather, gem shows, symposiums and faceting get-togethers. Officers and board members will stay abreast of all guild activities on a bimonthly communication through electronic mail (E-mail) and by phone.

Section 3. ANNUAL MEETING.

The Annual Business Meeting of the USFG shall be held in the last quarter of each year. 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 to the members, presented by the president.
- C. Reports of all active committee chairmen.
- D. Election of officers and directors for the following two years.
- E. The minutes of the above to be published in the newsletter.

Section 4. REGULAR BUSINESS MEETINGS.

A required item on the agenda for the regular business meeting in January of each year shall be the submission and approval of the budget for the ensuing year and the installation of new officers and directors.

Section 5. DEMONSTRATION/INSTRUCTIVE MEETINGS.

Demonstrative/Instructive Meetings shall be held as time and place presents itself. No notice of such meeting shall be required, but in special cases, may be given.

Section 6. LIMITATION ON ACTIONS.

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

Section 7. SPECIAL MEETINGS.

Special meetings of the members 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 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.

Section 8. QUORUM.

The presence at any meeting in person, or by proxy, of ten percent (10%) of the members in good standing shall constitute a quorum for any action except as may otherwise be required by the Articles of Incorporation or elsewhere in these by-laws. If, however, such quorum shall not be present or represented at any meeting, the members in good standing there shall have the power to adjourn the meeting until a quorum, as aforesaid, shall be present or represented by proxy. No quorum shall be required at any demonstrative/instructive meeting as described in Section 5, Article IV.

Section 9. PROXIES.

At any annual, special, or regular business meeting, each member may vote in person or by proxy. All proxies shall be in writing, dated, signed and filed with the secretary no later than one-half (1/2) hour prior to the stated time of the meeting.

A proxy shall be revoked if the member submitting same is present at the meeting in question. All proxies meant to be tendered at any of the meetings indicated in (A) above shall be worded substantially as follows:

I (*name of member*), a member of the United States Faceters Guild of Tucson Arizona, cast my vote for those candidates, and/or those specific items listed below and in my absence, do hereby tender by proxy to the Board of Directors or (*indicate a specific member, if so desired*) to represent me and to vote as they deem in the best interests of the Club on any other business which may be considered at the meeting to be held on (date). In the event I do not vote my preference for those candidates and/or those specific items listed below, I also tender my proxy to the entity indicated above to vote

those items as they deem in the best interests of the USFG.

(The proxy should list nominated candidates and/or specific items to be voted and should provide blank space for write-in candidates).

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 at the discretion of the Board of Directors. They shall have been 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 their successors have been duly elected 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.
- 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 (1) of the non-officer directors shall be elected each odd year for terms of two (2) years and one (1) shall be elected each even year for a term of two (2) year. One (1) shall be elected every year for a term of one (1) year, this will ensure the carry-over each year of at least one (1) 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 shall be held at least quarterly in person or by electronic mail or phone. The secretary shall notify the board members of the date and time of each meeting at least ten (10) business days prior to the meeting.
- B. **SPECIAL MEETINGS.** Special meetings of the board may be called by the President or at the request of at least two (2) members of the board. At least ten (10) business days notice prior to the meetings shall be given to each member, or a waiver of notice secured in lieu thereof.
- C. **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business at any duly called meeting of the board.
- D. **ACTION TAKEN WITHOUT A MEETING.** The directors shall have the right to take any action, in the absence of a meeting, which they could take at a meeting by obtaining the written or verbal approval of such action from all of the directors. 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 Club, 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 members called for that purpose. The Secretary, or another member of the board, shall provide a written notice to 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%) of the members in good standing.

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 officer or director shall receive compensation for any service he may render to the Corporation. He may, however, on approval of the Board of Directors, be reimbursed for the actual expenses incurred in the performance of his duties.

Section 8. DUTIES OF THE BOARD OF DIRECTORS.

The Board of Directors shall have the duty to:

- A. 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 Club'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 USFG's 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 Club's Treasurer, and any other member handling Club funds, is properly bonded, as it may deem necessary.

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 of Directors, shall have general direction of the business and affairs of the Club. He shall preside at all meetings of the members of the directors. He shall sign and execute, in the name of the Corporation, all contracts and other documents or instruments authorized by the Board of Directors, 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.
- C. **SECRETARY**. The Secretary shall keep or cause to be kept the minutes of meetings of the members and of the Board of Directors; shall take count of all members present in person or by proxy 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 books, records, and papers of the Corporation, except such as shall be in charge of some other person authorized to have custody and possession thereof. The Secretary shall provide a copy, preferably typewritten, of the minutes of all membership meetings to the editor of the bulletin.
- D. **TREASURER**. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the USFG; shall deposit all such funds, in the name of the USFG, in such banks or depositories as shall be selected from time to time by resolution of the Board of Directors; shall give, a report of the USFG's finances at the January Business Meeting, prior to the installation of officers, and at other times as requested by the President; shall sign all checks on the USFG 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 USFG, 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.

Section 10. Editor.

EDITOR There shall be an editor appointed by the president with the consent of the Officers and Board members. A bulletin shall be published. The purpose to educate and inform the membership in lapidary and corporation business.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. NOMINATION.

Nominations for election of Officers and for Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting or by proxy. Only members in good standing may be nominated.

Section 2. NOMINATING COMMITTEE.

The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more other members in good standing of the Club.

- A. The Nominating Committee shall be appointed by the President, who shall not be a member, and approved by the Board of Directors at least one (1) week prior to each annual meeting, to 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 one year after its appointment.)
- B. The Committee shall nominate one person for each office and for each vacancy on the Board of Directors.
- C. The Committee's nominations shall be listed on the proxy statement sent to each member in good standing along with the notice of the annual meeting. Members of the Nominating Committee shall not be precluded from being nominated.

Section 3. ELECTIONS.

As the appropriate place in the agenda of the annual meeting, the President shall ask the chairman of the Nominating Committee to read the Committee's recommendations; the report does not require acceptance. He then shall ask for any nominations from the floor and shall inquire of the Secretary as to any nominations submitted by proxy, with such nominations being treated as nominations from the floor.

- A. Those votes cast by proxy shall be counted as cast and all proxies not indicating a preference, shall be voted as determined by a majority vote of the Board of Directors or by the member present who may have been delegated in writing to do so by the proxy voter.
- B. If there are no nominations by proxy or from the floor, the President shall declare nominations closed and shall ask for a voice vote to declare those nominated by the Committee elected.
- C. If there are additional nominations from the floor or by proxy, the election of officers and directors shall be by secret ballot. Each person present shall be given a ballot and shall cast one (1) vote for each candidate for office and for each director's position. The ballots, as collected, shall be placed in a sealed box and the President shall appoint three (3) tellers, not nominees, to count them. The tellers shall count the ballots and the votes cast by proxies, obtaining the proxies from the Secretary. The tally of all votes shall be given to the President for announcement to those present. Each nominee, receiving a majority of votes cast shall be declared elected.

Section 4. INSTALLATION.

The persons elected at the annual meeting in the last quarter of each year shall be installed and take office in the first business meeting in January of the following year.

Section 5. TERMS OF OFFICE.

The term of an officer shall be for one two(2) year term, to run from January first (1) through December thirty-first (31st) or until his successor has been duly elected and installed. The terms of office for directors shall be as stated in Article V, Section 2 of these by-laws.

Article VII – Dues and Assessments

Section 1. DUES.

- A. The annual dues for members shall be determined from time to time by a majority vote of the members at any regular meeting or special meeting, called for that purpose. Such intent shall be indicated by a thirty (30) day prior written notice sent to all members.
- B. The same amount of dues shall be charged to each senior member. Junior member's dues shall be one-half (½) that of senior members.
- C. Dues shall be due and payable once of each year. If they are not paid by each individuals due date, membership shall be automatically terminated.

Section 2. ASSESSMENTS.

Special assessments, if any, shall be as determined by a majority vote, a quorum being present, of the members at any Regular Business 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 – Standing Committees

Section 1. STANDING.

The Standing Committees of the USFG shall consist of:

1. Advertisement (Acquisition)
2. Audit (Financial)
3. Budget
4. Bulletin
5. Competition Co-Chair (2)
6. Historian
7. Membership
8. Nominating

The powers and duties of the Standing Committees shall be as set forth in those by-laws or as established by the Board of Directors, 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 of Directors 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 members which, if desired, may be appointed by the chairman of the committee.

ARTICLE IX – AMENDMENTS OR REVISIONS

These by-laws may be amended or revised, at any Regular Business Meeting or Special Meeting of the members, by an affirmative vote or one-third (1/3) of the members in good standing in person or by proxy. The quorum required for such a meeting shall be not less than fifteen percent (15%) of the voting members. The By-Law changes shall be presented to the President for review by the Board of Directors and shall then be provided to all members in good standing with the written call for the meeting at least ten (10) days prior to the date of the meeting at which they will be considered.

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 of Directors 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.

ARTICLE XI – DISSOLUTION

If at any time there is a consideration of dissolving the Club, such consideration should first be thoroughly discussed by the Board of Directors 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 letter 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 in person or by proxy. An affirmative vote of at least two-thirds (2/3) of the entire membership 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 of Directors. Such organizations shall include those qualifying under Section 501-(C)-(3) of the Internal Revenue Code.

ARTICLE XII – EDUCATIONAL FUND

An Educational Fund may be created each year, by action of the Board of Directors, 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 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 of Directors.