

June 1, 2019

REVISED BYLAWS FOR THE CONTRA COSTA MINERAL AND GEM SOCIETY, INC

ARTICLE I – BASIC AUTHORITY

The Basic Authority of the Contra Costa Mineral and Gem Society, Inc. is vested in:

1. The laws of the State of California by Articles of Incorporation filed in the office of the Secretary of the State of California, October 27, 1950, file No. 249181; and as filed in the office of the County Clerk, Contra Costa County, November 8, 1950, No. 5106.
2. These Bylaws.
3. Standing Rules and policies as adopted from time to time by the Board of Directors.
4. Roberts Rules of Order.

ARTICLE II – MEMBERSHIP

SEC. 1 – QUALIFICATIONS

(a) Any person having a genuine interest in the purposes and objectives as set forth in the Articles of Incorporation may make application for membership. (b) The application shall be given to the Membership Committee who shall present it at the next business meeting with a recommendation to the Board of Directors. Acceptance of the applicant will be contingent on a majority affirmative vote of the Board of Directors present at the meeting.

SEC. 2 – CLASSIFICATION

(a) Membership shall be classified as follows: Regular, Honorary, and Junior. (b) Membership is available to those persons eighteen (18) years of age or older who elect to avail themselves of all privileges of the Society, including the right to vote. (c) Honorary membership may be awarded by a unanimous vote of the Board of Directors to a member of not less than five (5) years continuous membership in the Society, and who has made an outstanding contribution to the earth sciences or has performed special meritorious service to the Society. The title shall be conferred for life. An Honorary member shall be exempt from payment of dues and shall not have the right to vote or hold office. He/She may become a Regular member upon application and payment of dues without jeopardy to his/her status as an Honorary Member. (d) Junior membership shall be available to persons under the age of eighteen (18) years. Junior members must be a child or grandchild of a regular member or be sponsored by a Regular member who will be responsible for that junior member at all club activities. Junior members do not have the right to vote or hold office.

SEC. 3 – WITHDRAWALS

(a) Any member wishing to withdraw from the Society may do so upon written notification to the Secretary, and upon the surrender of all library books and/or other property of the Society he/she may have in his/her possession. No refund will be made for the unexpired portion of dues.

SEC. 4 – EXPULSION

(a) Should the attitude or conduct of any member be such as to be considered detrimental to the welfare of the Society, such member may be expelled by a two-thirds (2/3) majority vote of the Board of Directors. Before such action is taken, written notification shall be given the accused member inviting him/her to appear before the Board of Directors at a time and place to be designated, and to show cause why such action should not be taken in his/her case.

SEC. 5 – REINSTATEMENT

(a) Any member who shall have been dropped from the membership rolls, for any reason, for a period of two (2) months or longer, may be reinstated as a member by the same procedure as prescribed for a new member.

SEC. 6 – CREDENTIALS

(a) Annual Certificates of Membership, authenticated by the Membership Chair, shall be provided each member in good standing.

SEC. 7 – SERVICE IN THE ARMED FORCES

(a) Any member whose affiliation with the Society is interrupted by active service the Armed Forces of the United States shall have his membership extended automatically, without the payment of dues, so long as he or she is on active duty.

SEC. 8 – PROPERTY RIGHTS

(a) No member of this Society shall have property rights or indirect or ongoing interests in the real or personal property, or other assets of the Corporation.

ARTICLE III – DUES, FEES AND ASSESSMENTS

SEC. 1 – DUES

(a) Annual dues for a Regular member shall be determined by the Board of Directors for the calendar year, shall include membership in the California Federation of Mineralogical Societies, and shall be due and payable along with the initiation fee when the application for membership form is submitted. (b) Honorary members pay no dues. (c) Junior members shall pay one dollar (\$1.00) annual dues, until the end of the calendar year in which they become 18. A Junior member may elect to become a Regular member without formal application for membership or initiation fee, by notifying the Membership Chairman prior to the expiration of the calendar year in which he/she becomes eighteen (18) years of age. (d) The entire following year's dues are due and payable between the first day of November and the last day of December of each year. Members in arrears on the first day of February will be dropped from the rolls and will not receive a Diablo Diggin's bulletin. (e) Former members who have been dropped from the membership rolls for nonpayment of dues, may during January or February, and without formal application, renew their membership by the payment of the full amount of the annual dues.

SEC. 2 – FEES

(a) Initiation fee. Applicants for a Regular membership will be required to pay an initiation fee as determined by the Board of Directors, and such fee shall be due and payable along with the membership dues when the application for membership form is submitted.

SEC. 3 – ASSESSMENTS

(a) No assessment(s) shall be levied upon the members of the Society by the Board of Directors without a four-fifths (4/5) majority vote of the full membership of the Board, and by ratification by a majority vote of the members present at the following regular monthly meeting of the Society.

ARTICLE IV – MEETINGS

SEC. 1 – TIME AND PLACE

(a) There shall be an Educational (General) meeting each month at such time and place as the President designates, with the approval of a majority of the Board of Directors. The Business meeting (Board of Directors) shall meet, not fewer than six meetings during the year, at such time and place as the President designates.

SEC. 2 – NOMINATION COMMITTEE APPOINTMENT

(a) For the Board of Directors' approval, at the Business (Board of Directors) June meeting, the President shall propose a committee of Members to recommend nominations for elective officers for the following year. At the Educational (General) June meeting, the President shall announce the approved Nominating Committee.

SEC. 3 – ANNUAL NOMINATION MEETING

(a) The first Educational (General) meeting in September shall include the nominating of elective officers for the ensuing year.

SEC. 4 – ANNUAL ELECTION MEETING

(a) The first Educational (General) meeting in October shall include the electing of officers for the ensuing year.

SEC. 5 – ANNUAL INSTALLATION MEETING

(a) The first Educational (General) meeting in December shall include the installation of the officers elected for the ensuing term.

SEC. 6 – SPECIAL MEETINGS

(a) Special meetings of the members of the Society may be held upon call made by a majority of the Board of Directors, or by a petition signed by no less than ten (10) percent of the voting members, at a time and place designated by those calling the meeting. (b) Written notice of each special meeting shall be sent to each voting member not more than twenty (20) days, and not less than five (5) days, before the designated meeting date by mailing such notice to the address on record with the Secretary. (c) Notices of special meetings shall set forth the purpose of the meeting. (d) No business other than that for which the meeting was called shall be transacted at any special meeting.

SEC. 7 – QUORUM

(a) Twenty-five (25) percent of the voting members shall constitute a quorum for the transaction of business at the Educational (General) and Special meetings of the Society.

ARTICLE V – OFFICERS

SEC. 1 – ELECTIVE

(a) The elective officers shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and a Federation Director. (b) The elective officers shall be nominated and elected as prescribed in ARTICLE IX.

SEC. 15 – PUBLIC LANDS ADVISORY CHAIRMAN

(a) The Public Lands Advisory Chairman is an officer of the Society and a member of 8 the Board of Directors. (b) He/She is responsible for reviewing Ecology & Public Lands issues concerning the Society. (c) He/She is Chairman of the Public Lands Advisory Committee.

SEC. 16 – EDUCATION CHAIRMAN

(a) The Education Chairman is an officer of the Society and a member of the Board of Directors. (b) He/She is responsible for all member and general educational endeavors of the Society. (c) He/She is Chairman of the Education Committee.

SEC. 17 – NEWSLETTER EDITOR

(a) The Newsletter Editor is an officer of the Society and a member of the Board of Directors. (b) He/She is responsible for the preparation of the monthly bulletin of the Society, delivering an electronic copy of the monthly newsletter to the membership via email as well as printing and mailing a hard copy to the members who have been grandfathered in to the mailing of the physical copies.

SEC. 18 – WEBSITE MASTER

(a) The Website Master (Web Master) is an officer of the Society and a member of the Board of Directors. (b) He/She is responsible for the operation and maintenance of the Society's official website and will provide any and all updated access codes and passwords to the Secretary and President of the Society. (c) He/She shall immediately forward all incoming correspondence received via internet and the Website to the Secretary of the Society with the exception of membership related inquiries which will be forwarded to the Membership Chairman. (d) He/She is Chairman of the Website Committee.st

ARTICLE VII – STANDING COMMITTEES

SEC. 1 – MEMBERSHIP COMMITTEE

(a) This committee shall consist of the Membership Chairman, and of such additional members as he/she may desire and recommend to the President for appointment to the committee. (b) The Membership Committee shall review all applications for membership and make recommendations to the Board of Directors for acceptance or rejection.

SEC. 2 – PROGRAM COMMITTEE

(a) This committee shall consist of the First Vice-President as Chairman, and of such additional members as he/she may desire and recommend to the President for appointment to the committee. (b) This committee shall plan and conduct all programs for the Society. It will arrange for speakers and any special equipment needed. It will not obligate Society funds without prior approval of the Board of Directors, except for funds officially budgeted to this committee.

SEC. 3 – FIELD TRIP COMMITTEE

(a) This committee shall consist of the Second Vice-President as Chairman, and of such additional members as he/she may desire and recommend to the President for appointment to the committee. (b) The committee shall plan, arrange for, and conduct all field trips during the year. It will not obligate Society funds without prior approval of the Board of Directors, except for funds officially budgeted to this committee. (c) The committee

SEC. 2 – APPOINTIVE

(a) The President shall appoint the following officers at the Installation meeting: Historian, Librarian, Property Chairman, Hospitality Chairman, Publicity Chairman, Display Chairman, Membership Chairman, Show Chairman, Public Lands Advisory Chairman, Education Chairman, Newsletter Editor, and Website Master.

SEC. 3 – QUALIFICATIONS

(a) Regular members in good standing are eligible for the elective and appointive offices.

SEC. 4 – TERMS

(a) The Term-of-Office for elected officers is for one year, beginning immediately after installation of officers at the December Educational Meeting and ending the following year at the December Educational Meeting when new officers are sworn in.

ARTICLE VI – DUTIES OF THE OFFICERS

SEC. 1 – PRESIDENT

(a) The President shall preside at all meetings of the Society and the Board of Directors. (b) The President shall appoint all standing and special committees and shall be an ex-officio member of such committees and shall coordinate the work of such committees. (c) The President shall be the principal executive of the Society, direct and coordinate all the corporation's activities, and perform all other such duties as usually pertain to the office. (d) The President shall appoint an audit committee of at least two (2) voting members in good standing, not to include Officers of the previous year who held check-signing authority, immediately after he/she assumes office. This committee shall conduct a careful audit of the outgoing Treasurer's books as soon as practicable, but no later than February 28, after they have been closed for the previous year. A written audit summary report will be presented to the Board of Directors.

SEC. 2 – FIRST VICE-PRESIDENT

(a) The First Vice-President shall assist the President in all official duties and substitute for the President in the event of the latter's temporary absence, including the signing of necessary documents. (b) The First Vice-President shall assume the Presidency in the event that office becomes vacant. (c) He/She shall be chairman of the Program committee and shall submit to the President the names of the persons he/she wishes appointed to his committee for the planning and conduct of all meetings of the Society.

SEC. 3 – SECOND VICE-PRESIDENT

(a) The Second Vice-President shall substitute for the President in the event of the absence of the President and the First Vice-President, including the signing of necessary documents. (b) He/She shall be Chairman of the Field Trip Committee and shall submit to the President the names of the persons he/she wishes appointed to his committee for the planning and conduct of official field trips.

SEC. 4 – SECRETARY

(a) The Secretary shall keep a record of the minutes of all Educational (General) and Special meetings of the Society, and of the Business (Board of Directors) meetings. (b) He/She shall receive and answer all correspondence in accordance with the action of the Society or of the Board of Directors, or as directed by the President. (c) The Secretary shall perform such duties as may be assigned by the Board of Directors, including the signing of checks or as may pertain to the office.

SEC. 5 – TREASURER

(a) The Treasurer shall keep and maintain adequate and correct accounts and files of all funds of the Society; he/she shall be responsible for all funds received by the Society. (b) The Treasurer shall pay all bills which have been approved by the Board of Directors. Payments will be made by bank checks only, co-signed by any two of the following officers: President, First Vice-President, Second Vice-President, Treasurer, or Secretary. (c) The Treasurer shall maintain bank accounts in the name of the Contra Costa Mineral and Gem Society, Inc., for the general funds of the corporation, and for such savings and special accounts as may be prescribed by the Board of Directors. (d) The Treasurer shall provide assistance to the Board of Directors in preparing the annual financial plan and perform such other duties as may be prescribed by the Board.

SEC. 6 – FEDERATION DIRECTOR

(a) The Federation Director shall keep well informed on the activities of the California Federation of Mineralogical Societies and be prepared to advise the Society and the Board of Directors on matters of interest and importance to this Corporation. (b) The Federation Director shall, with the approval of the Board of Directors, attend the meeting of the Directors of the California Federation of Mineralogical Societies, and present at the next business meeting of the Board of Directors, a summary of business conducted at the Federation meeting. (c) He/She shall be entitled to compensation of reasonable expenses for attending meetings as approved by the Board of Directors, in advance of the costs being incurred. (d) If the elected Director is unable to attend a Federation meeting, the President shall appoint an alternate who shall be compensated in accordance with (c) above.

SEC. 7 – HISTORIAN

(a) The Historian is an officer of the Society and a member of the Board of Directors. (b) The Historian shall keep the history (not minutes) of the Society's activities, to wit: List of charter members; List of each year's officers and members List of field trips (date, place, principal material); List of programs (date, subject and speaker); Parties, dinners, special events, etc.; Photographs and pictures (properly identified, etc.); Scrapbook containing clippings, articles, etc. that chronicle the Society's activities.

SEC. 8 – LIBRARIAN

(a) The Librarian is an officer of the Society and a member of the Board of Directors. (b) The Librarian shall be custodian of any and all books, pamphlets, magazines, slides, DVDs, or other media that become the property of the Society whether through purchase with Society's funds or by gift. (c) The Librarian shall make the library available to the membership at each Educational (General) meeting of the Society, except when directed otherwise by the President. (d) The Librarian shall maintain a set of written rules, approved by the Board of Directors, for the operation of the library. A copy of these rules shall be furnished each new member upon joining the Society. (e) All monies collected by the Librarian as fines or as reimbursement for the loss of a book, etc., shall be turned over to the Treasurer monthly.

SEC. 9 – PROPERTY CHAIRMAN

(a) The Property Chairman is an officer of the Society, and a member of the Board of Directors. (b) The Property Chairman shall have custody and cognizance of all property and equipment (except the library) belonging to the Society. He/She shall maintain a complete list of such property, including the cost and date of acquisition. Items of property having a de minimis value may be dropped from the property account only at the direction of the Board of Directors. (c) He/She shall maintain an up-to-date file of receipts for any and all Society property not in his/her actual physical possession. (d) No member of the Society shall take possession of property belonging to the Society without giving a proper receipt for same. (e) The Board of Directors shall make provision for the storage and availability of the property. The Board of Directors shall investigate all cases of loss of property, and all cases where property has been damaged due to theft, fire, or accident, etc. (f) The Property Chairman shall be responsible for requesting Board approval on proposed donations of property to the Society prior to material being accepted into the Society property inventory. The property Chairman shall be responsible for obtaining approval from the Board for the disposition of Society property.

SEC. 10 – HOSPITALITY CHAIRMAN

(a) The Hospitality Chairman is an officer of the Society, and a member of the Board of Directors. (b) He/She is Chairman of the Hospitality Committee.

SEC. 11 – PUBLICITY CHAIRMAN

(a) The Publicity Chairman is an officer of the Society and a member of the Board of Directors. (b) He/She is responsible for all publicity and news releases by and concerning the Society.

SEC. 12 – DISPLAY CHAIRMAN

(a) The Display Chairman is an officer of the Society and a member of the Board of 6 Directors. (b) He/She will manage or coordinate with others at the General Education Meetings of the Society. (c) He/She is responsible for submitting a monthly report of the monthly competition, displays and participants names to the bulletin Editor.

SEC. 13 – MEMBERSHIP CHAIRMAN

(a) The Membership Chairman is an officer of the Society and a member of the Board of Directors. (b) He/She shall accept membership applications and monies submitted by prospective members. Upon acceptance by the Board of Directors the new members will be introduced at the next Educational (General) meeting. All monies will be turned over to the Treasurer at the regular Business meeting, or sooner, following receipt of the monies. (c) The Membership Chairman shall maintain a list of members, home addresses, telephone numbers and email addresses. A membership list as of December 31st shall be submitted to the Board of Directors at the first Business meeting of the following year for approval of payment of California Federation of Mineralogical Societies dues and insurance which is based on membership. (d) The Membership Chairman shall present each new member with a copy of the current Bylaws. (e) The Membership Chairman will collect all dues for membership renewals. All monies will be turned over to the Treasurer at the regular Business meeting, or sooner, following receipt of the monies.

SEC. 14 – ANNUAL MINERAL AND GEM SHOW CHAIRMAN

(a) The Annual Show Chairman is an officer of the Society and member of the Board of Directors. (b) He/She shall serve as a leader to manage and coordinate the Mineral and Gem Show Committee activities and plans, and to settle disputes or make decisions based on the recommendation of the Show Committee members pertaining to the Annual Mineral and Gem Show.

shall take all necessary steps to inform the membership of any special rules and/or restrictions which must be observed during a field trip. (d) The committee shall keep a list of all members who attend each field trip.

SEC. 4 – HOSPITALITY COMMITTEE

(a) The Hospitality Committee shall consist of the Hospitality Chairman, and of such additional members as he/she may require and recommend to the President for appointment to the committee.

(b) The committee shall have jurisdiction over the social events of the Society. (c) The committee shall receive and introduce guests. (d) The committee shall serve refreshments as appropriate. All monies collected shall be turned in monthly to the Treasurer.

SEC. 5 – DISPLAY COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President, and such additional members as the Chairman may require and recommend to the President for appointment. (b) The committee will have jurisdiction over and will arrange for the display of gems and minerals, including other items of interest to the Society at the Society meetings. (c) The committee will have jurisdiction over the displays by the Society, the Federation Convention, at the State or County fairs, at the show by other societies, or other special projects.

SEC. 6 – PUBLICITY COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President, and of such additional members as may be required and recommended by the Chairman for the appointment by the President.

(b) The committee shall release all publicity items pertaining to the Society.

SEC. 7 – ANNUAL MINERAL & GEM SHOW COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President, and a minimum of three additional members who are recommended and presented by the Show Chair to and then approved by the Board of Directors. (b) The Society will sponsor an Annual Mineral and Gem show, if a site is available and at a reasonable rent, as determined by the Board of Directors. The purpose of the show is to educate the public in the lapidary arts, the geology of our planet, and the beauty of rocks and gems. (c) The Show Chairman and his/her committee shall plan and conduct all show business. The Show Chairman shall present a proposed list of Dealerships to the BOD for approval before contracts can be sent to the dealers. All Show expenses shall be approved by the Show Chairman before the expenses are incurred and will not exceed the Board approved Show budget without prior authorization by the Board. (d) The Show Chairman shall report the show progress to the Board of Directors at the monthly Business meeting, provide a monthly written report summarizing dealers, money received and owing, and will each month deliver to the Treasurer money received from dealers during the previous month. (e) The Show Chairman shall prepare and submit a written financial report to the Board of Directors no later than January following the Show or 75 days, whichever is sooner. All monies shall be deposited in the Society's checking account within one month of the receipt of the funds.

SEC. 8 – PUBLIC LANDS ADVISORY COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President, and of such additional members as he/she may require and recommend to the President for appointment. (b) This committee will review publicly available information and legislation regulation from Governmental (Federal, State, and local) and private organizations regarding proposed and pending legislation with respect to issues and interests that may affect the Society. It will not obligate Society funds without prior approval of the Board of Directors, except for funds officially budgeted to this committee. (c) Keep membership informed and urge response and action to proposed legislation and regulations.

SEC. 9 – EDUCATION COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President and of such additional members as the Chairman may require and recommend to the President for appointment. (b) This committee shall have jurisdiction over, promote and arrange for educational programs for schools, youth organizations, the general public, and for the members of the Society. It will not obligate Society funds without prior approval of the Board of Directors, except for funds officially budgeted to this committee.

SEC. 10 – WEB SITE COMMITTEE

(a) This committee shall consist of a Chairman appointed by the President, and of such additional members as he/she may require and recommend to the President for appointment to the committee.

(b) This committee shall review the official Society Website content and make routine updates as needed to inform the Society's General Membership and the general public about the Society's news and activities. The Website content will be reviewed and approved by the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

SEC. 1 – ORGANIZATION

(a) The Board of Directors shall consist of the officers of the Society, the Chairmen of all standing committees and the most recent past-President. Each member of the Board of Directors has equal voting authority. (b) The President of the Society shall be the Chairman of the Board, and the Secretary of the Society shall be the secretary of the Board. (c) The Board of Directors shall meet on a regular basis, not fewer than six times a year. (d) The Board of Directors shall have the power to fill any permanent vacancy in the Board because of death, inability to act, resignation, removal, or disqualification by electing with a majority vote a successor to serve the balance of the term.

SEC. 2 – POWERS AND DUTIES

(a) The Board of Directors shall have power to conduct, manage and control the business and affairs of the Corporation; to exercise all corporate powers; and generally, to do and perform every act and duty pertaining to the office of the Board of Directors. (b) The Board shall make such standing rules and policies as they may deem to be in the best interests of the Society; providing such rules are not in violation or inconsistent with the law of the land, the Articles of Incorporation, and/or these Bylaws. New standing rules or policies shall be published in the Society's newsletter for two consecutive months to provide notification to the members, and the Society Secretary shall maintain a listing of new rules and policies. (c) The Board shall have the power to create a savings account and designate the amount of money to be transferred to it. Funds will not be withdrawn from the savings account without a majority affirmative vote of the members of the Board of Directors who are present. (d) The Board shall prepare and approve a financial plan for the calendar year which includes estimates of revenue and expense in sufficient detail to permit adequate fiscal management of the Society's funds. The plan shall be completed by the February business meeting. (e) Each member of the Board of Directors shall have one (1) vote even if that officer or committee chairman holds multiple Board positions or titles.

SEC. 3 – QUORUM

(a) Six (6) members shall constitute a quorum of the Board of Directors.

ARTICLE IX – ELECTIONS

SEC. 1 – NOMINATING COMMITTEE

(a) A nominating committee of at least three (3) Regular members of the Society, shall be recommended by the President and approved by the Board of Directors at the June Business Meeting and announced at the June General Meeting. (b) The nominating committee shall elect its own chairman.

SEC. 2 – SLATE OF NOMINATIONS

(a) The nominating committee shall prepare a slate of nominations of at least one (1), and preferably two (2) nominees for each of the elective offices. The slate will be presented at the first Educational (General) meeting in September, at which time additional nominations may be made from the floor.

(b) All nominations will be published in the bulletin for October.

SEC. 3 – ELECTIONS

(a) At the first Educational (General) meeting in October, after again calling for further nominations from the floor the balloting shall take place, and the new officers declared elected at that time. (b) Balloting shall be by voice vote, one office at a time, unless two (2) or more members present a call for a secret ballot. (c) Only Regular members who have been in good standing for at least three (3) months prior to the election will be eligible to vote at this election. (d) With a quorum present, a majority of the votes cast shall constitute an election.

SEC. 4 – INSTALLATION

(a) Installation of the newly elected officers will take place at the last Educational (General) meeting in December, and the new President shall immediately announce his/her appointments to the remaining offices.

ARTICLE X – AMENDMENTS

SEC. 1 – PROPOSALS

(a) Proposals to amend these BYLAWS must be made by presentation in writing and signed by five (5) members at any regular Business (Board of Directors) meeting with a quorum present and upon being duly seconded and carried by the majority of the Board members present, shall be recorded by the Secretary. (b) By giving notice twice (2) to all members through the organization's official publication, Diablo Diggin's, said amendment will be acted upon at the second Educational (General) meeting thereafter.

SEC. 2 – BALLOTING

(a) With a quorum present, an affirmative vote by two-thirds (2/3) majority of the votes cast at said second Educational (General) meeting shall be required for adoption of a proposed amendment.

SEC. 3 – EFFECTIVE DATE

(a) The BYLAWS may be amended only once each year. As appropriate, the Board of Directors will at a minimum approve a member or committee to review the By Laws as needed, to evaluate whether By Laws revisions are warranted. (b) Adopted proposals will become effective immediately unless otherwise stated in the proposal itself.

ARTICLE XI – DISSOLUTION

In the event of dissolution of said Corporation, its assets shall be turned over, at the discretion of the Board of Directors, either to the State of California for educational purposes, or to a nonprofit association or corporation organized and operated exclusively for education and/or scientific purposes.

ARTICLE XII – ORDER OF BUSINESS AND RULES OF PROCEDURE

SEC. 1 – EDUCATIONAL MEETINGS

The Order of business at regular Educational (General) meetings will be as follows: (a) Call to order; (b) Special announcements; (c) Program or entertainment; and (d) Adjournment.

SEC. 2 – BOARD OF DIRECTORS MEETINGS

The order of business at regular Business (Board of Directors) meetings will be as follows: (a) Call to order; (b) Roll call; (c) Reading and approval of the minutes of the previous Business meeting and subsequent Special meetings, if any; (d) Presentation and approval of bills; (e) Communications; (f) Reports of Committees; (g) Unfinished business; (h) New business; and (i) Adjournment.

ARTICLE XIII – DEFINITIONS

As used in these Bylaws the words Society and Corporation are interchangeable and have one and the same meaning.