BYLAWS OF VICTOR VALLEY GEM & MINERAL CLUB

a California Non-Profit Corporation

ARTICLE 1

OFFICES

PRINCIPAL OFFICE

and

PURPOSES AND POWERS

1.01. The principal office of the Corporation for its transaction of business is located at 15056-B Seventh Street, Victorville, California 92395.

(a) To receive and admit members of the corporation. Persons interested in the mineralogical and related earth sciences that are the primary objects of this corporation.

(b) To purchase, lease, take in exchange or otherwise acquire and to hold, own, develop, operate, sell, assign, transfer, convey, exchange, mortgage, pledge, or otherwise dispose of and encumber real and personal property of every class and description and rights and privileges therein the State of California, or in any other state, territory, district, or possession of the United States of America, and in any or all foreign countries which may be suitable or convenient in connection with the purposes of this corporation.

(c) To do any and all things necessary, suitable, convenient, or proper for or in connection with or incidental to the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation, or to enhance the value of any of its property, and in general do any and all things and exercise any and all powers which may now or hereafter be lawful for the corporation to do or to exercise under the laws of the State of California that may now or hereafter be applicable to this corporation.

(d) The foregoing shall be construed as objects and powers and enumeration and are not to be held to limit or to restrict any manner the general powers now or hereafter conferred on this corporation Bylaws of the State of California.

Change of Address

1.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the County of San Bernardino, California. Any change of address will be noted by the Secretary in the Bylaws but will not be considered an amendment of these Bylaws.

Purpose Mission/Values/Vision Statements

1.03. VICTOR VALLEY GEM AND MINERAL CLUB is a non-profit corporation and be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

1.04. Mission Statement: The purpose of the Victor Valley Gem and Mineral Club is to disseminate knowledge of mineralogy and the earth sciences. To encourage study in these subjects, arrange field trips for exploration and the collection of specimens. To promote the interest of young people and foster classes in mineralogy and lapidary arts through all means

which are appropriate to these objectives.

1.05. Values Statement: We value the Welcoming of all who come through our doors. We value Communication, Collaboration and Teamwork for the sake of the club's greater good. We value Camaraderie with one another while having fun. We value Integrity, Honesty and Respect as the highest of standards in that we do. We value Educational Opportunities for the young and old alike. We value the Facilitation of Creativity through Inspiration and words of Encouragement. We value Quality performance and work over that of quantity. We value passing on our knowledge, leaving a Legacy for future generations.

1.06. Vision Statement: The vision of the Victor Valley Gem and Mineral Club is to be the High Desert's foremost mineralogy, earth science and lapidary arts club.

1.07. The corporation is not formed for profit and none of its assets shall be used for the pecuniary gain or profit of any individual who is or may become a member thereof.

1.08. All of the assets, properties, and funds of the corporation shall be devoted to the furtherance of the primary objects and purposes of the corporation. Its works, purposes, and objects are purely scientific, educational to the extent of incidental thereto social and recreational, are solely in the interest of the advancement of its members, and of the public along scientific and educational lines.

1.09. In the event of liquidation or abandonment of the corporation, all of its assets both real and personal shall not insure to the benefit of any private person nor the individual members of the corporation. All assets, both real and personal, shall be transferred at the discretion of the remaining members for educational purposes or shall be transferred to any existing, operative, and valid association or corporation founded upon and functioning as a Not-for-Profit organization with the same objects and purposes of the corporation.

ARTICLE II

MEMBERS

Classification of Members

2.01. The Corporation will have regular members, and each regular member has equal voting and other rights. The Corporation shall also have "lifetime" memberships, but they will have the same rights and privileges, and be the same class of members, subject only to different qualifications as determined by the Board of Directors from time to time. Finally, there will be "honorary" and "junior" members, who will be non-voting members, and their qualifications shall be determined by the Board of Directors. No person may hold more than one membership in the Corporation.

Eligibility for Membership

2.02. Any person, as defined in Corporation Code Section 5065, is eligible to be a member of the Corporation, except that, in the case of a natural person, the person will not be eligible for membership until 18 years of age.

Qualifications of Members

2.03. Any person, eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after that person has satisfied the following qualifications: submission of a written application for membership to the Board of Directors; and qualifications as determined by the Board from time to time; payment of all membership dues for new members as set by the Board of Directors.

2.04. Intentionally left blank

Membership Application Fee

2.05. A fee in the amount determined from time to time by resolution of the Board of Directors shall be charged for, and payable with, the application for membership.

Annual Dues

2.06. The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership.

Assessments

2.07. Intentionally left blank

Number of Members

2.08. There is no limit on the number of members the Corporation may admit.

Transferability of Membership

2.09. Membership is nontransferable.

Membership Book

2.10. The Corporation will keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and set forth in Section 2.11 of these Bylaws.

2.11. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days of prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested: or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record dated for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 2.11(a)(a) of these Bylaws may be exercised by the following:

(1) Any member, for the purpose reasonably related to that person's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

(c) The Corporation, within 10 days after receiving a demand pursuant to Section 2.11 (a) of these Bylaws, may deliver to the person or persons making a demand a written offer of alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11 (a) of these Bylaws.

Non-liability of Members

2.12. A member of the Corporation is not personally liable, solely because of membership, for debts, obligations, or liabilities of the Corporation.

Termination of Membership - Causes

2.13. (a) The membership and all rights of membership automatically terminate on occurrence of any of the following causes:

(1) The voluntary resignation of membership.

(2) The death of a member.

(3) The nonpayment of dues, subject to the terms of the hearing process in Section 2.13 (b) herein. The membership of any member who fails to pay his or her dues within 30 days of the due date is automatically terminated at the end of that 30-day period, provided that the member was given notice pursuant to 2.13 (b)(1) herein.

(4) Termination of all memberships or any class of members including but not limited too regular and lifetime members on the amendment of these bylaws permitting the termination, pursuant to Corporation Code Section 5342.

(5) A finding by the Board of Directors that member has engaged in activity which constitutes a material conflict of interest to the Corporation. This finding will be pursuant to the hearing process as described in Section 2.13 (b) herein.

(6) After review by the Board of Directors any conduct that is deemed (e.g., verbal threats and/or assault) by a club member towards another member, visitor or person of hire will result in immediate termination of membership by Board of Directors and no hearing will take place. (Approved 12/5/2017)

2.13 (b) (1) 7 days prior written notice of the termination stating the reasons for termination; and (2) a timely opportunity to be heard on the matter of termination. The notice will be given personally to the member or sent by first class mail to the last address of the member as shown on the records of the Corporation.

(3) The opportunity to be heard, at the election of the member, may be oral or in writing and must occur not less than 5 days before the effective date of termination. The hearing shall be conducted at the Corporation's principal place of business described in Section 1.01 herein by a committee composed of the President, Secretary, First Vice President and Treasurer/CFO of the Corporation. The hearing will be presided over by the President of the Corporation who will perform the following duties:

(A) Read the charges against the subject member.

(B) Require that the charges be verified by the testimony of the person or persons making them.

(C) Hear any other witnesses against the subject member.

(D) Allow the subject member to cross-examine each witness following the testimony of that witness.

(E) Allow the subject member to make a statement in his or her own behalf. (F) Allow the subject member to call witnesses in his or her own behalf.

(G) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide the proposed termination will take place or not take place.

Effect of Termination

(c) Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE III

MEETINGS OF MEMBERS

PLACE

3.01. Meetings of members will be held at the principal office of the corporation.

Regular Meetings

3.02. The members will meet on the fourth Tuesday of each month for the purpose of transacting proper business as may come before the meeting, including the election of Directors during the November regular meeting each year for the terms as are fixed in Section 4.03 of these Bylaws.

If the election of Directors does not occur at any meeting of the members, the Board will (or 5 percent of the members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, the meeting will be held at the same hour and place on the next reasonably available date.

Special Meetings

3.03. Special meetings of members will be called by the Board of Directors or the President of the Corporation and held at the place (within the State of California) fixed in Section 3.01 of these Bylaws. Ten Percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

3.04. Written notice of every meeting of members must be either personally delivered or mailed by first class United States mail, postage prepaid, number not less than 10 or more than 30 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute and affidavit of the giving of the notice of the meeting of members.

Notice of meetings may also be given by electronic transmission in accordance with Corp. Code 7511(b) and 5511(b).

No meeting of members may be adjourned for more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

3.05. The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters the Board of Directors, at the time the notice is given, intends to present for action by the members.

Waivers, Consents, and Approvals

3.06. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents and approvals will be included in the minutes of the meeting.

Quorum

3.07. A quorum at any meeting of members consists of 15 percent of the voting power, represented in person. For purpose of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person. However, no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership - One Vote Per Member

3.10. (a) Each regular member is entitled to one vote on each matter submitted to a vote of the members. Each regular member must be an actively participating member 3 months prior to the

general election to able to submit a vote.

Cumulative Voting

(b) Cumulative voting is not authorized for election of directors or for any other purpose.

Proxy Voting

(c) Members entitled to vote are not permitted to vote or act by proxy.

3.11. Intentionally left blank.

Conduct of Meetings - Chairs

3.12. (a) The President of the Corporation or, in his or her absence, any other person chosen by the President or by a member of the executive committee present at the meeting will be Chair of and preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation will act as secretary of all meetings of members. However, in the Secretary's absence, the Chair of the meetings of members will appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matter.

Inspectors of Election – Appointment

3.13. (a) Before any meeting of the members, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chair of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for the written ballot on request of any member. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or members, the majority of members represented in person must determine whether one or three inspectors are to be appointed.

Duties

(b) The inspectors of election must perform the following duties:

(1) Determine the number of outstanding voting memberships, the voting power of each, and when applicable, the number represented at the meeting and the existence of a quorum.

(2) Receive votes, ballots, or consents.

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.

(4) Count and tabulate all votes and consents.

(5) Determine when polls shall close.

(6) Determine the results.

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Report and Certificate

(d) On request of the Chair or any member, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

**ARTICLE IV**

**DIRECTORS**

**Numbers**

4.01. The number of directors of the corporation, shall be a minimum of three. Refer to Article V section 5.01.

Qualifications

4.02. The Directors of the Corporation must be residents of the State of California. With the exception of the initial Directors, the Directors must also be members of the Corporation. Any member running for office must be a member in good standing for a minimum of one year prior to running.

Terms of Office

4.03. Each Director holds office for one year as prescribed by Section 3.02 of these Bylaws or for a term of one year from the date of the Director's installation, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. If a director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected and qualifies.

Nomination

4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

4.05. (a) The Directors will be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws.

(b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws, without limitation on the number of terms they may serve.

Compensation

4.06. The Directors serve without compensation.

Meetings-Call of Meetings

4.07. (a) Meetings of the Board may be called by the President or any Vice-President or Secretary or any two Directors.

Place of Meetings

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 3.02 of these Bylaws.

Regular Meetings

(c) Regular meetings of the Board will be held, without call or notice, as set forth in Section 3.02 of these Bylaws.

Special Meetings

(d) Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four days’ notice by first class mail, postage prepaid, or on 48 hours’ notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, text, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is

present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(g) The President or in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, and person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at a meeting.

Adjournment

(h) A majority of the Directors present at the meeting, whether a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Removal of Directors-Removal for Cause

4.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of court. (2) The Director has been convicted of a felony.

(3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.

(4) The Director has failed to attend (3) consecutive meetings of the Board. Removal Without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033; or where the Corporation has more than 50 members, removal is approved by the members within the meaning of Section 5034 of the Corporations Code.

Resignation of Director

4.10. Any Director may resign effective on giving written notice to the President, the Secretary, or the board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board - Causes

4.11. (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on failure of the members in any election to elect the full number of authorized Directors.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of the majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.

Filling Vacancies by Members

(c) Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a director at any time to fill any vacancy not filled by a director.

**ARTICLE V**

**OFFICERS**

Number and Titles

5.01. The officers of the Corporation shall be President, Vice-President, a Secretary, a Treasurer Chief Financial Officer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive of the Corporation. More than one office may not be held by the same person, unless approved by the membership, However the President cannot hold President/Secretary positions at the same time.

5.02. Intentionally left blank.

ARTICLE VI

CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

6.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Annual Report

6.02. The Board will cause an annual report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation. The annual report must be furnished to all Directors.

Annual Statement of Certain Transactions and Indemnifications

6.03. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporation Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

CERTIFICATE OF SECRETARY OF VICTOR VALLEY GEM & MINERAL CLUB, a California Nonprofit Corporation:

I hereby certify that I am duly elected and acting Secretary of this corporation and that the foregoing Bylaws, constitute the Bylaws of this corporation as duly adopted on October 22, 2019 by vote at a regular meeting of the general assembly and amended at a regular meeting of the Board of Directors held on the 12th of February 2020 with the memberships permission.

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Lynne Bradshaw, Recording Secretary