

STATE OF ALABAMA X

JEFFERSON COUNTY X

"ALABAMA MINERAL & LAPIDARY SOCIETY, INC"  
A NON-PROFIT CORPORATION

CONSTITUTION AND BY-LAWS

The undersigned desire to form a social society as authorized by Article 5 of Title 10, Section 1 through 9, et sequentia, of the Code of Alabama, Recompiled 1958, and in compliance with the above provision of law adopt the following Constitution and by-laws and elect officers, hereinafter described, and authorize its President and Secretary to file for record in the Office of the Judge of Probate of Jefferson County, Alabama, this verified statement of the Constitution and by-laws and other requirements provided by law as set forth herein.

ARTICLE I

Name

The Corporate name of this Corporation shall be  
"ALABAMA MINERAL & LAPIDARY SOCIETY, INC."

ARTICLE II

Location

The County in this state where the principal office for the transaction of the business of this corporation is to be located is the County of Jefferson, BIRMINGHAM, ALABAMA.

ARTICLE III

Objects, Purpose and Scope

The specific and primary purpose for which this corporation performed is to associate as members persons interested in the study, collection and lapidary treatment of rocks and minerals. The general purposes for which this corporation is formed are to stimulate interest in rocks and minerals by furtherance of the activities of the members of this corporation in the earth sciences; to disseminate knowledge, methods and procedures for the collection, identification, classification, cutting, polishing, setting and mounting of specimens for these activities; and to promote good fellowship, proper ethics and conduct in the relations of said members with each other and with members of other earth science societies in pursuit of these activities.

In furtherance of the purposes above set forth, the corporation may:

- (a) Sue and be sued;
- (b) Make contracts;
- (c) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;
- (d) Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend funds and property subject to such trust;
- (e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- (f) Borrow money, contract debts, and issue bonds, notes,

and debentures, and secure the payment or performance of its obligations;

(g) Do all other acts necessary or expedient for the administrations of the affairs and attainment of the purposes of the corporation.

ARTICLE IV

Finances

This society is not organized for business purposes or pecuniary profit and no act or thing done hereunder shall confer any benefit upon any member, director or officer of this corporation, either directly or indirectly, and in no event shall the earnings, income, or assets of this corporation be distributed to, or inure to the benefit of, any member, director or officer of this corporation, either directly or indirectly, but shall inure exclusively to the benefit of the society strictly as a society for the study, collection and lapidary treatment of rocks and minerals. For the purpose aforesaid, the corporation may acquire and hold leases or real and personal property, or acquire and own real estate and buildings adequate for its use.

In the event of dissolution or winding up of this corporation its assets shall be distributed for educational or scientific purposes to such nonprofit corporations or institutions organized and operated exclusively for such purposes as may be designated by the Board of Directors. This article Fouth shall not be amended, except by the unanimous vote or written consent of all voting members of this corporation.

A. No stock or negotiable stock certificate shall be issued but members of the corporation shall receive certificates

of membership which shall entitle them to all of the privileges of the corporation or society but which shall not entitle them to any pecuniary or financial profit of any form or kind, and which in case the member shall resign, be suspended or expelled in accordance with any of the by-laws or rules of the corporation or society, or on account of the non-payment of dues or assessments shall give the holder thereof no right or interest in the property of said corporation or society or privileges therein, but shall become null and void and of no effect upon the contingencies above mentioned.

Said certificate of membership may be in the following form:

"Alabama Mineral & Lapidary Society, Inc."  
Incorporated under the Laws of the State of  
Alabama

#### CERTIFICATE OF MEMBERSHIP

No.

This certifies that \_\_\_\_\_

is the owner of one (1) non-negotiable certificate of membership in "Alabama Mineral & Lapidary Society, Inc." a Corporation, which said certificate is purchased and held subject to all of the terms, conditions and limitations contained in the Articles of Incorporation, Constitution, By-Laws, Rules and Regulations of the "Alabama Mineral & Lapidary Society, Inc." Any changes, additions or amendments of said Constitution, By-Laws, Rules and Regulations, hereafter made, shall become and be a part of this certificate of membership and shall be binding on the holder of this certificate.

This certificate can be transferred only after first obtaining the written consent of the Board of Directors of the "Alabama Mineral & Lapidary Society, Inc." and upon the payment of all arrearages and proper transfer fee or charges and subject to all of the other rules and regulations provided in the Constitution and By-Laws of the said "Alabama Mineral & Lapidary Society, Inc."

This certificate shall become valid only after it has been duly countersigned by the holder hereof.

IN WITNESS WHEREOF, "Alabama Mineral & Lapidary Society, Inc" has caused the same to be executed by its President and attested by its Secretary and caused its seal to be affixed thereon at Jefferson County, Alabama this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

ATTEST: "ALABAMA MINERAL & LAPIDARY SOCIETY, INC."

\_\_\_\_\_  
ITS SECRETARY By \_\_\_\_\_  
ITS PRESIDENT

ARTICLE V

Powers

In addition to the objects and purposes of said corporation as stated in Article III hereof, "Alabama Mineral & Lapidary Society, Inc." as a private corporation, shall have all of the powers and privileges now or hereafter provided by law relating to private corporations generally and not inconsistent with the express social purpose of this corporation. This corporation shall have the power to accept gifts and donations of real and personal property and to purchase, hold, lease, mortgage, convey and otherwise acquire and dispose of real and personal property, borrow money and to secure the payments thereof by mortgages of all or any part of its assets, to sue and be sued, and to have and to use the corporate seal to carry on the business of the corporation in its corporate name, but without any pecuniary profit to any of its members, and to do and perform any and all other lawful acts necessary and incidental to the carrying on of its functions.

ARTICLE VI

Eligibility

The authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership and the liability of each and all classes of members to due or assessments, if any, and the method of collection thereof, shall be as may be set forth in the by-laws of this corporation.

ARTICLE VII

Management

The management of said corporation shall be vested in a Board of Directors, five (5) in number, who shall be elected by a majority vote of all members in good standing of said corporation present at the annual meeting of the corporation. They shall have the management of its business and prudential concern. All directors shall be elected annually, each to serve one year unless sooner removed. The officers of the corporation shall be elected by the membership of the Corporation and shall hold their offices for the term of one year. The officers shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Historian.

(A.) The President shall be the presiding officer at all meeting of the general membership and shall be the general executive officer of the society.

(B.) The Vice-President shall act in place of the President in event of his absence. In addition to this function this function he shall be charged with the duties of the arrangements and program for the society and shall have the responsibility

for the rules, maintenance and general routine of the society.

(G.) The Recording Secretary shall keep all records of the society and shall perform all the functions usually performed by the Secretary of a private corporation.

(D.) The Corresponding Secretary shall handle all correspondence of the society, keep and preserve the same, and make the same available for the members at all times.

(E.) The Treasurer shall keep all financial records of the society and shall perform all of the functions usually performed by the Treasurer of a private corporation.

(F.) The Historian shall maintain and preserve the history of the society, keep the same in the society archives and shall also maintain those duties ordinarily incidental to the duties of the historian of such a society.

#### ARTICLE VIII

##### Liability of Individual Members

The maximum liability assumed by each member of this corporation is the payment made to the Treasurer of the initial membership fee and dues paid to the Treasurer. The individual members shall have no individual liability for any act of the corporation, but each of said members is hereby declared to have a liability that is limited to the membership fee and dues paid to the Treasurer and shall in no wise be liable for any assessments or future dues, but may resign from said society at any time and the liability is limited only to dues that have not been paid.

ARTICLE IX

Duration

The corporation shall have perpetual succession.

ARTICLE X

By-Laws

Proper by-laws may be enacted and made a part of the official records of the corporation to control and regulate the internal affairs of the corporation, including the action of the members of the society or corporation, the control of the property of the corporation, meetings of the Board of Directors, and meetings of the members of the society or corporation, and such other things as shall be necessary and proper for the carrying on of the business of the corporation or society.

ARTICLE XI

Amendments

This Constitution and By-Laws, or any part hereof, may be amended, added to, altered or repealed by any annual, regular monthly or special meeting of the membership.

ARTICLE XII

The following officers are hereby certified to have been duly elected to serve for the term of one year from the filing of the Articles of Incorporation in the office of the Probate Court of Jefferson County, Alabama:

PRESIDENT:	T. N. Smith
VICE-PRESIDENT:	J. C. Kontzen
RECORDING SECRETARY:	Frances Ferguson
CORRESPONDING SECRETARY:	Ina McCraw
TREASURER:	Robert N. Smith
HISTORIAN:	Margaret Ham

## ARTICLE XIII

## Members

It is hereby certified that the following constitute the  
Board of Directors of the "Alabama Mineral & Lapidary Society, Inc.":

Arthur B. Dunning

Arthur B. Dunning  
2333 26th Street Way  
Birmingham, Alabama

E. O. Dahlen

E. O. Dahlen  
1361 Gibson Drive  
Birmingham, Alabama

J. O. Kontzen

J. O. Kontzen  
1213 North 51st Street  
Birmingham, Alabama

W. N. Sanders

W. N. Sanders  
625 Beacon Drive  
Fairfield, Alabama

T. N. Smith

T. N. Smith  
3535 North 41st Street  
Birmingham, Alabama

The Above are to act in the capacity of Directors until selection  
of their successors.

The number of the Directors may be changed from time to time  
by amendment to the By-laws duly adopted by the members; provided, however,  
the number of Directors shall not be less than five (5).

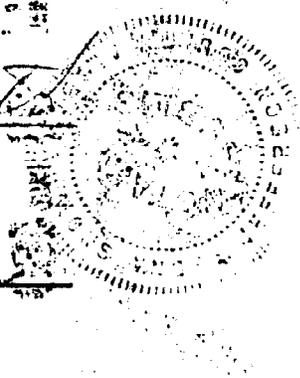
BEFORE ME, the undersigned authority in and for said County in said State, on this day personally appeared T. N. Smith and Frances Ferguson, who being by me first duly sworn depose and say on oath as follows:

That T. N. Smith is the duly elected President and Frances Ferguson is the duly elected Secretary of the "Alabama Mineral & Lapidary Society, Inc.", a non-profit Corporation, formed as a social society, under the authority of the Code of Alabama, 1940, recompiled 1958, Title 10, Article 5, Section 139, et sequentia, and that the foregoing Constitution and By-Laws of said Corporation was duly adopted by the members of said Corporation, all of who have agreed to said Constitution and By-Laws and the matters stated in the foregoing document by their signature affixed to said document.

*[Handwritten notes and signatures on the left margin]*

*Thomas N. Smith*  
President

*Frances Ferguson*  
Secretary



SWORN TO AND SUBSCRIBED BEFORE ME  
this 8 day of Sept, 1964.

*[Signature of Notary Public]*

AS NOTARY PUBLIC  
Notary Public, Jefferson County, Alabama  
My commission expires Oct. 17, 1966  
Bonded by Employers Liability Assurance Corporation

STATE OF ALA. JEFFERSON CO.  
I CERTIFY THIS INSTRUMENT  
WAS FILED IN  
ETNAL 33 PAGE 469  
SEP 23 1 30 PM '64

RECEIVED... TAX  
... HAS BEEN  
...  
*[Signature]*  
JUDGE OF COURSE