

Accredited Gemologists Association

By-Laws and Administrative Rules

ARTICLE B-1

GOVERNMENT

Section 1: The Association shall be governed under the powers established by its Constitution in accordance with its Certificate of Incorporation in the District of Columbia and as implemented by these By-laws as adopted by the Board of Directors.

Section 2: Every question presented to any meeting of the Association or its Board of Directors shall be decided by the majority vote of those present unless it is otherwise provided for in the Constitution, the By-laws or in the Laws of the District of Columbia in which it is Incorporated.

Section 3: Any of the Association's data, findings, reports or publications may be copyrighted and/or sold at the discretion of the Board of Directors and at such prices, rates or fees as the Board may determine.

Section 4: The Association may, at such time as may be appropriate, authorize the establishment of local Chapters when approved by the Board of Directors.

Section 5: Chartered local Chapters of the Association, when established, shall operate within their assigned jurisdictions in accordance with the Constitution, By-laws and Administrative Rules established by the Board of Directors.

(a) Chapters failing to comply with the following shall be considered for suspension as an operating chapter by the Board of Directors.

1. Hold Chapter meetings
2. Submit minutes of all Chapter meetings to International Headquarters.
3. Report results of annual Chapter elections to International Headquarters.
4. Submit annual financial statements as required by the Internal Revenue Service to International Headquarters.
5. Maintain a Chapter membership of not less than ten (10) individuals.

ARTICLE B-2

MEMBERSHIP APPLICATION

Section 1: All applications for membership in the Association shall be made upon invitation by the Association or its members. It shall be the duty of the Admissions and Membership Committee to make a determination of the eligibility of the prospective member before membership is granted. Should it be required, the International Headquarters will assist in such determination.

Section 2: Initial application for membership in the Association shall be for admission in the grade of Voting Member; or Life Voting Member if graduate gemologist or equivalent certification has been obtained.

Section 3: Membership in the Association shall be available to all who meet the requirements for membership as specified by the Constitution and By-Laws.

Section 4: Application for membership shall be submitted on the approved membership form to International Headquarters. The Application shall be processed in accordance with Administrative Rules #1, 2, or 3 depending on the membership level involved.

Section 5: Every application must be submitted with remittance in full payment of the prescribed initiation fee and current annual dues as established in the Appendix to the By-Laws; Administrative Rule #5.

Section 6: Every applicant shall furnish at least three (3) business - or professional references.

Section 7: Every applicant, upon admission to the Association, shall conduct themselves in a manner that shall reflect credit upon the profession of gemology, protect that profession from any form of activity adjudged by the Board of Directors to be unjust, unethical or detrimental to the profession or the public it serves, and adhere to the AGA Code of Ethics and AGA Principles of Professional Gemology as established.

Section 8: Every membership application shall include a written agreement duly signed by the applicant asserting consent to abide by and conform to the Code of Ethics and the Constitution and By-Laws of the Association.

Section 9: All members, including all membership categories in the Association, agree to consent and submit to the discipline of the Association.

Section 10: Acceptance or rejection of the applicant for membership shall be handled in accordance with Administrative Rule #1, 2, or 3 depending on the membership level involved.

ARTICLE B-3

ADMISSION AND ADVANCEMENT

Section 1: The Board of Directors shall formulate appropriate procedures to be used in processing the Associations membership.

Specific procedures shall be:

- (a) Administrative Rule #1 - Procedure for Admission of Student or Associate Members
- (b) Administrative Rule #2 - Procedure for Admission to Voting Member or Life Voting Member
- (c) Administrative Rule #3 - Procedure for Admission to Supplier Member
- (d) Administrative Rule #4 - Procedure for Advancement to Voting Member or Life Voting Member

Section 2: A Student Member or Associate Member may advance to the grade of Voting Member providing the Student/Associate Member meets all the requirements outlined in Administrative Rule #4.

ARTICLE B-4

MEMBERSHIP STATUS AND CHANGES

Section 1: The termination, resignation, reinstatement and transfer of membership shall be determined in accordance with the provisions of this article.

Section 2: In the absence of any action by the Board of Directors to suspend or terminate a members membership, every member whose dues are not in arrears shall be deemed a member in good standing and entitled to all the privileges of the member's grade of membership. Members who join during a fiscal year after dues have been mailed shall be billed on a prorated quarterly basis.

Section 3: A member who neglects to pay dues in full and whose default continues for three (3) months after said dues have become due and payable shall be deemed to have terminated membership in the Association and shall be dropped from the Membership Roster at the end of said three (3) months; provided, that upon the expiration of two (2) months after the due date International Headquarters, at the request of the Treasurer, shall have given the delinquent member written notice that their membership will be canceled and their name removed from the Roster unless dues are remitted in full within the thirty (30) days next ensuing. Written notice of membership termination shall be given the member the 91st day of delinquency by mail or other appropriate means of communication. Members serving with the Armed Forces or sustaining a protracted illness or hardship shall have the privilege of presenting the attendant circumstances to the Board of Directors for special consideration and action before termination takes effect. Any suspension of dues granted by the Board of Directors shall remain in effect only during the fiscal year during which said suspension has been granted. In the event that the emergency continues to exist past the end of the fiscal year, the Board of Directors may, upon proper request and investigation, continue to grant suspension of dues on an annual basis.

Section 4: Resignation of membership in the Association shall be in writing and directed to the International Secretary. Upon such resignation there shall be no refund of dues paid by the member taking such action.

Section 5: The resignation from the Association of a member in a dues paying grade of membership shall not be accepted if the said member is not in good standing at the time of the tendering of the resignation. The member shall be retained in such status until dues are paid or their membership is canceled under Section 3 hereto.

Section 6:

- (a) Members who resign or are terminated from membership shall for cause surrender to the Association all past and current Membership Certificates, pocket cards, pins, seals and other Association insignia in their possession without rebate. The Secretary of the Association shall be responsible for securing the certificates, cards and insignia when

membership ceases.

Section 7:

(a) A member whose membership has been canceled by resignation or terminated for delinquency for less than one year may be reinstated to membership by payment of dues for and during the year in which the membership was canceled and payment of the reinstatement fee.

(b) A member whose membership has been canceled by resignation or for dues delinquency for more than one (1) year but less than three (3) years may be reinstated after payment of all delinquent dues: Members who have Certified Gemological Laboratory designation will be reinstated as Voting Members but shall be required to re-certify prior to being re-designated CGL.

(c) A former member whose application for reinstatement has been denied may be readmitted to the Association by following the procedure established for admission of new members.

Section 8: The Association shall bestow upon any of the classes of membership in the Association the status of Retired Member. To obtain a Retired Status, a member must be:

(a) No longer engaged in any form of employment or services connected with the gemological profession.

(b) At least 60 years of age, or a member in good standing who suffers severe illness and is forced to retire from active gemological practice, regardless of age.

(c) A member in good standing for the current year in which retirement shall take place plus for a least the prior continuous five (5) years.

The retired member shall be relieved of the payment of any dues. The member shall be privileged to attend all meetings, receive all meeting notices, and serve on committees. The member shall not have a vote in Association affairs and shall be prohibited from holding office. When stating his affiliation with the Association a Retired member shall indicate his retired status by appending the word "RETIRED" after his previously attained membership grade. Upon payment of the fee established annually by the Board of Directors, the member shall be entitled to Headquarters publications and listing in the Association's Membership Directory.

Section 9: The qualifications and procedures for bestowing of Life Voting Membership are as follows:

(a) Qualifications Required for the Membership Grade of Life Voting Member.

1. A nominee for grade of Life Voting Member shall:

(a) Be a member of the Association in good standing.

(b) Have made payment of Life Voting Membership dues as set forth annually by the Board of Directors.

(b) There shall be no Honorary or Honorary Life Memberships awarded by the Association upon ratification of this Constitution by the membership.

(c) There shall be no "free trial" memberships authorized by the Association upon ratification of this Constitution by the membership.

ARTICLE B-5

COMPLAINTS

Section 1: A complaint against any member alleging conduct contrary to or in violation of the Association's Constitution, By-Laws, Principles of Professional Gemology or Code of Ethics shall be made in writing to the International President. No complaint will be officially acknowledged or accorded process under this article unless it is in writing and signed by the Complainant.

Section 2: Upon receipt of a complaint the International President shall immediately refer it to the Chairman of the Ethics and Grievance Committee who within 20 days from receipt of the complaint from the International President shall notify in writing, the member against whom the complaint has been filed advising of the specific violations alleged, including the specific provisions of the Constitution, By-Laws, Principles of Professional Gemology or Code of Ethics, as well as the identity of the person or persons who initiated the complaint (Notice of Complaint). The member involved will be advised that they may submit a written explanation concerning the circumstances of such complaint within 30 days from the date of the Notice of Complaint.

Section 3: The Ethics and Grievance Committee shall, within 60 days from the date of the Notice of Complaint to the member, determine whether there is a reasonable basis for concluding that a possible violation has occurred, after consideration of the complaint and the member's explanation (if submitted). If the Committee shall find such a basis it shall immediately inform the member in writing that an investigation has been initiated (Notice of Investigation). In the event of such an investigation, the Chairman of the Committee shall also inquire in writing of the member if he desires a hearing before the Board of Inquiry under the procedure established in this Article or agrees to submit the complaint to the Ethics and Grievance Committee without hearing. Said member shall have 20 days from the date of Notice of Investigation to elect a hearing. Failure to respond within 20 days shall be deemed a waiver of a hearing by the member.

Section 4: In the event that the member elects to submit the complaint to the Ethics and Grievance Committee without hearing, or has waived a hearing by failure to elect a hearing, said Committee shall complete its investigation and make a complete report in writing, including its recommendations, to the International President within 60 days of the member's waiver of hearing. The International President within 30 days shall mail a copy of the Committee's findings and recommendations to the member involved and to the Board of Directors for such action as it shall deem appropriate under the provisions of this Article at the next scheduled meeting of the Board of Directors.

Section 5: In the event that the member elects to appear at a hearing:

(a) The International President shall within 20 days of such election cause a Board of Inquiry consisting of three (3) Members of the Board of Directors, to be appointed. The membership of such Board shall be appointed as follows: Two (2) members by the International President; one (1) to be the Chairman of the Board of Inquiry and one (1) member of the Board of Directors selected by the charged member. The International President and the charged member shall not be eligible for appointment to the Board. If the member charged, for any reason, shall fail to appoint a member willing to serve on the Board of Inquiry within the 20 days provided in this subsection, then the President shall select the third member of the Board. The Board of Inquiry shall hold a hearing on the complaint in the state of the member charged within 60 days of its appointment.

(b) The Ethics and Grievance Committee shall be responsible for the investigation and presentation of all matters pertinent to alleged violations to the Board of Inquiry. The presentation of the Ethics and Grievance Committee to the Board shall be made at the hearing in person by the Chairman of the Ethics and Grievance Committee or by a member of that Committee designated by the Chairman. In addition to receiving the presentation from the Ethics and Grievance Committee, the Board of Inquiry is authorized in its discretion to call any witnesses to testify at the hearing as the Board may deem appropriate. The individual member charged shall be entitled to be present at the hearings, with or without counsel, and shall be given an opportunity to be heard and to present such evidence or testimony before the Board of Inquiry as he may deem appropriate. (See Administrative Rule #6).

(c) The hearing may be held by telephone conference or within the State in which the member lives at the discretion of the Chairman of the Board of Inquiry keeping in mind the convenience of the parties and the cost to the Association. The date and time of the hearing shall also be determined by the Chairman of the Board of Inquiry who shall notify the member in writing of information pursuant to the time and place of hearing. The hearing shall take place within 60 days from appointment of the Board of Inquiry except that the Chairman of the Board of Inquiry may at his discretion grant an extension of up to 60 days beyond that time for good cause shown.

(d) The Board of Inquiry shall, within 30 days after the hearing is completed, notify the International President of its findings and recommendations in writing.

(e) The International President, within 30 days, shall mail a copy of the findings and recommendations of the Board of Inquiry to the member and to the Board of Directors for such action as it shall deem appropriate under the provisions of this Article at the next scheduled meeting of the Board of Directors.

Section 6: The Board of Directors shall review the findings and recommendations of either the Ethics and Grievance Committee, if a hearing was waived, or the findings and recommendations of the Board of Inquiry if a hearing was held, and shall determine if the record on the complaint supports a findings of conduct contrary to or in violation of the Association's Constitution, By-Laws, Principles of Professional Gemology or its Code of Ethics.

If two-thirds (2/3) of the membership of the Board of Directors shall so find, then the Board may, in its discretion, impose any one or more of the following sanctions on the member:

(a) A letter from the Board to the member setting forth its suggestions for remedying the violation and/or for future professional conduct of the member.

(b) A letter from the Board stating the Associations censure of the members conduct.

(c) Suspension of the member's membership in the Association for up to one year as determined by the Board. Suspension is a temporary abrogation of the benefits and privileges inherent in membership. A suspended member is obligated to pay dues and assessments. Such member may not hold office or vote in Association affairs. The member may attend meetings, seminars and other public functions of the Association but must indicate during the period of suspension when making reference to his affiliation with the Association that his membership is in a state of suspension in connection with an ethics matter.

(d) Expulsion of the member from membership in the Association. In the event of expulsion, the Board shall notify the Secretary to require the expelled member to conform to the provisions of Article B-4, Section 6.

The Board of Directors shall notify the member in writing of its decision on the complaint and its imposition of sanction, if any, not later than 30 days from its receipt of the findings and recommendations of the Ethics and Grievance Committee if a hearing was waived, or of the Board of Inquiry, if a hearing was held.

Section 7: Any member of the Board of Directors or any member of the Ethics and Grievance Committee shall be excluded from the investigative, deliberative, overview, review and decision making process in any complaint matter in which such member is a party.

Section 8: No complaint shall be dismissed for failure to adhere to the time limitations set forth in this Article unless more than one year has passed from the date that the Chairman of the Ethics and Grievance Committee has received the complaint from the International President to that date that the Ethics and Grievance Committee or the Board of Inquiry, as the case may be, notifies the International President of its findings and recommendations, except that the International President may grant an extension of time due to extenuating circumstances.

ARTICLE B-6

FEES AND DUES

Section 1: All payments to the Accredited Gemologists Association shall be made in United States funds.

Section 2: The designated processing fees shall accompany all applications for membership and shall be prorated on a quarterly basis for those seeking membership in a given fiscal year.

Section 3: The Board of Directors shall determine the allocation of dues and fees and how they shall be collected. Such determination to be set forth in the Appendix to the By-Laws; Administrative Rule #5.

Section 4: Statements for annual membership dues, fees, and assessments to be billed by the Treasurer of the Association shall be mailed to each dues paying member of the Association no later than thirty (30) days prior to the first day of each fiscal year.

Section 5: Whenever the Board of Directors votes any change in dues and fees or allocation thereof, immediate notification must be given to the International Headquarters and all International Officers and Governors.

ARTICLE B-7

MEMBERSHIP CERTIFICATE, CARD & PIN

Section 1: Each member of the Association, upon advancement, shall receive a Certificate of Membership in the appropriate grade. The Certificate shall bear the Seal of the Association and indicate the member's name, grade, and date of advancement. The Certificate shall be signed by the International President and the International Secretary.

Section 2: Members in the grade of Voting Member and Life Voting Member have the privilege of purchasing from the International Headquarters for their personal use only, the Association's emblem pin and other insignia of the Association authorized by the Board of Directors.

ARTICLE B-8

FISCAL & ADMINISTRATIVE YEAR

Section 1: The fiscal and administrative year of the Association, shall be determined by the Board of Directors and shall be run concurrently.

Section 2: The membership year, annual dues, terms of office of the elected and appointed officers and the tenure of committees (except as otherwise directed by the Constitution or Board of Directors) shall conform with the same annual period as determined by the Board of Directors under Section 1 of this Article.

Section 3: The fiscal year of the Association begins on January 1st and ends on December 31st.

ARTICLE B-9

DUTIES OF INTERNATIONAL OFFICERS AND GOVERNORS

Section 1: The President shall:

- (a) Be the chief officer of the Association and shall preside at all of its meetings and those of the Board of Directors.
- (b) Be the official spokesman in matters of public policy and set the direction and goals of the Association.
- (c) Implement and execute the programs and policies approved and adopted by the Board and only such programs and policies. Such programs and policies requiring a majority vote of the entire Board of Directors for approval.
- (d) Issue directives to the Administrative Staff and exercise such supervisory control over that staff as is necessary to consummate the programs and policies of the Board of Directors.
- (e) Delegate sufficient authority to the Administrative Staff to enable managing of the routine business affairs of the Association in a proper and satisfactory manner.
- (f) Receive and analyze quarterly financial reports prepared by or under the direction of the Treasurer of the Association, showing assets and liabilities and income expense, and to recommend immediately to the Board any emergency action which is considered necessary or desirable.
- (g) Keep the Board of Directors fully informed, by written memoranda, between Board meetings, of the status and progress of Associations affairs.
- (h) Appoint members to fill expired terms and vacancies occurring in standing committees and their chairmen other than as shown in the Constitution.
- (i) Be a member of all committees (ax-officio) except the Nominating Committee.
- (j) Perform all duties usual to the office of President.
- (k) Issue annual yearly statement of AGA accomplishments in historical chronological sequence as well as the Annual Report to the membership.
- (l) Provide oversight to Ad Hoc Committees
- (m) Approve all trade press releases, media releases and financial dealings in writing.

Section 2: The Vice President shall perform the duties listed below as well as such duties as the President may delegate.

- (a) In the event the International President resigns, dies, becomes physically incapacitated, or otherwise is prevented from meeting the obligations or discharging the duties of that office, then the First Vice President shall forthwith, assume such obligations and duties, provided that, if the International President denies incapacitation or inability to perform duties, the First Vice President shall immediately apprise the Board of Directors of the situation and circumstances and the Board of Directors shall then decide whether or not the First Vice President shall replace the President, and provided further, that the First Vice President shall function as President only so long as the President is incapacitated or otherwise prevented from performing the duties of that office.
- (b) During an absence of the International President, the First Vice President shall preside at regular and special meetings of the Board of Directors.
- (c) The First Vice President shall provide oversight to the following Association standing committees.
 - 1. Education and Certification Committee
 - 2. Certified Laboratory Committee
 - 3. Ethics and Grievance Committee
 - 4. Constitution and By-Laws Committee
 - 5. Admissions and Membership Committee

Section 4: The Secretary shall be responsible for the official records of all the proceedings of the Association and of the Board of Directors and of the reports of all standing and special committees. The Secretary shall serve as Secretary of the Board of Directors and shall distribute the minutes of each Board meeting to all Board members not later than thirty (30) days after each Board meeting. The Secretary shall perform all other duties usual to that office including:

- (a) Keeping minutes and provide an organized list of topics discussed, items and tasks proposed, results of the vote on such items and tasks proposed, and action addressed, at all Board of Directors meetings. Distributes results to Board of Directors within thirty (30) days after the meeting.
- (b) Keeping copies of all committee, Governor, and International Officer reports and correspondence.
- (c) Keeping historical records of minutes, publications, quarterly and annual reports, etc., and letters of the Association.
- (d) Preparing and reporting on meeting agenda items.

Section 5: The Treasurer shall be responsible for the proper recording, safekeeping and accounting of all receipts and disbursements of money of the Association and its receivable and payable accounts. At all times the Treasurer shall maintain and hold all records and vouchers available for inspection or verification. The Treasurer shall prepare IRS and other tax returns and provide for proper auditing by a CPA. The Treasurer shall render an annual report to the membership, and at the expiration of terms of office, shall deliver to the successor all moneys, books, records, and other Association property of which the office is the custodian, and if there be no successor, to the President. The Treasurer shall provide an annual financial report to the Board of Directors, and a budget report to budget holders and the Board of Directors. The Treasurer shall ensure that the financial dealings of the Association are such as to maintain the Association's nonprofit educational corporate status. The Treasurer shall perform all other duties usual to the office.

Section 6: The Governors shall serve as members of the Board of Directors. Governors shall perform such other duties as the President may delegate. Governors report directly to the President of the Association. They act as AGA's representatives for acquiring new membership, and dealing with the jewelry trade and the general public.

Specific duties are as follows:

- (a) File annual progress reports to the Secretary of the Association.
- (b) Act as a resource to the AGA membership by:
 - 1. Conducting polls on issues of concern to the general membership; relating results back to the President.
 - 2. Explaining AGA programs, activities, and designations,
 - 3. Addressing specific complaints regarding the Association.
- (c) Solicit new members by:
 - 1. Attendance at gemological, appraisal, dealer and other conferences or related events.
 - 2. Direct calls and mailings to perspective members.
- (d) Monitor members for adherence to the AGA Code of Ethics.
- (e) Facilitate and host special events to promote AGA goals.
- (f) Maintain ethical and fiscal responsibility for all of their AGA sponsored activities.
 - 1. Abide by budget plans approved by AGA Board of Directors.
 - 2. Render a true and complete quarterly report of activities and expenses to the Secretary. Actual vs. planned expenditures should be reported.

Section 7: The Executive Staff shall be responsible for the administration and management of the International Headquarters Office and the execution of the directives of the Board of Directors and the International President. Staff members shall be ax-officio members of all committees except the International Nominating and Awards Committee.

Section 8: A Certified Public Accountant shall be retained each year to audit the financial books and records of the Association, review the financial reports of the Treasurer and make such recommendations as to record keeping as are appropriate in the accountant's opinion, and perform such other duties as may be required.

ARTICLE B-10

ELECTION PROCEDURE FOR INTERNATIONAL OFFICERS AND GOVERNORS

Section 1: The procedure for the election of International Officers and Governors shall conform with the provisions of Article XIV of the Association's Constitution and shall employ a secret mail ballot as follows:

(a) The Chairman of the Nominating Committee shall cause the slate of nominees to be printed on ballots showing the names of the nominees and providing the opportunity for members to substitute nominees of their own choice, if they so desire.

(b) Election notices and ballots shall be mailed to the members entitled to vote as provided in the Constitution. The enclosures shall consist of (1) a ballot for, (2) an envelope in which to enclose and seal the voted ballot, marked on the outside only with the designation "OFFICIAL BALLOT", and (3) a return envelope with postage prepaid and addressed to the Chairman, Nominating Committee. The personal signature in ink of the voting member must be placed on the reverse side of this envelope to render the ballot valid.

ARTICLE B-11

COMPENSATION

Section 1: Compensation shall not be paid to any member serving the Association as an Officer, or otherwise. Compensation may be paid for employees' services rendered in their respective capacities, as the Board of Directors shall deem desirable in the best interest of the Association.

Section 2: Any member or other person who is requested to undertake an assignment by the Association may be reimbursed for any expenses, disbursements or liabilities incurred if a budget is submitted and approved by the Board of Directors. In order to be reimbursed for expenses, the member or other person must submit all receipts to the Treasurer at least annually and not to exceed three (3) months past the end of AGA's fiscal year. Receipts submitted past this deadline may be reimbursed only at the discretion and direction of the Board of Governors.

Section 3: The provisions of this Article shall not be construed to exclude the right of any member, Officer or employee to indemnification granted under the Corporation Law of the District of Columbia and as provided by and in the Certificate of Incorporation, the Constitution and the By-Laws of the Association.

ARTICLE B-12

INDEMNIFICATION

Section 1: Every member who is or shall have been a President or Officer of the Association, or the personal representative of same, to include the chairmen and members of duly constituted committees, shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed in connection with or resulting from any action, suit or proceeding to which they may have been a party by reason of being or having been an elected Officer of the Association or the personal representative of same, to include the chairmen and members of duly constituted committees, except as to such matters in which they shall finally be adjudicated in the said action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of duty in the capacity in which they acted.

Section 2: For the purposes of this Article, "costs and expenses" shall include, but are not limited to, attorney's fees, damages and reasonable amounts paid in settlement.

ARTICLE B-13

FINANCES

Section 1: All funds shall be turned over to the Treasurer or the President of the Association or to others as authorized by the Board of Directors to receive funds, as may be appropriate, and they shall be properly recorded.

Section 2: All drawings of Association funds shall be made by check bearing the signature of the Treasurer except as otherwise authorized by the Board of Directors as it may deem desirable or necessary. Drawings of Association funds by standing committees shall be made by check as authorized by the Board of Directors through approval of committee, budget submittal and appropriate invoices.

ARTICLE B-14

NOTICES

Section 1: Members of the Association shall furnish their desired mailing address to the International Headquarters. All mailings of notices required to be made to the membership shall be directed to such addresses.

ARTICLE B-15

CHAPTERS

Section 1: Chapters of this Association may be chartered as provided in the Constitution.

Section 2: The Board of Directors may approve or reject a petition for Chapter formation. The Board of Directors may authorize the issuance of a charter to each Chapter so approved, reserving the right to withdraw the charter for cause. The charter shall be in a form approved by the Board of Governors. A copy of the Constitution and By-Laws of the Association shall be presented with each charter.

Section 3: Chapters of the Association when authorized will be organized in the manner prescribed by these By-Laws, and their activities and affairs shall be conducted in conformity with the Constitution and By-Laws of the Association.

Section 4: Chapter By-Laws and any changes thereto must be approved by the majority of the entire International Board of Governors and a copy filed with International Headquarters.

ARTICLE B-16

USE OF ASSOCIATION NAME

Section 1: No member shall, directly or indirectly, abuse the privilege of the use of the Association's name nor affiliation therewith. No member shall imply that the Association is responsible for, or is the sponsor of, any written article, statement, report, policy or practice of the business or activity of the member.

Section 2: A member holding the grade of Voting Member or Life Voting Member only shall be permitted to state his affiliation with the Association as follows: "Member, Accredited Gemologist Association". Under no circumstances shall the designation be appended to any corporate or organization's name with which the member may be affiliated. Use of the designation on letterheads, business cards, report heads, forms, or advertisements of any kind, as well as in published articles or in books of which the member may be the author or collaborator, shall be limited to the factual statement of the pertinent designation to which the member is entitled, printed below or after the member's name in type no larger or more prominent than that used for the member's name. If desired by the member, the approved form of logo, emblem or insignia may also be used.

No member shall advertise his professional services or attainments except in a manner in keeping with high professional standards. Any public notice or advertisement which includes the name or any designation, symbol, logo, emblem or insignia of the Association shall be used only to identify the affiliation status of the member. No member is authorized to make any statement or representation regarding the Association of the member's affiliation with the Association, other than as set forth herein, in any public notice or advertisement of the member.

Section 3: Members in the grade of Member or higher may use the official insignia (emblem) of the Association on their individual stationery, calling cards, etc., provided such use is not in conflict with other provisions of the Constitution and By-Laws of the Association. Such usage is reserved for Members, or above, in good standing.

Section 4: The AGA logo or the Certified Gemological Laboratory designation printed on a letterhead, envelope, business card or other communication, must be clearly identified with a person, and the AGA grade of membership this person has been awarded. Associate Members and Student Members are prohibited from using this logo.

Section 5: AGA insignia may not be used in connection with any educational course, conference or seminar unless the Board of Directors has formally given prior approval.

Section 6: Any member who violates the restrictions imposed by this Article on the use of the Association's name or designated insignia shall be subject to disciplinary action by the Board of Directors, even to the extent of loss of membership.

Section 7: A member may not engage in any inaccurate, misleading, false or deceptive representation in connection with any public notice, advertisement or description of the gemological services which the member offers to the public or to clients, or in connection with any use of the Association's name or insignia. Accordingly, it is improper to:

(a) Misrepresent in any way one's connection or affiliation with the AGA or any other organization.

(b) Misrepresent one's background, education, training, or expertise.

(c) Misrepresent services available or a gemologist's prior or current service to any client, or identify any client; without the express written permission of such client to be identified in advertising.

(d) Utilize any designation in any public notice including telephone or similar directories without having successfully completed the requirements for use of such designation; including such testing and certification requirements as apply.

Section 8: Reference to Student Membership, Associate Membership or Supplier Membership may be made on a qualification sheet under the heading "Associate Memberships" (but not under "Professional Memberships"), as follows: "Student Member - Accredited Gemologist Association"; "Associate Member - Accredited Gemologist Association"; or "Supplier Member - Accredited Gemologist Association".

ARTICLE B-17

THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall be in continuous session via mail, or other means of communication, for routine business; and this method of operation may be supplemented by in-person meetings called by the President to consider a specified item or items of business. If such meetings are called, only the specific item or items of business may be transacted at such meeting.

Any member of the Board of Directors may call a special in-person meeting, or circulate a mail ballot, to consider and transact a specified item or items of business, provided prior Board of Director approval is secured in writing by a two-thirds (2/3) vote of the entire membership of the Board of Directors.

Section 2: Every act of the Board of Directors which shall have the expressed or implied sanction of the membership, shall be deemed to be the act of the Association and cannot be impeached by any member or group of members.

Section 3: The Board of Directors shall appoint and direct such committees as it shall deem necessary or desirable to insure the proper functioning of the Association except as may be provided otherwise in these By-Laws.

Section 4: A temporary vacancy occurring in any committee created by the Board of Directors should be filled temporarily by the President. If the vacancy is permanent, it shall be filled by a majority vote of the Board of Directors.

Section 5: The Board of Directors shall cause to be established and administered, a body of Administrative Rules based upon the interpretation of the provisions of the Constitution and By-Laws.

ARTICLE B-18

AMENDMENTS

Section 1: These By-Laws may be amended by the majority vote of the entire Board of Directors.

Section 2: The text of a proposed By-Law Amendment and a ballot shall be mailed by the International Headquarters staff to each member of the Board of Directors at least ten (10) days prior to the date of the vote called for by the ballot.

Section 3: A member of the Board of Directors who is unable to attend a meeting of the Board at which an amendment will be proposed, may send his vote on the proposed amendment by mail to the International Headquarters, or may provide a proxy to another member of the Board of Directors who will be present to vote at such meeting.

ARTICLE B-19

SUSPENSION OF THE BY-LAWS

Section 1: These By-Laws, or any section thereof, may be suspended by the Board of Directors in case of an emergency, or for other specific purpose, but for the duration only of that meeting at which such action is taken, by the unanimous vote of all present and provided that a quorum is present.

Section 2: For the purpose of these By-Laws, seven (7) members in good standing and entitled to vote shall constitute a quorum.

ARTICLE B-20

ACCREDITED SENIOR GEMOLOGIST

Section 1: The title "Accredited Senior Gemologist" is awarded to all those who qualify in good standing as Voting members of the Association. Further requirements may be put in place as deemed appropriate by the Board of Directors.

ARTICLE B-21

APPENDIX

Section 1: The Appendix to these By-Laws includes the Administrative Rules, which are to be considered a part of these By-Laws.

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