

PREAMBLE

The Accredited Gemologist Association (AGA) is an International non-profit organization dedicated to professional standards of education, research, identification and quality evaluation of gem material and jewelry. To the end that a wholesome and exemplary relationship might best be maintained between this Association and the general public which its members serve, and between the Association and its individual members, for the common good of every interest concerned, the Constitution and the By-Laws of the Association are established.

ARTICLE I - NAME

Section 1: The name of the organization shall be the Accredited Gemologists Association, hereafter referred to in this document as the Association.

ARTICLE II - MISSION STATEMENT

Section 1: The Mission of the Association shall be:

- (a) To form an association composed only of Fellows of the Gemmological Association of Great Britain (FGA), Fellows of the Canadian Gemmological Association (FCGmA), Graduate Gemologists of the Gemological Institute of America (GG), and others holding equivalent diplomas or degrees in gemology from a recognized institution of learning as may be deemed to be equivalent of such professional education by the Board of Directors of the Association. Each member is required to subscribe to a Code of Ethics as provided in the By-Laws of this document under Administrative Rule #8. Proven non-adherence to this Code of Ethics will warrant dismissal from the Association upon recommendation by the Ethics and Grievance Committee and approval of such recommendation by the Board of Directors.
- (b) To develop gemological reporting standards and procedures suitable for identifying, describing and evaluating natural gemstones (both organic and inorganic, treated and untreated) and their substitutes (synthetic and imitation) as to their clarity, color, cut, and carat weight as well as the metal in which they are contained, mounted or set. Such standards and procedures may be copyrighted in the name of the Association and shall be used and signed only by members in good standing of the Association.
- (c) To develop advanced educational programs related to new gemological breakthroughs, and to update previously established gemological knowledge.
- (d) To assist its members in keeping informed of new developments in gemology and related fields.
- (e) To provide continuing education of gemologists and other members of the jewelry industry.
- (f) To establish and maintain a forum where discoveries by gemologists in the United States, United Kingdom and other countries will be periodically reviewed and reported upon.
- (g) To afford opportunities to its members to see and arrange for examination of publicly owned (but rarely displayed) collections of gems and minerals in various museums.
- (h) To bring information to the public awareness to increase their knowledge so that they can be better prepared to make wise decisions relating to gemology and jewelry.
- (i) To represent its members at such times as may be appropriate in educational symposiums related to the field of gemology.
- (j) To participate in any hearings before any governmental bodies on legislation affecting the practice of gemology.
- (k) To act as a clearinghouse on any proposals before the Congress of the United States or any of the regulatory agencies (e.g., Federal Trade Commission) on matters relating to the practice of gemology.
- (l) To do all other things necessary and appropriate for the advancement of these objectives and the welfare of the Association.

- (m) To forbid the use of its name, emblem or initials in any manner not in accord with its Constitution, By-Laws and Administrative Rulings.
- (n) To help consumers identify honest, expert gemologists.
- (o) To lead in the enforcement of ethical jewelry industry business practices.

ARTICLE III - HEADQUARTERS

Section 1: The headquarters shall be located in the city and office space which is the principal location of the International President or a location designated by the Board. This location shall be known as "International Headquarters."

ARTICLE IV - ORGANIZATION

Section 1: The Association shall function internationally. It may extend the privileges of membership affiliation to persons engaged in the practice of gemology and having accreditation in organizations set forth in Article II(a) in the territorial possessions of the United States of America: or in any country outside the limits thereof.

Section 2: Affairs and activities of the Association shall be directed by the Board of Directors directly or through an authorized delegation of power under the provisions of the Constitution and By-laws.

ARTICLE V - THE CODE OF ETHICS

Section 1: A Code of Ethics shall be established by the Board of Directors and may be altered, modified, amended or repealed by the majority vote of the Board of Directors.

Section 2: The entire membership of the Association individually and collectively shall observe the Code of Ethics.

ARTICLE VI - MEMBERSHIP

Section 1: There shall be the following grades of membership

- (a) Student Member: One who is currently studying with the Gemological Institute of America, Gemmological Association of Great Britain, Canadian Gemmological Association, or other approved school of gemology as approved by the Board of Directors. A Student Member is not entitled to vote or hold office in the Association.
- (b) Associate Member: One who is interested in the study of gemology but does not possess the educational requirements to be a voting member. An Associate Member is not entitled to vote or hold office in the Association but can serve on committees and chair a committee should the President desire.
- (c) Voting Member: One who has successfully completed study with the Gemological Institute of America, Gemmological Association of Great Britain, Canadian Gemmological Association, or other approved school of gemology as approved by the Board of Directors and is current in the payment of dues to the Association. 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.
- (d) Life Member: A voting member who has completed the requirements for member status and has paid the required fee for life membership as established annually by the Board of Directors.
- (e) Honorary Life Member: A title that is awarded to a voting member by a unanimous vote of the Board of Directors.
- (f) Affiliate Member: A title given to a company in good standing within the trade which supports the efforts of the AGA and has paid the required annual dues and one time application fee. An Affiliate member's company must agree to abide by the Association's Code of Ethics. An Affiliate Member is not entitled to vote or hold office in the Association but can serve on committees and chair a committee should the President desire.
- (g) Retired Member: One who has maintained active membership standing for a least five consecutive years, and who has retired from the active conduct of his or her gemological trade

or business. A retired **voting** member is entitled to vote, hold office in the Association, and may serve on committees and chair a committee should the President desire.

No applicant shall be admitted to the Association without having met the standards of admissions as prescribed by the Constitution and By-laws.

ARTICLE VII - VOTING

Section 1: Only Voting Members, Life Members, Honorary Life Members & Retired Voting Members shall be entitled to vote. Each such designated member shall be entitled to one vote on any question to be voted upon by the entire Association; such vote to be exercised either in person, via a secure internet process, or by proxy.

ARTICLE VIII - MEMBERSHIP ADMISSION

Section 1: Applicants for the grade of Voting Member or Life Member shall be limited to persons who are graduates of the Gemological Institute of America (GG), or have obtained Fellow status from the Canadian Gemmological Association (FCGmA), or the Gemmological Association of Great Britain (FGA), or are graduates of other approved school of gemology as approved by the Board of Directors; shall be of good character; and have agreed to comply with the established AGA Code of Ethics.

Section 2: Applicants for the grade of Student Member shall be actively engaged in the study of gemology at either the Gemological Institute of America, Canadian Gemmological Association, Gemmological Association of Great Britain, or other approved school of gemology as approved by the Board of Directors; be of good character; and have agreed to comply with the AGA Code of Ethics.

- (a) Student Members must qualify for Voting Member status within five years of original acceptance. If not qualified for Voting member status at that time, they must seek Associate Member status or termination of membership.

Section 3: Members in every grade of membership shall by virtue of such membership be deemed to have agreed to accept and abide by the AGA Constitution, By-Laws, and Code of Ethics of the Association and any amendments made thereto.

Section 4: Membership in the Association shall be on an individual basis only, except for Affiliate Members, and shall not be transferable.

Section 5: Affiliate Membership shall be made out in the Company's name and such membership may be advertised. A designated employee (or owner) of the Affiliate Member Company becomes non-voting Affiliate Member by virtue of the Company being so designated.

ARTICLE IX - MEMBERSHIP ADVANCEMENT

Section 1: A Voting Member shall be one who has successfully completed the course of study with the Gemological Institute of America (GG), or have obtained Fellow status from the Canadian Gemmological Association (FCGmA), or the Gemmological Association of Great Britain (FGA), or other approved school of gemology as approved by the Board of Directors.

Section 2: For the designation of Accredited Senior Gemologist, the applicant must be a Voting Member in good standing and must otherwise be in full compliance with the requirements for the Accredited Senior Gemologist designation as set forth in the By-Laws.

Section 3: Life Membership shall be granted to a voting member of the Association in good standing who has paid the Life Membership fees. Such Life Membership shall continue for as long as the member remains a member in good standing and remains in compliance with the AGA Code of Ethics. Persons attaining the status of Life Member shall be exempt from further payment of dues.

ARTICLE X - FEES AND DUES

Section 1: The initiation fees and annual dues for membership shall be established and revised as necessary by the Board of Directors and set forth in the Administrative Rules Section of the By-Laws.

Section 2: Dues shall be payable annually and in advance of the first day of each fiscal year as established in the Administrative Rules Section of the By-Laws. Persons seeking membership after the first day of the fiscal year shall only pay the application fee.

ARTICLE XI - GOVERNMENT

Section 1: The Association shall be governed by this Constitution in accordance with the Certificate of Incorporation of the Association and the By-Laws adopted by the Board of Directors.

ARTICLE XII - ELECTION OF OFFICERS AND GOVERNORS

Section 1: The International Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2: The President, Vice President, Secretary and Treasurer of the Association shall be elected by voting membership and shall take office when they have been duly elected and qualified. All candidates for elected office shall have been active members of the Association in good standing for a period of three (3) years prior to their respective nominations.

- (a) All International Officers shall be elected by the general voting membership to office for a single term of three years. An International Officer cannot serve more than two consecutive terms in the same office.
- (b) A nominee for International Officer must be a Voting Member to be eligible for election.
- (c) International Officers may hold no other elected office in the Association during their term of officership.

Section 3: Governors shall be elected by the voting membership and shall take office when they have been duly elected and qualified. All candidates for elected office shall have been active members of the Association and in good standing for a period of three (3) years prior to their respective nominations.

- (a) The nominal term of a Governor shall be for a period of three (3) years. In no event shall a Governor succeed himself for more than two terms either by an election or an appointment.
- (b) In the event that the preponderance of the Governors terms expire at the end of the same fiscal year, the Board of Directors may direct the Nominating Committee to elect a Governor for a one (1) or two (2) year term; should such action seem warranted.
- (c) Governors may hold no other elected office in the Association at any level during their term as Governor.
- (d) Governors shall be elected by the general voting membership at the same time as International Officers are elected.

Section 4: Vacancies occurring in any of the foregoing offices shall be filled by nomination by the President and authorizing appointment through a majority vote of the Board of Directors.

Section 5: No elected Officer or Governor shall receive any salary or other direct compensation; provided, however, that this Section shall not be construed to prohibit reimbursement for expenses incurred in the course of the elected officer's duties as authorized by the Board of Directors.

ARTICLE XIII - BOARD OF DIRECTORS

Section 1: The affairs of the Association shall be managed by a Board of Directors, all which shall have direct responsibility over the activities, investments, appropriations and expenditures of the Association, subject to the limitations of the Certificate of Incorporation, this Constitution, and the By-Laws, as they may be amended.

Section 2: The Board of Directors shall consist of the President, one (1) Vice President, Secretary, and Treasurer of the Association and the Governors.

Section 3:

- (a) The Constitution may be amended by a two-thirds (2/3) majority of the votes cast by the membership.
- (b) The Board of Directors shall prepare and adopt By-Laws which shall govern the procedures of this Association under this Constitution.
- (c) The By-Laws and Administrative Rules may be amended by a majority vote of the Board of Directors. The text of the proposed By-Law or Administrative Rule shall have been furnished to each member of the Board at least ten (10) days before the meeting or date at which the vote thereon is to be taken.

Section 4: The members of the Board of Directors, when acting in good faith in their official capacities of the Association, shall not be held responsible for any liability resulting from their actions except actions caused by their gross negligence or willful misconduct. This is not to be construed that Chair Persons and Board Members have freedom to expend AGA moneys at will. All projects will be budgeted for and approved by the Board of Directors. Any expenditures anticipated which exceed the budget approval must be brought to the attention of the President for additional approval by the Board of Directors.

Section 5: The Board of Directors shall meet upon the call of the elected President and at such other times as may be necessitated or prescribed in the By-Laws. Members of the Board may vote in person, by mail, via a secure internet process, or telephone; or by delivering their proxies to the President or to any other member of the Board of Directors of their choice, who will be present at the stipulated meeting. A majority of the Board shall constitute a quorum of the Board of Directors for the purposes of these meetings.

Section 6: The Board of Directors shall prepare an annual report of the activities, membership and financial condition of the Association. This report shall be presented by the President at the annual Membership Meeting of the Association and posted on the AGA website not later than three (3) months after the annual meeting.

Section 7: The Board of Directors is hereby specifically empowered to initiate, receive, consider, hold hearing, resolve and pass judgment upon, complaints pertaining to any elected or appointed officers of the Association and/or any of its Members for incompetence, non-performance, misuse of funds, or any other matter deemed by the Board of Directors to be to the detriment of the Association. The Board of Directors authority shall extend to the removal from office of any member complained against when they consider this to be appropriate and necessary, and to the expulsion or suspension of any member or any other suitable method of discipline, upon verification of the facts of such acts by the AGA Ethics and Grievance Committee.

ARTICLE XIV - ELECTION OF OFFICERS

Section 1: International Officers of the Association shall be elected in accordance with the following procedures:

- (a) For International Officers and Governors Election:
 - 1. On or before the first (1st) day of August in an election year, the International President shall make appointments as necessary to fill vacancies on the International Nominating Committee.
 - 2. On or before the first (1st) day of November in an election year, the Chairman of the Nominating Committee shall have determined those persons desirous of running for office in the Association and shall have placed their name into candidacy for office.

3. On or before the tenth (10th) day of November in an election year, the Chairman of the Nominating Committee shall have forwarded a complete listing of the candidates for office, along with the proposed ballot, to the International President.
4. On or before the fifteenth (15th) day of November in an election year the Chairman of the Nominating Committee shall deliver to each voting member an official ballot showing the nominations for each office via mail or an electronic procedure for voting through a secure internet process.

Voting through a secure internet process must include the processes for a. writing in the names of alternate selections if desired, and b. a process for an alternative method of voting.

5. Every voting regulation, including the closing date of the polls, shall be printed on the official ballot and shall be complied with by each voting member. Any violation thereof shall invalidate the entire ballot concerned therewith.
6. Ballots must be received by the Chairman of the Nominating Committee on or before the twentieth (20th) day of December. If directed by the Chairman of the Nominating Committee, the International Headquarters may assist in this process.
7. International Officers shall be elected by a simple majority of the total number of valid votes cast by the voting membership of the Association.
8. Other regulations may be adopted by the Board of Directors as it shall be deemed necessary or appropriate.

ARTICLE XV - ANNUAL MEETING

Section 1: The Association shall hold the Annual Membership Meeting of the Association on such day as the Board of Directors shall designate. The annual meeting must be held and the place thereof shall be fixed by the Board of Directors as it deems appropriate. Reports on the activities, membership and financial condition of the Association and the results of the tri-annual election of International Officers and Governors shall be presented by the Board of Directors and read to either those in attendance at the meeting or supplied to them in writing.

Section 2: Notice of the annual meeting shall be sent by mail or electronically to all members at least thirty (30) days in advance of the date thereof.

Section 3: Robert's Rules of Order shall govern the procedure to be followed at all meetings of the Association when such Rules are not in conflict with the Certificate of Incorporation of the Association, its Constitution and the By-Laws, and Amendments thereto.

Section 4: International Conferences of the Association may be held at times and locations designated by the Board of Directors.

ARTICLE XVI - STANDING AND OTHER COMMITTEES

Section 1: The following Committees are established as standing (permanent, constitutional) committees established for the purpose of assisting the International Officers:

- (a) Board of Directors. To be comprised of eleven (11) members consisting of the International President, Vice President, Secretary, Treasurer, immediate Past President, and the six (6) Governors as standing members.
- (b) International Nominating Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President. The Chairman shall be appointed by the President for a period of three (3) years; other members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years.
- (c) Constitution and By-Laws Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President for a period of three (3) years; others members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years.

- (d) Admissions and Membership Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President for a period of three (3) years; other members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years.
- (e) Ethics and Grievance Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President; for a period of three (3) years; other members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years.
- (f) Certified Laboratory Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President for a period of three (3) years; other members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years.
- (g) Education and Certification Committee. Should be composed of three (3) members, one of whom shall be appointed as Chairman by the President for a period of three (3) years; other members on a yearly basis. Chair and members can serve in such capacity no larger than six (6) consecutive years.

Section 2: Special and other committees of the Association may be appointed by the President as the demands of the Association's business require.

Section 3: All committee reports and/or recommendations shall be submitted to the International Secretary for completion and forwarding to the Board of Directors.

Section 4: When deemed necessary, a Chairman of a committee, with the approval of the President, may directly appoint individual committee members.

ARTICLE XVII - RETENTION OF PROPERTY

Section 1: Property acquired at the Officer, Governor, or Committee level, either by donation or by utilization of Association funds, shall remain the custody of the Association.

Section 2: Such properties may remain in the custody of individuals, committees, etc. but must be turned over upon the member's resignation from the Association or at the conclusion of an individual's term of office.

Section 3: Treasurer will have an inventory list of all property and where it is located. Officers, Committees and Individuals shall maintain inventory lists of property under their cognizance. Records shall also be maintained to indicate "turn over" at the conclusion of one's tenure of office.

ARTICLE XVIII - AMENDMENTS

Section 1: Amendments to this Constitution may be proposed in the following manner:

- (a) By resolution adopted by a vote of two-thirds (2/3) of the Board of Directors; or
- (b) By petition signed by not less than 15% of the voting members of the Association in good standing, presented to the Board of Governors for presentation to the membership.

Section 2: Every proposed amendment to the Constitution shall be sent within thirty (30) days by the International Secretary in ballot form to every member of the Association eligible to vote. A two-thirds (2/3) majority of the votes cast shall be necessary for the adoption of the proposed amendment. If such a majority is voted, changes shall become effective thirty (30) days after the close of the voting unless another effective date is stated in the amendment. The International Secretary shall count the ballots and announce the results. Should it be required, the International Headquarters will assist in the process as directed by the President or Board.