

Accredited Gemologists Association Inc.

Constitution

PREAMBLE

The Accredited Gemologists Association Inc. (AGA) is a non-profit organization dedicated to upholding the highest ethical and professional standards in:

Gemological education,
Scientific gemological research,
Identification and quality determination of gem material and jewelry,
And other lawful purposes.

The Constitution and the Bylaws of the Association are hereby established to protect the interests of its members and the public they serve.

ARTICLE I - NAME

Section 1: The name of the organization is Accredited Gemologists Association Inc. hereafter referred to in this document as the Association.

ARTICLE II - MISSION STATEMENT

Section 1: The Mission of the Association, comprised 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 gemological credentials from a recognized institution of learning as may be deemed to be equivalent by the Board of Governors of the Association, is:

To provide continuing education to gemologists and other members of the gem and jewelry industry through development and presentation of timely educational programs and support of international gemological conferences.

To provide awareness and guidance to the public regarding gems and jewelry and to help consumers locate relevant gemological professionals.

To act as a resource and to participate in any hearings before governmental bodies addressing legislation impacting the practice of gemology, when solicited to do so.

To contribute to the development and enforcement of ethical gem and jewelry industry business practices.

To support and recognize excellence in gemology through awards, scholarships, and grants.

ARTICLE III – NON-DISCRIMINATION STATEMENT

Section 1: The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE IV - HEADQUARTERS

Section 1: Should the headquarters be relocated, it must be in a California city or a location designated by the Board. This location shall be known as "AGA Headquarters." Since the Association is incorporated in California, AGA headquarters are located in California. Should relocation become necessary, appropriate legal action to ensure compliance with the Association's incorporation and non-profit status must be taken.

ARTICLE V - ORGANIZATION

Section 1: Affairs and activities of the Association shall be directed by the Board of Governors directly or through an authorized delegation of power under the provisions of the Constitution and Bylaws.

ARTICLE VI - THE CODE OF ETHICS

Section 1: A Code of Ethics has been established by the Board of Governors and may be altered, modified, amended or repealed only by the majority vote of the Board of Governors.

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

ARTICLE VII – MEMBERSHIP

Section 1: No applicant shall be admitted to the Association without having met the standards of admission as prescribed by the Constitution and Bylaws. Good standing of all membership levels requires payment of prescribed dues. Further requirements may be put in place as deemed appropriate by the Board of Governors.

Section 2: Levels of membership include:

- (a) Student Member: One who is currently studying with a school of gemology approved by the Board of Governors. 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 and holds a gemological credential from a school of gemology approved by the Board of Governors. The title "Accredited Senior Gemologist" is awarded to all those who qualify in good standing as Voting Members of the Association.
- (d) Life Member: A voting member in good standing who has paid the required fee for life membership.
- (e) Honorary Life Member: A title, equivalent to Voting Member, that is awarded to an individual by a unanimous vote of the Board of Governors.
- (f) Corporate Member: A title given to a company in good standing within the gem and jewelry industry which supports the efforts of the AGA and has paid the required annual dues. A Corporate member's company must agree to abide by the Association's Code of Ethics. A Corporate 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.

ARTICLE VIII - VOTING

Section 1: Only Voting Members, Life Members, Honorary Life Members & Retired Voting Members shall be entitled to vote. Such designated members 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 IX - 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 earned Fellow status from the Canadian Gemmological Association (FCGmA) or the Gemmological Association of Great Britain (FGA), or hold other gemological credentials approved by the Board of Governors, and 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 school of gemology as approved by the Board of Governors 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, Bylaws, and Code of Ethics and any amendments made thereto.

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

Section 5: Corporate Membership shall be made out in the Company's name and such membership may be advertised. Three designated employees (or owners) of the Corporate Member Company are eligible to become non-voting Associate Members by virtue of the Company being so designated.

ARTICLE X - 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 earned Fellow status from the Canadian Gemmological Association (FCGmA) or the Gemmological Association of Great Britain (FGA), or other school of gemology as approved by the Board of Governors.

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 Bylaws.

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 XI - FEES AND DUES

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

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 Bylaws.

ARTICLE XII - GOVERNANCE

Section 1: The Association shall be governed by this Constitution in accordance with the Certificate of Incorporation of the Association and the Bylaws adopted by the Board of Governors (also called Board of Directors).

ARTICLE XIII - ELECTION OF OFFICERS AND GOVERNORS

Section 1: The 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, qualified, and sworn to office. 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 Officers shall be elected by the general voting membership to office for a single term of three years. An Officer cannot serve more than two consecutive terms in the same office.
- (b) A nominee for Officer must be a Voting Member to be eligible for election.
- (c) Officers may hold no other elected office in the Association during their term of office.

Section 3: Governors shall be elected by the voting membership and shall take office when they have been duly elected, qualified, and sworn to office. 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 normal term of a Governor shall be for a period of three (3) years. In no event shall a Governor succeed him/herself 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 Governors may direct the Nominating Committee to elect a Governor for a one (1) or two (2) year term, should such action be 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 Officers are elected.

Section 4: Vacancies occurring in any of the foregoing offices shall be filled by nomination by the President and approved by a majority vote of the Board of Governors.

Section 5: No elected Board Member shall receive any salary or other direct compensation. This does not prohibit reimbursement for authorized expenses incurred in the course of the elected board member's duties.

Section 6: The Association shall not enter into a transaction or take any action that involves a possible conflict of interest unless it is determined by the Board of Governors to be fair, reasonable and in the best interests of the Association.

ARTICLE XIV - BOARD OF GOVERNORS

Section 1: The affairs of the Association shall be managed by a Board of Governors, all of 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 Bylaws, as they may be amended.

Section 2: The Board of Governors shall consist of the President, Vice President, Secretary, and Treasurer, and the immediate Past President of the Association together with no less than four (4) 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 Governors shall prepare and adopt Bylaws which shall govern the procedures of this Association under this Constitution.
- (c) The Bylaws and Administrative Rules may be amended by a majority vote of the Board of Governors. 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 Governors, 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 Chairpersons and Board Members have freedom to expend AGA moneys at will. All projects will be preapproved by the Board of Governors. Any expenditures anticipated which exceed preapproved amount must be brought to the attention of the President for additional approval by the Board of Governors.

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

Section 6: The Board of Governors 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 Governors 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 Governors to be to the detriment of the Association. The Board of Governors 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 XV - ELECTION OF OFFICERS

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

- a) On or before the first (1st) day of August in an election year, the President shall make appointments as necessary to fill vacancies on the Nominating Committee.
- b) On or before the first (1st) day of November in an election year, the Chairperson 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.
- c) On or before the tenth (10th) day of November in an election year, the Chairperson of the Nominating Committee shall have forwarded a complete listing of the candidates for office, along with the proposed ballot, to the President.
- d) On or before the fifteenth (15th) day of November in an election year the Chairperson 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.

- e) Voting through a secure internet process must include the processes for
 - 1) writing in the names of alternate selections if desired, and
 - 2) a process for an alternative method of voting.
- f) 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.
- g) Ballots must be received by the Chairperson of the Nominating Committee on or before the twentieth (20th) day of December. If directed by the Chairperson of the Nominating Committee, the AGA Headquarters staff may assist in this process.
- h) Officers shall be elected by a simple majority of the total number of valid votes cast by the voting membership of the Association.
- i) Other regulations may be adopted by the Board of Governors as it shall be deemed necessary or appropriate.

ARTICLE XVI - ANNUAL MEETING

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

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 Bylaws, and Amendments thereto.

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

ARTICLE XVII - COMMITTEES

Section 1: The following Committees are established for the purpose of assisting the Officers:

- (a) Board of Governors. To be comprised of no less than nine (9) members consisting of the President, Vice President, Secretary, Treasurer, immediate Past President, and no less than four (4) Governors as standing members. This is a standing (permanent) committee.
- (b) Membership Committee. Should be comprised of one or more members, one of whom shall be appointed as Chairperson by the President for a period of three (3) years, with other members on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years. This is a standing (permanent) committee.
- (c) Certified Gemological Laboratory Committee. Should be comprised of one or more members, one of whom shall be appointed as Chairperson 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. This is a standing (permanent) committee.
- (d) Educational Standards and Outside Association Relationship Committee. Should be comprised of one or more members, one of whom shall be appointed as Chairperson by the President for a period of three (3) years; other members serve on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years. This is a standing (permanent) committee.

- (e) Marketing and Public Relations Committee. Should be comprised of two (2) or more members, and shall include two Co-Chairpersons appointed by the President for a period of three (3) years; other members serve on a yearly basis. Chair and members can serve in such capacity no longer than six (6) consecutive years. This is a standing (permanent) committee.
- (f) Nominating Committee. Should be comprised of three or more members, one of whom shall be appointed as Chairperson by the President. This is an ad hoc committee and will be established as needed.
- (g) Constitution and Bylaws Committee. Should be comprised of one or more members, one of whom shall be appointed as Chairperson by the President. This is an ad hoc committee and will be established as needed.
- (h) Ethics and Grievance Committee. Should be comprised of one or more members, one of whom shall be appointed as Chairperson by the President. This is an ad hoc committee and will be established as needed.

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

Section 3: All committee reports and/or recommendations shall be submitted to the Board of Governors.

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

ARTICLE XVIII - 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: The 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 return of Association property at the conclusion of one's tenure of office.

ARTICLE XIX - 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 Governors, 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 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 Secretary shall count the ballots and announce the results. Should it be required, the AGA Headquarters staff will assist in the process as directed by the President or Board.

ARTICLE XX – DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the association, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to a federal, state or local government, for a public purpose of a gemological nature in either education or scientific research.