

PREAMBLE

The Accredited Gemologist Association Inc. (AGA) is non-profit organization dedicated to professional standards of:

- (a) education,
- (b) scientific research,
- (c) identification and quality evaluation of gem material and jewelry
- (d) and other lawful purposes.

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 Bylaws of the Association are established.

ARTICLE I - NAME

Section 1: The name of the organization shall be the Accredited Gemologists Association Inc. 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 Governors of the Association. Each member is required to subscribe to a Code of Ethics as provided in the Bylaws 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 Governors.
- (b) To develop advanced educational programs related to new gemological breakthroughs, and to update previously established gemological knowledge.
- (c) To assist its members in keeping informed of new developments in gemology and related fields.
- (d) To provide continuing education of gemologists and other members of the jewelry industry.
- (e) 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 and to guide the public in related disputes. AGA will act as a resource to government agencies when asked by them to do so.
- (f) To represent its members at such times as may be appropriate in educational symposiums related to the field of gemology.
- (g) To participate in any hearings before any governmental bodies on legislation affecting the practice of gemology.
- (h) To do all other things necessary and appropriate for the advancement of these objectives and the welfare of the Association.
- (i) To forbid the use of its name, emblem or initials in any manner not in accord with its Constitution, Bylaws and Administrative Rulings.
- (j) To help consumers identify honest, expert gemologists.
- (k) To lead in the enforcement of ethical jewelry industry business practices.

ARTICLE III - HEADQUARTERS

Section 1: Should the headquarters be relocated, it must be in a California city which may be the principal location of the President or a location designated by the Board. This location shall be known as "AGA Headquarters."

ARTICLE IV - ORGANIZATION

Section 1: The Association may extend the privileges of voting 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 Governors directly or through an authorized delegation of power under the provisions of the Constitution and Bylaws.

ARTICLE V - THE CODE OF ETHICS

Section 1: A Code of Ethics shall be established by the Board of Governors and may be altered, modified, amended or repealed 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 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 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 with the Gemological Institute of America, Gemmological Association of Great Britain, Canadian Gemmological Association, or other school of gemology as approved by the Board of Governors 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 Governors.
- (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 Governors.
- (e) Honorary Life Member: A title that is awarded to a gemologist by a unanimous vote of the Board of Governors.
- (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 Bylaws.

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 school of gemology as approved by the Board of Governors; 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 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 a 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 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 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 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 XI - GOVERNMENT

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 Directors; also called Board of Governors.

ARTICLE XII - 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 officership.

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 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 Governors 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 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 Governors.

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 Governors.

ARTICLE XIII - BOARD OF GOVERNORS

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

Section 2: The Board of Governors 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 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 Chair Persons 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 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 XIV - ELECTION OF OFFICERS

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

(a) For Officers and Governors Election:

1. 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.
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 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 AGA Headquarters staff may assist in this process.
7. 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 Governors 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 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 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 Bylaws, and Amendments thereto.

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

ARTICLE XVI - COMMITTEES

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

- (a) Board of Governors. To be comprised of eleven (11) members consisting of the President, Vice President, Secretary, Treasurer, immediate Past President, and the six (6) Governors as standing members. This is a standing (permanent) committee.
- (b) Nominating Committee. Should be composed of one or more 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. This is an ad hoc committee and will be established as needed.
- (c) Constitution and Bylaws Committee. Should be composed of one or more 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. This is an ad hoc committee and will be established as needed.
- (d) Membership Committee. Should be composed of one or more 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. This is a standing (permanent) committee.
- (e) Ethics and Grievance Committee. Should be composed of one or more} 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. This is an ad hoc committee and will be established as needed.
- (f) Certified Laboratory Committee. Should be composed of one or more} 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. This is a standing (permanent) committee.

- (g) Educational Standards and Outside Association Relationship Committee. Should be composed of 1 or more 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. This is a standing (permanent) committee.

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 Secretary for completion and forwarding to the Board of Governors.

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 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 XIX – 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.