

BY-LAWS OF JEWELERS ETHICS ASSOCIATION, A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

Section 1: Name

The name of the organization shall be Jewelers Ethics Association, a non-profit corporation licensed in the state of Washington.

Section 2: Location

The main office shall remain within Washington State. The Board of Directors may authorize offices in other locations upon approval.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been created:

To promote and support ethical business practices within the jewelry and gemstone industry, thereby strengthening consumer confidence. Jewelers Ethics Association (JEA) is an association open to all members of the trade and consumers. JEA provides its members with information, education, conflict resolution services, and support to increase confidence in the products they buy and sell.

ARTICLE III MEMBERSHIP

Section 1: Membership Structure

Membership shall be divided into groups that represent aspects of the jewelry and gemstone trade, consumers, and students. The Board of Directors will determine definitions of each membership group and eligibility requirements for the same. The Board may also create additional groups and/or subgroups as needed, following a vote passed by one hundred percent (100%) of the Board members. The Board may enact changes to existing membership group criteria and definitions, following unanimous passage.

Section 2: Membership Groups

Membership in the Jewelers Ethics Association is divided into five groups, defined by the member's relationship to the jewelry and gemstone trade.

Industry Members:

- May be any business domestic or foreign which holds among its primary functions service to an aspect of the jewelry and gemstone trade.
- Must follow the FTC Guides
- Must follow the JEA Code of Ethics
- Agree to allow the JEA to resolve complaints filed with the JEA
- Agree that the findings of the JEA are final
- Each of the member's business locations will be listed
- Registering for membership is an agreement to the above in whole and in part

Consumer Members:

- There are no special requirements for consumer members.

Student Members:

- Maintain active status as a student enrolled in any program dedicated to the jewelry and gemstone industry
- Follow the FTC Guides
- Follow the JEA Code of Ethics
- Following graduation from program(s) in which they are enrolled, Student Members will remain in this membership group until their renewal date.
- Registering for membership is an agreement to the above in whole and in part

Graduate members:

- Graduate Members are those individuals who have held student status as defined in the "Student members" section, have graduated the program(s) in which they were enrolled, but have not yet entered the industry related to their education.
- Follow the FTC Guides
- Follow the JEA Code of Ethics
- Registering for membership is an agreement to the above in whole and in part

Honorary Members:

- The Board of Directors may designate as an Honorary Member anyone who has made significant contributions toward the benefit of the jewelry and gemstone industry, and/or the benefit of the Organization.
- The Board of Directors may select one (1) Honorary Member in any calendar year.

Section Three: Discrimination

Membership shall not be denied based upon ethnicity, gender, sexual orientation, or religious belief.

Section Four: Membership Termination

Resignation: Any member wishing to resign may do so after providing the Organization with thirty (30) days notice of intent. Members must fulfill all financial obligations to the Organization at the time of resignation. Dues will not be refunded.

Expulsion: Upon a unanimous vote by the sitting five (5) officers on the Board of Directors, any member deemed as detrimental to the best interests of the Organization may be expelled. Notice of pending expulsion will be provided to the member by certified post no less than thirty (30) days before such decision is to be made final. Notice will include both reason for expulsion and information regarding the right of appeal.

Appeal: Upon notice of pending expulsion, a member may appeal by certified post addressed to the Secretary, and received before the effective date of termination. The President, upon notification of appeal, shall convene a special meeting of the five officers of The Board to hear the appeal. The member scheduled for expulsion will be notified no less than thirty (30) days prior to said meeting, and shall be able to appear.

Section Five: Transfer Of Membership

Membership may not be transferred by any business or individual to any other, for any reason.

ARTICLE IV MEETINGS

Section 1: Board of Directors Meetings

Official meetings of the Board of Directors shall be held quarterly. Additional meetings by the Board of Directors may be held as necessary. All meetings may be held physically, by teleconference, or by other electronic means.

Section 2: Annual Membership Meeting

The Annual Membership Meeting of this organization shall be held in the month of February in conjunction with the Tucson, Arizona gem shows. In the event that the Tucson, Arizona gem shows are no longer held, the Board of Directors shall select a different date and/or location deemed most likely to allow the attendance of organization members.

The Secretary shall cause to be mailed to every member in good standing at their address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Section 3: Quorum

Due to the nature of the Organization and the absence of centrally located membership, it may not be possible to represent a quorum of members at the annual meeting. In the event that such a quorum is

not possible, decisions related to the Organization and required by the members shall be voted upon by means of electronic and/or mail-in balloting.

A quorum is defined herein as a body representative of seventy-five percent (75%) of total membership. A simple majority of the quorum is required for passage.

ARTICLE V ELECTIONS & VOTING

Section 1: Voting Rights

With the exception of votes relevant only to the Board of Directors and Committees, full voting privileges will be the right of all Members. Members may vote not more than once on any issue.

Section 2: Nomination And Voting Process

Excepting only the Founding President and Officers appointed due to unforeseen vacancy, the election of all Officers will require the following process:

- Nomination of any member in good standing by any other active member will be required no later than September 15 of each calendar year.
- Nominees will be notified by mail and/or electronically no later than October 1, and must accept or refuse nomination by November 1.
- Nominations for all open offices will be announced on November 15, or the first business day thereafter if such day falls on a weekend or holiday.
- Ballots for open offices will be mailed to members no later than December 1.
- All ballots must be postmarked no later than January 15 in order to be counted.
- A simple majority vote will be required to elect Officers and Board members.
- Election results will be posted online within seven (7) days of January 15.
- Incoming Officers will assume seat of office effective March 1.
- Each Officer and Director will be allowed to vote.
- A unanimous vote by the Board of Directors shall be required to remove a nominee.

At all meetings, except for the election of Officers, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Section 3: Supervision of Election Process

The nomination process and elections will be overseen by a committee comprised of:

- First Vice President or Second Vice President
- At least three (3) members in good standing, selected by the Board.

No member of the Election Committee may be among nominees up for election or re-election. If a sitting Committee Member chosen from the general membership is nominated and accepts their nomination, The President shall choose another Member in good standing to replace him or her.

If the Board of Directors determines that the outcome of any vote for office or issue may present a conflict of interest for any member of the Election Committee, The Board may require such committee member to recuse him/herself from the oversight of that vote.

Section Four: Term Limits

With the exception of a Founding President, all elected offices including Directors shall serve a term of two (2) years.

The number of consecutive terms for any elected office shall be no more than three (3).

ARTICLE VI BOARD OF DIRECTORS

Section One: Structure

The business of this organization shall be managed by a Board of Directors consisting of five (5) officers, together with four (4) member advisors. At least one of the directors elected shall be a resident and citizen of the United States.

Member Advisors must upon nomination and subsequent election be members in good standing.

Any vacancy in the Board of Directors shall be filled by majority vote of the remaining Board for the balance of the term.

Section Two: Authority Of The Board

The Board of Directors shall have the control and management of the affairs and business of this organization. All business and management of the Organization shall be conducted at meetings of the Board of Directors following notification of such meetings as outlined in these bylaws.

Section Three: Impeachment

Any Board member may be impeached from office for neglecting his/her duties, repeated absence from required meetings of the Board, or misconduct deemed detrimental to the best interests of the Organization.

Petitions for impeachment must state the cause(s) for the petition and shall be signed by at least three Board members.

Said petition shall be delivered first to the President. The President shall inform the remaining Board of receipt of said petition, excluding the Board member(s) named, within seven (7) days.

If the President is the Board member for which impeachment is requested, the petition shall be delivered to the First Vice President, who shall notify the Board in the same manner stated above.

The Board member in question shall have an opportunity to defend him/herself from the charges of impeachment at a special meeting of the Board. If the Board member in question so chooses he/she may submit a letter of resignation at such time. Following review of the charges stated within the petition, the Board of Directors, excluding the Board member in question, shall then vote on the question of impeachment. Removal shall occur if a majority of the Board membership agrees.

ARTICLE VII OFFICERS

Section One: Office Of President

Founding President:

Any member chosen to serve as Founding President must meet the following criteria to be eligible:

- Maintained active member in good standing status effective from before January 1, 2012 to the current date.

and/or

- Maintained active member in good standing status for seven (7) consecutive years.

A Founding President shall have no term limit, serving the Organization as long as he/she wishes to contribute.

When a Founding President chooses to vacate the office, he/she may select a successor pending majority approval by the Board of Directors. If the outgoing Founder President refrains from selecting a successor, a qualified candidate may be chosen by the Board of Directors with a majority vote.

Recognizing that such criteria may not be found among eligible members in the future, the Board of Directors shall maintain the authority to replace the office of Founding President with that of President.

The Board of Directors shall in no manner be required to appoint a Founding President based solely upon membership status.

President:

The office of President shall not maintain the rights granted to a Founding President regarding term limit, election, and the selection of a successor.

Section Two: Duties Of Office

President:

The President shall:

- Preside at all membership meetings.
- By virtue of the office be Chairman of the Board of Directors.
- Present at each annual meeting of the Organization an annual report of the work of the Organization.
- See all books, reports and certificates required by law are properly kept or filed.
- Be one of the officers who may sign the checks or drafts of the Organization.
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

First Vice President:

The First Vice President shall:

- Oversee the compliance of all members, whether active or upon application to the Organization.
- In the event of the absence or inability of the President to exercise his/her office, become Acting President of the Organization with all the rights, privileges, and powers as if he/she had been the duly elected President.
- Oversee all elections.

Second Vice President:

The Second Vice President shall:

- Act as Membership Liaison.
- Direct the mailing of all membership documents, and serve as a contact for all questions regarding membership.
- Oversee all elections

Secretary:

The Secretary shall:

- Keep the minutes and records of the Organization in appropriate books.
- Give and serve all unassigned notices to members of this organization.

- Be the official custodian of the records and seal of this organization.
- Be involved in the distribution of all electronic communications, including newsletters.
- Be one of the officers who may sign the checks and drafts of the Organization.

Treasurer:

The Treasurer shall:

- Be one of the officers who shall sign checks or drafts of the Organization.
- Render at stated periods as the Board of Directors shall determine a written account of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- File any certificate required by any statute, federal or state.
- Exercise all duties incident to the office of Treasurer.

No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

Section Three: Definition Of Duties

The Board of Directors shall retain the authority to alter the duties assigned within this article with a simple majority vote.

Section Four: Compensation

No officer or director shall for reason of his/her office be entitled to receive any salary or compensation, excluding reimbursement for expenses authorized by the Board. Nothing herein shall be construed to prevent an officer or director for receiving any compensation from the Organization for duties other than as a director or officer.

Section Five: Definition of President

Excluding the terms used to differentiate the roles of Founding President and President as outlined within Section One of this article, the term President shall within the remainder of this document refer to both classifications.

ARTICLE VIII SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees and/or contractors which they in their discretion may determine to be necessary for the conduct of the business of the Organization.

ARTICLE IX COMMITTEES

Section One: Formation Of Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

The creation and/or dissolution of committees shall be at the discretion of the Board of Directors, based upon the needs of the Organization.

Among permanent committees shall be the Membership Advisory Committee.

Section Two: Membership Advisory Committee

The Membership Advisory Committee shall be comprised of four representatives from the general membership. The members of this committee shall comprise the balance of the Board of Directors, and shall serve as a liaison to the general membership.

Members of this Committee shall be appointed by the Board.

In the event of an unexpected vacancy on the Committee, the Board of Directors shall appoint another member to serve the remaining term.

Section Three: Compensation

No member of any committee shall for reason of his/her committee status be entitled to receive any salary or compensation, excluding reimbursement for expenses authorized by the Board. Nothing herein shall be construed to prevent a committee member from receiving any compensation from the Organization for duties other than as a committee member.

ARTICLE X DUES

Section One: Adjustments

The Board of Directors shall maintain the authority to adjust annual dues based upon the needs of the Organization. All such adjustments to dues, whether an increase or decrease, shall require a simple majority vote by the Board.

Section Two: Billing And Remittance

Dues are billed for a period of one (1) year. At least thirty (30) days prior to the anniversary date of their join date, members will receive an invoice for the following one year period. Renewal dues will be required in full, postmarked or paid electronically, no later than the member's anniversary date. Following that date, it shall be at the discretion of the Board of Directors either to extend an additional window for renewal, or to terminate membership.

ARTICLE XI AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by a simple majority vote of a quorum of the Organization as a whole, defined within these bylaws as representing no less than seventy-five percent (75%).

ARTICLE XII MISCELLANEOUS

Section One: Indemnification

The Organization shall, to the extent legally permissible and within financial ability through insurance coverage selected by the Board of Directors, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Organization against all claims, expenses, and liabilities.

No indemnification shall be provided to any such person covered under this article having been found as acting against the best interests of the Organization as determined by the absence of reasonable belief that such actions were in good faith.