



Code of Ethics and By-laws

CODE OF ETHICS

It is the policy of the New York Gemstone Association (NYGA) that its members observe the highest standard of personal and business conduct. NYGA members commit to uphold the best interests of their customers and consumers-at-large.

We agree to

- Act fairly, honestly and ethically in all business transactions;
- Provide full disclosure of treatments and enhancements to our products in all sales, advertising and promotions;

Comply with the PATRIOT ACT and other legislation that deters illicit funding and/or money laundering

BY-LAWS

Board of Directors:

The NYGA Board of Directors shall consist of 7 members, in good standing, elected by the membership for a term of 3 years. If there are insufficient volunteers to serve, the Board may consist of 5 members. Elections shall take place on March 1, within 90 days, every three years starting with 2019

Within 30 days of such election the Board shall elect from within its members one person to serve as President. Other positions to be filled from within the Board are Vice President, Treasurer and Secretary. Other than President a member of the Board may hold more than one of these positions.

The Board of Directors bears responsibility for review and approval of all NYGA expenses over \$2500.00.

In the case of a Board vacancy, that position may be filled by appointment of the President. No vote of approval is required by the Board. However the appointment

may be rejected by a vote of 4 of the 7 Board members or in the case of only 5 members 3 of the 5 Board members.

Not less than 90 days prior to an upcoming election the Board shall appoint a nominating committee consisting of 1 member of the Board and one non Board member to prepare and present nominees to the Board.

Meetings of the Board of Directors must be attended by a minimum of 5 of the 7 members or in the case of only 5 Board members, 4 of the 5 Board Directors. A minimum of one week notice is required unless waived by a majority of the Board. Telephone participation is permitted.

Minutes shall be taken of the Board meetings and available to members upon request after review and approval by the Board.

MEMBERSHIP:

NYGA members and their parent companies if any must both be entities registered and active in New York for no less than three years, and shall have been in the gemstone business in the United States for a minimum of 5 years.

Prospective members must obtain recommendations for membership from 3 current NYGA members.

New members must be approved by a majority of the Board of Directors. The Board shall have **90** days to consider applications for membership. The Board has the right to deny admission of a new member for any reason or no reason at all in their sole discretion. The Board has the right to issue an invitation for membership at its sole discretion.

Each member in good standing (which will be determined by the Board on a case by case basis based on factors deemed by the Board to be relevant including character and fitness, timely payment of dues, and type and number of claims and complaints filed against them) is entitled to one vote.

There will be annual dues of \$300.00 and an initiation fee of \$200.00. The Board of Directors has the right to review and raise or lower the dues on an annual basis by a majority vote. Invoices for dues will be issued in early January. Dues are payable in full by February 28 of each year. Failure to pay dues in full may result in termination of membership. A surcharge may be imposed by the Board for late payment of dues.

Member Termination

The Board of Directors has the right to terminate membership by a simple majority **if the member is found not be in good standing.**

The Board of Directors shall have the right to revoke the membership of any member by a vote of 6 of 7 (or 4 of 5) members of the Board .

MEMBERSHIP MEETINGS:

NYGA membership will meet regularly to create dialogue between its members on topics concerning the gemstone trade. It is understood that we will share non-proprietary information on suppliers, treatments, pricing shifts and other pertinent news the may be of concern to the membership. The intent is to share information that will boost appreciation, awareness and sales of colored gemstones while protecting the trade and the consumer from misinformation.

The President or any other 3 members of the Board may call for a membership meeting with a minimum of 7 days' notice. The location and agenda of such a meeting will be communicated to all members in good standing by the Secretary of the Association. Only members in good standing will be permitted to attend. Minutes of such meetings will be taken and made available to members in good standing upon written request after review and approval by the Board.

FINANCIAL PROCEDURES:

Two signatures shall be required for all checks issued by the Association.

All expenses are to be reviewed by the Treasurer and President. Any exceptional or personal expenses must be approved by a majority of the Board.

Annual financial statements of the Association shall be made available to members in good standing upon written request.

BY-LAW CHANGES:

Proposed changes to the Association by-laws must be sent to all members in good standing with a reply required by mail, fax or email. Responses are required within 21 days. Changes must be approved by a 2/3 vote of the responses received.

DISSOLUTION:

Prior to dissolution of the Association the Board must consult with its attorney and accountant to ascertain that all fees and taxes are paid in full. Any funds remaining in the Association are to be distributed on pro-rata bases calculated on years of membership in good standing among current members on the date of dissolution.

ANTITRUST STATEMENT

Pricing decisions regarding products and services of NYGA Board members must be made by each member independently. This applies to all terms and conditions that effect price. Board members cannot come to understandings, make agreements or otherwise concur on positions or activities that in any way tend to raise, lower or stabilize prices or fees. There can be no discussion as to what constitutes a reasonable, fair or appropriate price or fee to charge for any service or product of a Board member. The purpose of this policy is to prevent violations of the antitrust laws, and also to avoid even the appearance of a violation.