

# NYE GOLD SEEKERS

## PREAMBLE

Nye Gold Seekers (NGS) is a tax exempt 501(c)(3) organization dedicated to preserving the history of mining and providing the education, or knowledge, equipment and surroundings necessary to teach certain placer mining techniques and skill sets to its members. These teachings are both formal and informal and are conducted at membership meetings, at outings to the NGS claim in the Johnnie Mining District in Southern Nevada and through special presentations and appearances at community events or activities. Accordingly, at the heart of the NGS organization is the teaching of mining and mine safety and the preservation and protection of the environment as related to its activities.

## BYLAWS

### ARTICLE I

#### NAME & PURPOSES

1. The name of the organization shall be "Nye Gold Seekers."
2. Nye Gold Seekers is organized as a nonprofit corporation under Nevada Law and as a 501(c)(3) nonprofit corporation under Federal Law exclusively for charitable, scientific, and educational purposes, more specifically to educate its members and others about the history and practices of prospecting for gold.
3. The purposes for which the Corporation is formed are set forth in its Articles of Incorporation and are outlined in the Preamble to these Bylaws.
4. The Corporation -
  - is not formed for pecuniary or financial gain, and no part of the assets or income of the Corporation is distributable to, or for the benefit of, its Officers, Directors, members, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to the extent permitted under the Not-for-Profit Corporation Laws of the State of Nevada and Federal Statutes in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
  - shall not make charitable distributions other than to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section(s) of any future federal tax code.
  - shall not participate in the carrying on of propaganda, or otherwise attempting to influence legislation.
  - shall not participate in, or facilitate the activities of, any group which is organized for, or clearly has, a political purpose or agenda.
  - shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
  - shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section(s) of any future federal tax code.
5. The Corporation may lease and by gift, devise, or purchase, own and/or operate real estate for the corporate purposes; and the Corporation may also solicit donations, conduct fund raisers and accept money or personal property in aid of its purposes and to maintain the same.
6. The Corporation may purchase equipment and supplies to loan or sell to members as is deemed necessary or appropriate to carry out its mission.

**ARTICLE II  
BASIC POLICY**

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.
3. The Corporation may cooperate with other organizations and agencies concerned with the organizations stated mission, but persons representing the Corporation in such matters shall make no commitment that binds the Corporation unless authorized to do so by the Board of Directors.

**ARTICLE III  
MEMBERSHIP AND FEES**

1. Any individual who subscribes to the purposes and basic policies of the Corporation subject only to compliance with the provisions of the Bylaws may become a member of the Corporation. Membership in the Corporation shall be available without regard to race, color, religion, sex, or national origin. For safety reason, membership is limited to individuals eighteen (18) years of age or older. However, individuals under the age of eighteen (18) may participate in activities through a family membership as long as accompanied by an adult.
2. The Corporation shall conduct an annual enrollment at the beginning of each calendar year for renewing members, but persons may become new members at any time.
3. Each member of the Corporation, including officers and directors, shall pay annual fees/dues to the Corporation in an amount determined by the Corporation's Board of Directors from time to time. Complimentary honorary or perpetual membership is granted only to Andy Alberti (founder of the Corporation), Don Cooper (donor of the rock crusher), Kathy Markovitch (accountant) and Rick Kasky.
4. Any member who has not renewed (paid dues) by March 1 of any year will be removed from any and all membership/ mailing lists and will not be considered in good standing with the Corporation.
5. Only members in good standing with the Corporation shall be eligible to serve in any of its elective or appointive positions, participate in its business meetings or other activities, or access the claim or other equipment or facilities owned or controlled by the Corporation.
6. Non-members or guests may attend a maximum of two (2) meetings and one (1) outing prior to joining. Any person exceeding these limits during a calendar year may be asked to leave any meeting or outing by any Officer.

**ARTICLE IV  
OFFICERS, ELECTION, VACANCIES**

1. OFFICERS.
  - 1.1. The Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer.
  - 1.2. Officers shall be elected annually by vote of the members of the Corporation at the scheduled annual meeting in December as set by the Board of Directors. If there are any non-contested offices, a motion shall be made for the Secretary to cast the elective ballot of the Corporation for such nominee(s). After such motion has been made, seconded and passed such nominee(s) shall be declared duly elected.
  - 1.3. Balloting shall normally be by voice vote unless the Board of Directors feels there is sufficient competition or question to require a show of hands or to facilitate a secret ballot. Decisions regarding the form of ballot lie with the Board of Directors; however, either individual members or candidates for office may make their wishes regarding the form of ballot known to the board at least ten (10) days prior to the Annual meeting.
  - 1.4. Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one (1) year and until the election and qualification of their successors.

- 1.5. There shall be no limit on the number of terms that a person can serve as an officer of the Corporation.
2. ELECTION.
  - 2.1. There may be a nominating committee composed of three members, one of whom shall be appointed by the Board of Directors from its body, and two of whom shall be selected from volunteers at a regular meeting at least two months prior to the election i.e., not later than the regular meeting in October . The person appointed by the Board of Directors shall serve as Chairperson and, should there be no volunteers, may fulfill the duties of the committee.
  - 2.2. The nominating committee shall nominate at least one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election, i.e., the regular meeting in November, at which time additional nominations may be made from the floor.
  - 2.3. An eligible person is a member in good standing who will have been a member for at least one (1) year at the time of the election. The one (1) year membership requirement may be waived by the Board of Directors when deemed appropriate.
  - 2.4. Only those members who have signified their consent to serve if elected shall be nominated for or elected to such office.
3. VACANCIES.
  - 3.1. If any office, other than that of President, is declared vacant for any reason the President with the approval of the Board of Directors may appoint another officer to carry out the duties until an election can be held to fill the vacancy.
  - 3.2 A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.
  - 3.3 Although a member can hold only one (1) elected position at any given time, a member may hold a committee chair position and an elected office at the same time.
  - 3.4 Any Board Member who has three consecutive unexcused absences shall be removed from the Board.

## **ARTICLE V DUTIES OF OFFICERS**

1. The President –
  - shall preside at all meetings of the Corporation and of the Board of Directors and other events or activities of the Corporation at which the President is present.
  - shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors.
  - shall recommend committee chairperson(s) to the Board of Directors for appointment.
  - shall coordinate the work or activities of the Officers and Committees of the Corporation.
  - with the approval of the Board of Directors, shall be authorized to assign other duties to Officers as may be deemed necessary from time to time.
2. The Vice President –
  - shall act as aide to the President .
  - shall perform the duties of the President in the absence or disability of that officer to act.
  - shall be responsible for obtaining speakers or presentation media for general meetings of the Corporation.
  - shall be responsible for public relations, as necessary, for all of the Corporation’s activities.
3. The Secretary –
  - shall take minutes at all meetings of the Corporation and Board of Directors.
  - shall forward copies of the minutes to members of the Board of Directors at least five (5) days prior to the next meeting.
  - shall ensure historical files of all minutes, bylaws, and other pertinent documents as identified by the Board of Directors are maintained.
4. The Treasurer –

- shall have custody of all of the funds of the Corporation.
  - shall keep a full and accurate account of receipts and expenditures.
  - shall make disbursements for routine expenses in accordance with the approved budget.
  - shall make disbursements as authorized by the Board of Directors.
  - shall present a financial statement at every meeting of the Corporation and/or Board of Directors.
  - shall be responsible for the maintenance of such accounts, records and reports as necessary to conform to the requirements of these bylaws and any applicable State or Federal requirements.
  - shall ensure that historical files of all Treasurer's records are maintained.
  - shall be present at all audits of the Treasurer's books/records.
5. All Officers shall -
- perform the duties outlined in these Bylaws as well as others assigned by the President or Board of Directors. In the event of any conflict not clearly defined through these Bylaws, standard parliamentary procedure, e.g. Robert's Rules of Order, will prevail.
  - deliver to their successors all official material prior to the first meeting following the election of their successors.
  - make themselves available to successor Officers for questions and assistance for at least three (3) months.
6. There must be at least two officers of the Corporation present to open, close, or make any changes to the Corporation bank account.

## **ARTICLE VI BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the elected Officers of the Corporation, the immediate Past President, and the Director/Chairperson of any Standing Committees.
2. The Director/Chairperson of any Standing Committee shall be elected by the Officers of the Corporation upon the recommendation of the President.
3. The members of the Board of Directors shall serve until the election and/or appointment of their successors.
4. The duties of the Board of Directors shall be –
  - to transact all business of the Corporation in the intervals between regular scheduled meetings and such other business as may be referred to it by the general members of the Corporation.
  - to prepare and approve a budget for the fiscal year and present the approved budget to the membership at the first membership meeting following the beginning of the fiscal year.
  - to create standing or special committees as necessary for the business of the Corporation.
  - to eliminate any standing or special committees not necessary for the business of the Corporation.
  - to authorize/approve the work or activities of any standing or special committee.
  - to present a status or activity report at the regularly scheduled meetings of the Corporation.
  - to create an audit committee of no less than three members of the Board of Directors.
5. The audit committee shall examine the Treasurer's records at least annually, following the end of the fiscal year, but may do so quarterly. The annual fiscal year audit must be completed prior to the Annual Meeting in December. The audit committee, once satisfied that the Treasurer's records/reports are complete and satisfactory shall sign a statement of that fact to be retained with the Treasurer's records for the applicable time period. The Chairperson of the auditing committee shall report the results of the audit to the Corporation at the Annual Meeting.
6. The Board of Directors has the authority to procure an auditor from outside the Board of Directors for assistance or in lieu of the audit committee at any time such should be deemed necessary by a majority of the Board of Directors.
7. MEETINGS.

- 7.1 Regular meetings of the Board of Directors shall be held monthly, September through May, the time and place to be fixed by the Board at its first meeting of the year.
- 7.2 A majority of the Board of Directors shall constitute a quorum.
- 7.3 All proposals, matters, or motions presented at the Board of Directors meeting shall be decided by majority vote of the Officers and Directors present at said meeting.
- 7.4 Special meetings of the Board of Directors may be called telephonically, electronically or via first class mail by the President or by a majority of the members of the Board upon a minimum of three days' notice.
- 7.5 When necessary due to time constraints, the President may conduct a telephonic and/or email vote of the Board of Directors. When this happens, the issue/motion and the resulting vote should be reported as old business at the next regularly scheduled meeting of the Board and thus be recorded, for the record, in that meetings minutes.

## **ARTICLE VII STANDING AND SPECIAL COMMITTEES**

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairperson shall be one year and until reappointment or the appointment of a successor, or the elimination of the committee by the Board.
2. The Chairperson of each standing committee shall serve as a member of the Board of Directors.
3. The Chairperson of each standing committee shall present a plan of work or activities to the Board of Directors for approval. No committee work or commitments may be made without the consent of the Board of Directors.
4. Special committees may be created from time to time as needed for the business of the Corporation
5. The power to form standing or special committees and appoint their members rests with the Board of Directors. However, members may make suggestions to the Board as appropriate.
6. Special committee chairpersons will attend Board of Directors meetings to present reports or information or request guidance and authority but have no voting rights.
7. The President shall be an ex-officio member of all committees except the nominating committee.

## **ARTICLE VIII MEETINGS OF THE MEMBERSHIP**

1. Regular meetings of the Corporation shall be held on the third Saturday monthly during the months of September through May at a place to be determined by the Board of Directors. Ten (10) days' notice shall be given of any change of date, time, or place.
2. The Pledge of Allegiance shall be said at the start of each regular meeting.
3. The Annual meeting shall be in December at the regularly scheduled meeting time and place unless changed by a vote at a regularly scheduled meeting prior to or at the November meeting.
4. A quorum for the transaction of business at any regular membership meeting or the Annual meeting of the Corporation shall be a minimum of ten percent (10%) of the members in good standing.
5. All proposals, matters or motions presented at a meeting of members shall be decided by a majority vote of the members present at said meeting.
6. Parliamentary procedure shall be controlled by Robert's Rules of Order.

## **ARTICLE IX TERMINATION OF MEMBERSHIP**

1. A membership may be revoked by the Board of Directors for cause. Cause shall be deemed to include, but not limited to –

- nonpayment of annual dues,
  - failure to follow the Bylaws of the Corporation,
  - improper behavior toward another Corporation member at any Corporation meeting, activity, function or event,
  - improper, dangerous, or unlawful conduct at any Corporation meeting, activity, function, or event,
  - any use or commitment of funds without Board approval or direction.
2. **PROCEDURE FOR REMOVAL OF A MEMBER.** All charges against a member or members must be presented to the Board of Directors in writing and signed by the charging party. The charges must state the act or acts to be considered, including the approximate relevant dates and/or places. The Board of Directors shall schedule a Special Meeting for a hearing and immediately send a notice of the charges to the member(s) at their last known physical address and/or email. Both the complainant and member(s) in question shall be sent a written notice of the time and place of the meeting. This meeting is closed to anyone other than the Board of Directors and the involved parties. If any notified member(s) fails to attend the Special Meeting, the Board of Directors shall proceed with the meeting and render decision as though that person were present. If the charging party fails to attend the Special Meeting, the charges will not be heard and considered dropped. All parties will be allowed to present their statements of facts at the hearing and may request, in advance to the Board of Directors, the presence of other members whose testimony pertains directly or significantly to the matter at hand. At the conclusion of all testimony, the Board of Directors may privately consider the case and then vote on the charges. Removal shall require a super majority vote (equal to or greater than 2/3) of the Board of Directors present.
  3. **APPEAL PROCESS.** Any member whose membership is revoked will have seven (7) calendar days to appeal the revocation. The appeal must be submitted in writing to the President and Secretary, via USPS or email, and must include any relevant information that has not already been presented. The President will then form an Appeals Committee consisting of three (3) Board of Director members and four (4) general members who will be selected at a regular membership meeting. This committee will then render a decision at the next Board of Directors meeting and the President will notify the appellant of the decision.
  4. Any member whose membership has been revoked may not attend any Corporation meeting, activity, function, or event, and will not be allowed access to or to prospect on any Nye Gold Seekers claim or other property as a guest or otherwise.

## **ARTICLE X DISSOLUTION OF CORPORATION**

1. Any member may make a motion to dissolve the Corporation at any regular meeting of the Corporation. If such a motion is made, seconded and passed, it will be placed on the agenda for discussion and action at the next regular meeting of the Corporation under "New Business." An announcement that such a motion has been made shall be placed on the Corporation website and sent to members in that same manner that regular meeting or other notices are communicated.
2. The motion to dissolve the Corporation shall then be acted on at the next regular meeting under "New Business."
3. If two thirds (2/3) of the members in good standing in attendance at the meeting approve the motion to dissolve, the Board of Directors shall then meet and perform an audit to verify the remaining balance in the treasury, compile a list of assets, and identify at least two (2) corporations, societies or organizations qualified within the meaning of section 501(c)(3) of the Internal Revenue Code to receive a distribution of assets.
4. All assets of the Corporation shall be liquidated at reasonable value and the funds shall be added to the treasury.
5. The Treasurer shall allocate a sufficient sum to pay all authorized and outstanding bills and report the balance in the treasury.

6. The Board of Directors shall review the list of corporations, societies or organizations identified and selected the organization(s) and determine the amount, or percentage, each is to receive.
7. At the next regular meeting the report of the Board of Directors shall be presented immediately after the President's opening remarks. The members present shall discuss the report and modify it or adopt it as recommended by a simple majority vote.
8. The President will then call for an immediate vote on the dissolution of the Corporation. A vote of two thirds (2/3) of the members in good standing in attendance at the meeting shall be necessary for the dissolution.
9. If the vote to dissolve is passed it shall become effective immediately and the treasurer shall disburse the designated amounts or percentages for the group(s) as voted on. This action shall deplete the treasury to a zero balance, the checking account shall be closed and the Corporation shall be considered dissolved.
10. Notification of dissolution is to be sent to the Secretary of State of Nevada.
11. Should any provision(s) of this article be inconsistent or in conflict with Nevada State Statutes governing the disposition of assets of nonprofit corporations, Statutes shall govern for that provision(s) only with all other provisions remaining valid.

## **ARTICLE XI AMENDMENT**

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation and subsequent approval at the next regular membership meeting by a majority of the members attending such meeting.

These Bylaws were approved at the Board of Directors meeting on \_\_\_April 20, 2019\_\_\_ and the regular membership meeting on \_\_\_May 18, 2019\_\_\_ and are effective as of \_\_\_May 18, 2019\_\_\_ superseding all previous Bylaws and/or amendments.