

# ROCK-N-GOLD

## PREAMBLE

Rock-N-Gold is a Corporation dedicated to providing education and knowledge of the science of mineralogy and geology, the exhibition of specimens and materials, instruction of the lapidary arts and the collection and identification of minerals and their uses, 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, on field trips, at the lapidary shop, at outings to the Corporation's claim(s), and through special presentations and appearances at community events or activities. Additionally, at the heart of Rock-N-Gold is the teaching of safety and the preservation and protection of the environment as related to its activities.

## BYLAWS

### ARTICLE I NAME & PURPOSES

1. The name of the Corporation shall be "Rock-N-Gold."
2. Rock-N-Gold 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, the collection of minerals and gems, and the lapidary arts.
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 consistent 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 MEMBERSHIPS, MEMBERSHIP PRIVILEGES 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(s) in the Corporation shall be available without regard to race, color, religion, sex, or national origin or any other protected group per Federal, State or local guidance. For safety reasons, 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 or household membership as long as accompanied by an adult.
2. Only members of 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 claims or other equipment or facilities owned or controlled by the Corporation.
3. The Corporation shall conduct an annual enrollment at the beginning of each calendar year for renewing memberships, but persons may renew or join at any time. However, a renewing member must pay the full annual fee regardless of the time of year the membership is renewed.
4. Membership categories are Individual, Family, and Household. Family and Household memberships may include any two (2) adult persons living in the same household plus any dependent child(ren). The Individual and Family memberships include all club activities, use of the Rock Shop/equipment, but NO access to the claims or mining equipment. The Household memberships include all club activities, use of the Rock Shop/equipment, PLUS access to the claims and mining equipment.
5. Specific actions by or in respect to the holder of Family or Household memberships shall be as follows:
  - The presence at a meeting of either or both adult participants shall be regarded as the presence of one (1) member for voting purposes. That is, only one participant votes on behalf of the membership.
  - Notice to either or both participants shall constitute notice to both participants.
  - A waiver or similar document signed by either or both shall constitute a joint waiver.
  - The expulsion of a member under the provisions of Article IX of these Bylaws shall constitute the termination of the membership, i.e. of all participants and/or dependents participating through that membership.
6. Each membership of the Corporation, including all Officers and Directors, shall be assessed annual fees/dues to the Corporation in an amount determined from time to time by the Corporation Board of Directors with input from the memberships.
7. Membership fees/dues are due by the first meeting of January in each year. Any membership not renewed (paid dues) by the March meeting of each year will be removed from any and all membership/mailling lists and will not be permitted to access the claims or Rock Shop or utilize any of the Corporation equipment until dues are paid.
8. All members, when participating in meetings or activities of the Corporation must have his/her membership card in his/her possession and be willing to show it if asked to do so by any other Corporation member. Additionally, any member who wants to use mining equipment or is accessing the claim for mining purposes must exhibit the vehicle placard provided.
9. 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 assume their official duties January 1 and shall serve for a term of one (1) year and until the election and qualification of their successors.
  - 1.3. There shall be no limit on the number of terms that a person can serve as an officer of the Corporation.
  
2. ELECTION PROCESS.
  - 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 may be volunteers selected from the general membership at a regular meeting. The person appointed by the Board of Directors from its body shall serve as Chairperson and, should there be no volunteers, 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 October, at which time additional nominations may be made from the floor.
  - 2.3. An eligible person is a member 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.
  - 2.5. Officers shall be elected annually by vote of the memberships of the Corporation at the scheduled Annual meeting in November (regularly scheduled meeting time/date/place). Once again, nominations may be made from the floor – or may be written in should there be a paper/secret ballot. No new memberships may be taken immediately prior to this meeting.
  - 2.6. 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.
  - 2.7. 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 paper/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.
  
3. MID-TERM VACANCIES.
  - 3.1. If any elected 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 Coordinator or Committee Chairperson position and an elected office at the same time.

## **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 Directors, Coordinators, and/or committees to the Board of Directors for appointment.
  - shall coordinate the work or activities of the Officers, Directors, Coordinators and Committees of the Corporation as necessary and appropriate.
  - 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 an 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 regular meetings of the Corporation. Note: This responsibility may be oversight or assistance should the organization have a separate Program Coordinator.
  - 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 require vouchers and receipts, if available, for all transactions (income and expenses).
  - shall keep a full and accurate account of all transactions (income and expenses).
  - shall make disbursements for routine expenses in accordance with the approved budget.
  - shall make disbursements for non-routine or other expenses 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.
  - shall collect dues and keep an official Membership Roster. Note: This responsibility may be oversight or assistance should the organization have a separate Membership Coordinator.
  - shall have oversight responsibility for the selling of raffle tickets or any related activities involving club income or finances.
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 beginning of the calendar years.
  - 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, and any Director position created under the provisions of this Article.
2. DIRECTORS. The Officers of the Corporation may create Director positions as is deemed necessary to promote the purposes and carry on the work of the Corporation. The function of these Director positions is significant and important to policy and/or budgetary decisions and the business operation of the Corporation. Examples of Director positions are - Purchasing Director, Equipment Director, Rock Shop Director, and Events Director.
  - 2.1. The Director(s) shall be elected by the Officers of the Corporation upon the recommendation of the President.
  - 2.2. The term of each Director shall be one year and until re-elected, the election of a successor, or the elimination of the position by the Officers.
  - 2.3. Each Director will be responsible for his/her function but will consult with and/or seek approval from the Board of Directors regarding any major activity, policy change, or budgetary expenditure.
  - 2.4. Each Director may solicit volunteers or create an ad hoc committee to assist with any of his/her functions.
3. 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 members of the Corporation.
  - To prepare and approve an annual budget.
  - To create Director or Coordinator positions and/or standing or special committees as necessary for the business of the Corporation.
  - To eliminate any Director or Coordinators positions and/or 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.
  - To create a Nominating Committee of three members, one of whom shall be appointed by the Board of Directors from its body and two of whom may be volunteers selected from the general membership at a regular meeting, at least two months prior to the election i.e., not later than the regular meeting in September . The person appointed by the Board of Directors from its body shall serve as Chairperson and, should there be no volunteers, shall fulfill the duties of the committee.
4. Any Board Member who has three consecutive unexcused absences shall be removed from the Board.
5. If it becomes evident that a Board Member is unable to perform the duties assigned to him/her, the Board shall be empowered to declare that office/position vacant and shall, by the majority vote of the Board members present, appoint a successor for the balance of the term.
6. MEETINGS. Regular meetings of the Board of Directors shall be scheduled monthly, September through May, the time and place to be fixed by the Board at its first meeting of the year. Should there be insufficient business to require meeting, the President may cancel a Board meeting by notifying the Board members by email and/or phone.
  - 6.1. A majority of the Board of Directors shall constitute a quorum.
  - 6.2. All proposals, matters, or motions presented at the Board of Directors meeting shall be decided by majority vote of the Officers, including the President, and Directors present at said meeting.
  - 6.3. 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.
  - 6.4. 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.
10. AUDIT COMMITTEE. 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 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. Upon, completion of the audit, the Chairperson of the auditing committee shall report the results of the audit to the Corporation at the next regular meeting of the Corporation but not later than April of a given year. 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 vote of the Board of Directors

## **ARTICLE VII COORDINATORS AND COMMITTEES**

1. COORDINATORS.
  - 1.1. The Board of Directors may create Coordinator positions as deemed necessary for special/short term activities or for ongoing activities that are important to the Corporation that are not broad enough to require a committee nor integral to policy and/or budgetary decisions of the business operation of the Corporation. Examples of Coordinator positions are – Trip Coordinator, Membership Coordinator, Raffle Coordinator, Program Coordinator and Web Master.
  - 1.2. The Board of Directors will solicit volunteers from the general membership to fill these positions.
  - 1.3. Coordinators may attend Board of Director meetings to present reports/information or request guidance and/or authority but will have no voting rights.
2. COMMITTEES.
  - 2.1. The Board of Directors may create standing or special committees as needed to carry on the work of the Corporation. Standing committees shall be dissolved when the Board feels there is no longer sufficient reason for their existence. Special committees are created for a short term or special activity/project and are considered dissolved with the completion of the activity/project, or if necessary, by a determination of the Board.
  - 2.2. The Board of Directors may solicit volunteers from the general membership to fill these positions OR it may solicit a volunteer for Chairperson of the committee and permit the Chairperson to form his/her own committee from volunteers from the general membership.
  - 2.3. The Chairperson of a committee may attend Board of Director meetings to present reports/information or request guidance and/or authority but will have no voting rights. No committee work or commitments may be made without the consent of the Board of Directors.
3. 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 monthly during the months of September through May at an established day, time and place determined by the Board of Directors with input from the members. However, should the membership so desire, the December regular meeting will be cancelled and a Holiday Party held in its place – the date/time/place to vary depending on the nature of the gathering and venue availability. There will be no regular meetings or activities during the months of June, July, and August.
2. When necessary, any meeting can be cancelled or the date, time, or place changed based on a decision by the Board of Directors. A minimum of ten (10) days' notice shall be given of any change of date, time, or place of a meeting. This requirement can be waived by the President in the case of an emergency.
3. The Annual meeting shall be in November at the regularly scheduled meeting time and place unless changed by a vote at a regularly scheduled meeting prior to or at the October 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 memberships.
5. All proposals, matters or motions presented at a meeting of members shall be decided by a majority vote of the **memberships** 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,
  - any act or deed committed as a representative or member of the Corporation that is detrimental to the welfare of the Corporation as a whole.
2. **PROCEDURE FOR THE TERMINATION OF A MEMBERSHIP.** 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 written notice of the charges to the affected member(s) at their last known physical address and/or email. Both the complainant and affected member(s) 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 parties involved. If any notified member(s) other than the charging party fails to attend the Special Meeting, the Board of Directors shall proceed with the meeting and render a 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. Normally, the decision will be conveyed to the member the same day. However, should that not be possible, a decision will be rendered and conveyed to the member in no more than three (3) calendar days following the hearing. Removal shall require a super majority vote (equal to or greater than 2/3) of the Board of Directors present. The expulsion of a member shall constitute the termination of the membership, i.e. of all participants and/or dependents participating through that membership.
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) members from the Board of Directors and four (4) from the general membership. 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 any Rock-N-Gold claim, Rock or Lapidary shop, or any other owned or leased property as a guest or otherwise.
5. There will be no refund of dues paid for any membership terminated under this provision.

**ARTICLE X**  
**DISSOLUTION OF CORPORATION**

1. Any member may make a motion to initiate the process to dissolve the Corporation at any regular meeting of the Corporation. If such a motion is made, seconded and passed, the issue 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 the membership in the 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 memberships in attendance at the meeting approve the motion to dissolve the Corporation, 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 other corporations, societies or organizations qualified within the meaning of section 501(c)(3) of the Internal Revenue Code that are to be considered for receiving all or a portion of the Corporation's assets.
4. At the next regular meeting the report of the Board of Directors shall be presented immediately after the President's opening remarks. The memberships present shall discuss the report and modify it or adopt it as recommended by a simple majority vote.
5. The President will then call for an immediate vote on the dissolution of the Corporation. A vote of two thirds (2/3) of the memberships in attendance at the meeting shall be necessary for the dissolution. If the vote to dissolve is passed it shall become effective immediately and the meeting shall be adjourned.
6. The Board of Directors will then be responsible for handling the dissolution process consistent with State and Federal requirements.
7. All assets of the Corporation shall be liquidated at reasonable value and the funds shall be added to the treasury.
8. The Treasurer shall allocate a sufficient sum to pay all authorized and outstanding bills and report the balance in the treasury.
9. 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.
10. The Treasurer shall ensure that all outstanding bills have been paid.
11. The Treasurer shall disburse the designated amounts or percentages to the identified ~~group~~ organization(s) as determined by the Board of Directors.
12. Once all checks have cleared and the balance is zero, the Treasurer shall close the checking account.
13. Notification of dissolution is to be sent to the Nevada Secretary of State and the IRS.
14. Should there be insufficient volunteers to run for the statutorily required offices, the Board of Directors may make the decision to dissolve the Corporation and will handle the dissolution process consistent with the provisions of items 6-13 of this Article.
15. Should any provision(s) of this article be inconsistent or in conflict with Federal or 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 after having provided notice of the proposed change(s) and an opportunity for input/feedback from the general membership.

These Bylaws were approved at the Board of Directors meeting on \_\_\_\_\_ and are effective as of \_\_\_\_\_ superseding all previous Bylaws and/or amendments.