

**2009 BYLAWS**  
**OF**  
**MINING HISTORY ASSOCIATION, INC.**  
**(revised 4/28/09, approved 6/4/09)**

**ARTICLE I**  
**OFFICES**

Section 1. The principal office of the Mining History Association, Inc. (“The Association”) shall be located at such place as shall be determined by the Council from time to time.

Section 2. The Association shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Council.

Section 3. The Association may have such other offices at such places as shall be determined from time to time by the Council.

**ARTICLE II**  
**SEAL**

Section 1. The Council shall provide a suitable seal for the Association which shall be in the charge of the Secretary.

**ARTICLE III**  
**FISCAL YEAR**

Section 1. The fiscal year of the Association shall be the calendar year.

**ARTICLE IV**  
**COUNCIL**

Section 1. General Powers. The affairs and business of the Association shall be managed by the Council.

Section 2. Membership. The Council shall be composed of seven Councilors, the immediate Past President and the Association officers: President, Vice President/President-Elect, Treasurer and Secretary, all members in good standing. Any vacancies in the Council occasioned by reason of death, resignation or any other cause, may be filled by the President until the next regular election. A Councilor appointed to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office.

Section 3. Election and Term. The Councilors are elected to a three-year term. The terms are staggered so approximately one-third of the Council is elected each year. Ballots will be distributed to all dues paying members by paper or electronic ballots by December 31. The ballots will be returned to the Association by January 31 and counted by the Secretary who will inform the President of the official tally. The membership will be informed of the election results in the March newsletter. The terms will begin at the first Annual Meeting.

Section 4. Nominating Committee. The Nominating Committee shall be composed of three members, elected for three year terms. One member is elected each year at the same time as the Councilors and the Vice President/President-Elect. The nominating Committee's duty shall be to propose the names of one or more candidates for any vacancy that will occur because of expiration of the term of a Councilor or the death or resignation of a Councilor, and for the Vice President/President-Elect.

Section 5. Meetings. An annual meeting of the Association shall be held in June each year at the Association's annual conference, except as otherwise provided by the Council. Special meetings of the Council may be called at any time by the President or any five members of the Council upon four weeks' notice to each member of the Council, which notice shall state the object of such special meeting. The notice, by paper or electronic notification will be accompanied by method to confirm receipt and such notices of receipt shall be returned to the President.

Section 6. Quorum. At all meetings of the Council, one-third of the whole Council shall constitute a quorum for the transaction of any and all business. A simple majority of the quorum will be sufficient for action by the Council.

Section 7. Committees. The Council may create and the President shall then appoint such special and standing Committees as it may deem advisable. The Council may create an Executive Committee to be appointed by the President with the approval of the Council. The Executive Committee shall meet at the call of the President. The Executive Committee shall have full supervision of the work of the Council during the interval between regular meetings of the Council, and shall have the power during such periods to act in all matters except as specifically denied to it by the Council.

Section 8. Operating Guidelines. To facilitate the day-to-day operations of the Association, the Executive Committee may – from time to time with the approval of the Council in each case – issue appropriate guidelines and/or policies not inconsistent with these Bylaws or the Association's Articles of Incorporation. Such guidelines and/or policies shall not operate to expand or diminish any of the powers and duties of the Officers or Council set out herein, and shall be timely published to the general membership upon issuance.

Section 9. Action by the Councilors Without a Meeting. Any action required to or which may be taken at a meeting of the Council, the Executive Committee of the Council, or other committee of the Council may be taken without a meeting if a consent in writing or by electronic notification, setting forth the action so taken, shall be signed by all of the Councilors, Executive or other

committee members, entitled to vote on such action. Such consent shall be effective as of the date of the last signature thereon.

Section 10. Resignation. Any Councilor may resign at any time by giving written notice to the President. Such resignation shall take effect on the day specified in such notice

## **ARTICLE V OFFICERS**

Section 1. Number and installation of officers. The officers of the Association shall be a President, a Vice President/President-Elect, a Secretary, a Treasurer, and such other officers as may, from time to time, be created by the Association at its annual meeting. Except for special interim appointments, newly-elected officers are installed, and commence their term of service, and retiring officers end their term, upon installation of the President at the presidential luncheon during at the annual conference of the Association.

Section 2. Election and Selection. The President and Vice President shall be chosen from among the members of the Association. The Vice President/President-Elect shall be elected by the members of the Association by paper or electronic ballots distributed to the membership by December 31. The ballots will be returned to the Association by January 31 and counted by the Secretary who will inform the President of the official tally. The membership will be informed of the election results in the March newsletter. The Vice-President/President-Elect will assume the office of the President of the Association after serving one year as Vice-President/President-Elect. The Secretary and the Treasurer shall be chosen from among the members of the Association and elected at the annual meeting of the Council. Each will serve renewable two-year terms. Vacancies in any office other than President or Vice President shall be filled by the Council for the balance of the term. The Vice President shall always succeed the President and fulfill the balance of the predecessor's term as well as his or her own term. The office of Vice President, when vacant, shall be filled by recommendation of the nominating committee and elected by the members attending the annual meeting.

Section 3. Agents and Employees. The Council, with the approval of the annual meeting, may appoint or employ such agents or other employees as they may deem advisable and may prescribe the authority and duties of such agents or employees.

Section 4. Resignations and Vacancies. Any officer may resign at any time by giving written notice to the President or Vice President in the case of the President. Such resignation shall take effect on the date specified in such notice.

Section 5. Salaries. Subject to the provision of the Articles of Incorporation, the salaries of agents and employees of the Association shall be fixed from time to time by the Council.

Section 6. Duties of the Officers. The duties of the officers shall be such duties as usually attach to such offices and, shall include, without limitation, the following:

(a) President. The President shall be the principal officer of the Association, and, subject to the control of the Council, shall in general supervise and control all of the business affairs of the Association. He or she shall, when present, preside at all meetings of the Council and Association. He or she may sign, with the Secretary or any other proper officer of the

Association thereunto authorized by the Council, documents or other instruments which the Council or the Association has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, Association in annual meeting, or these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President of the Association and such other duties as may be prescribed by the Council from time to time.

(b) Vice President/President-Elect. The Vice President/President-Elect shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President; and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Council.

(c) Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Council and the annual meetings of the Association in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Association records and of the Seal of the Association and see that the Seal of the Association under its Seal is duly authorized; (d) keep and maintain current names and addresses of each member of the Association; (e) sign, with the President or Vice President, documents or instruments which require the signature of the Secretary of the Association and which have been authorized by resolution of the Council or vote of the annual meeting of the Association; (f) have general charge of the minute books of the Association; and (g) in general, perform all duties as from time to time may be assigned to him or her by the President or by the Council.

(d) Treasurer. The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Council.

## **ARTICLE VI**

### **DUES**

The Council shall regulate the payment of dues and the discipline for nonpayment thereof. The Council may, with justification, grant extensions in or exemptions from the payment of dues. The payment of the annual dues will confirm one's status as a member in good standing of the Association and entitle one to a vote in the annual election of officers, and service as an officer or committee member of the Association.

## **ARTICLE VII**

### **CONTRACTS, CHECKS AND MISCELLANEOUS**

Section 1. Contracts. The Council may authorize any officer, agent or employee of the Association to enter into any contract or execute and deliver any instrument in the name of the

Association, and no officer, agent or employee shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable financially for any amount without such authorization, except in the ordinary course of business and within the ordinary scope of his or her authority.

Section 2. Funds. All funds of the Association shall be deposited to the credit thereof under such conditions as in such depositories as the Council may designate, and for the purpose of such deposit any person or persons to whom such power is designated may endorse, assign and deposit checks, drafts and other orders for the payment of funds payable to the order of the Association. All checks, drafts or other orders for the payment of money issued by the Association shall be signed by such person or persons as may, from time to time, be designated by the Council.

## **ARTICLE VIII AMENDMENTS AND GENERAL PROVISION**

Section 1. Notices. Whenever any notice is required to be given by these By-Laws, or otherwise for any meeting of the Council or Association, such notice shall be deemed to have been waived by any Councilor or Association member attending such meetings in person, and any meeting of the Council or Association shall be a valid and legal meeting, without any notice thereof, if all of the members of the Council or Association, respectively, shall be present thereat or shall at or after such meeting sign the minutes thereof.

All notices required shall, unless otherwise specifically provided herein, be in writing or electronic notification and shall be deemed effective when actually delivered to the physical or electronic address of the designee for such notice respectively.

Section 2. Amendment. These By-Laws may be amended, altered or repealed, in whole or in part by a majority of all of the members of the Council or of those Association members in attendance at any regular meeting or at any special meeting, provided such notice of such special meeting sets forth the proposed amendment.

## **ARTICLE IX INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS**

Section 1. To the extent permitted or required by the Colorado Nonprofit Corporation Act and any other applicable law, if any Councilor, officer, employee or agent of the Association is made part to or is involved in (for example as a witness) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because such person is or was a Councilor, officer, employee or agent of the Association, as the case may be, the Association (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such action, suit or proceeding, and (ii) shall advance to such person expenses incurred in such action, suit or proceeding.

The term “Councilor” or “officer” shall mean (i) a Councilor or officer of the Association, as the case may be, and (ii) an individual who, while a Councilor or officer of the Association, is or was serving at the Association’s request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture trust, other enterprise or employee benefit plan, and (iii) such broader definition as may be provided in the Colorado Nonprofit Corporation Act as in effect from time to time.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Association may at its discretion provide for indemnification or advancement of expenses in a resolution of its Council, in a contract or in its Articles of Incorporation.

Any repeal or modification in the foregoing provision of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provision with respect to any act or omission occurring prior to the time of such repeal or modification.