

# Historical Society of Dayton Valley

## Bylaws

Effective 11 September 2024

### ARTICLE I – NAME

This organization shall be known as the “Historical Society of Dayton Valley” (the “Society”).

### ARTICLE II - PURPOSE

The purpose of the Society shall be to protect, preserve, and promote the historic Dayton (Nevada) Museum as well as Dayton-area history, historic integrity, heritage, and culture.

This Society is organized exclusively as an educational organization within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code or future amendments to that section and the corresponding provisions of future U.S. tax code. The Society may engage in any lawful activity, directly or indirectly, alone or in conjunction or cooperation with others, consistent with its purpose. Notwithstanding any other provision of these Bylaws, the Board of Directors or any other representative of the Society shall not take any action or carry on any activity by or on behalf of the Society that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code as it now exists or may be amended.

For the purpose of the Society, Dayton shall be defined as the area that falls under the jurisdiction of the Dayton Regional Citizens Advisory Board or its successor.

The legal power of the Society may include, but is not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. The Society shall be prohibited from engaging in any promotional or political activities except those specifically relevant to its purpose or properties under its stewardship and within the legal parameters set forth by Section 501(c)(3) of the U.S. Internal Revenue Code or future amendments to that section and the corresponding provisions of future U.S. tax code.

No part of the net earning of the Society shall inure to the benefit or be distributable to any Director or member, or other private person or entity, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the the Society’s approved Articles of Incorporation and Bylaws.

### ARTICLE III - MEMBERSHIP

Membership shall be open to all persons, businesses, or other entities that are in support of the purpose stated in Article II. A member in good standing is someone whose dues are currently paid for that year or who has received an Honorary or Golden membership and who has not been removed for cause according to the provisions stated in this article.

General membership is available to individuals who shall pay dues as prescribed by the Board of Directors and who are over the age of 18 years. General members shall be entitled to vote, hold office, serve on standing and ad-hoc committees, attend all open special, Board, and general membership meetings and have the privilege of the floor at such meetings in accordance with any Board-approved meeting rules, participate in activities, and avail themselves of the services and/or facilities of the Society.

Organizational membership categories may be designated and dues set by the Board of Directors. Organizational membership categories may include but are not limited to businesses,

associations, firms, partnerships, corporations, institutions, or estates. Each member organization is entitled to one (1) vote.

Family membership, up to two (2) adults and children under 18 residing with those adults, is available to any family and a special price for such dues may be prescribed by the Board of Directors. Adult members in this category will have the privileges of General membership, while youth will have the privileges of Student membership.

Student membership is available to any individual under the age of 18 who is not covered under Family membership and who shall pay minimum dues as prescribed by the Board of Directors. Student members shall have all the rights and privileges of General membership except the right to vote or hold office. Such individuals may be active on committees.

Honorary membership may be conferred by the Board of Directors following a two-thirds vote of the membership attending any regular or special meeting. Honorary members shall have the rights and privileges of General membership except the right to vote or hold office. Honorary membership is reserved for distinguished persons in recognition of notable service to the Society, the community of Dayton, or the State of Nevada.

Golden membership, as a lifetime General member, may be conferred by the Board of Directors following a two-thirds vote of the members attending any regular or special meeting. Golden members shall have the rights and privileges of General membership. Golden membership is reserved for members of the Society who have performed prolonged and exceptional service in support of the goals and purpose of the Society.

Special circumstances relating to membership may be addressed by the Board on a case by case basis.

Privileges of Membership shall include access to programs, member discounts, and the "privilege of the floor," which allows all members the opportunity to speak at any meeting in accordance with any Board-approved and agenda meeting rules.

A member may be removed for cause for conduct inappropriate as a member of the Society or contrary to the goals of the Society. The removal will be discussed and determined in a closed session of the Board of Directors. The member in question shall be notified of the closed meeting at least one week prior and shall have the opportunity to respond in writing or an email addressed to all Board members prior to the closed session. Removal shall require a two thirds vote of the Board during the closed session. The Board will notify the member in writing of the Board's decision to remove or not remove.

Memberships are non-transferable and non-refundable.

#### **ARTICLE IV - GOVERNMENT**

The governing body of the Society shall consist of at least five (5) elected Directors and no more than seven (7) elected Directors. While the optimal governing body is seven directors, the number may be adjusted based on the number of individuals nominated during the nomination period. Thus, the number is determined for the subsequent year by the outgoing Board of Directors at a meeting held between the close of nominations and the annual election for Directors. The elected Directors shall include the officers of the Society—President, Vice-President, Secretary, and Treasurer. All directors are elected for 2-year terms. Terms for Secretary, Vice President, and one (1) Director begin in an odd year and expire at the end of the following even year. Terms for President, Treasurer and any additional Directors begin in an even year and expire at the end of the following odd year.

Any member in good standing may nominate any qualified member, including themselves, for any elected position. Nominations shall close at least 30 days prior to the election. All members

in good standing shall be notified of the election date at least 30 days prior to the election. The election of Directors shall occur by written ballot from members in good standing at least 30 days prior to the election.

Director vacancies that occur during the term of a Director, including those serving as officers, may be filled for the remainder of the term, as deemed necessary, by a majority vote of the remaining Directors.

All Directors must be at least 18 years old and must be members of the Society in good standing.

Although members may be from anywhere, no less than 60% of the Directors must live in Dayton, as defined in Article II above, as their legal residence. The Board of Directors may require proof of legal residence from a Director if questioned by a Director or General member.

The Historian shall be appointed by the Board of Directors and shall have the same voting privileges as elected Directors.

A list of officers will be filed annually with the Nevada Secretary of State's office or otherwise in accordance with the requirements of state law.

A Director may be removed for cause for failure to perform the assigned duties of their position, conduct inappropriate as a Director, conduct contrary to the goals and purpose of the Society, or missing three (3) or more regularly scheduled Board meetings in a calendar year. Exceptions may be granted if arrangements are presented to and approved by the Board for extended absence due to health, family issues, or other special circumstances. The removal will be discussed and determined in a closed session of the Board of Directors. The Director in question shall be notified of the closed session at least one week prior and shall have the opportunity to respond in writing or an email addressed to all Board members prior to the closed session. Removal shall require a two thirds vote of the Board during the closed session. The Board shall notify the Director in writing of the Board's decision to remove or not remove.

#### **ARTICLE V – COMMITTEES**

The Board of Directors shall appoint all standing and ad hoc committees, with the name, duties, and leadership of such committees being determined at the time of appointment. The Board of Directors shall fund said committees, as needed, based on available funding and Board approval. Committees may request permission from the Board through an approved agenda item at a Board of Directors meeting to raise funds to support specific or continued activities, with all such activities being subject to the oversight and reporting requirements of the Board of Directors.

Committees may be dissolved at the discretion of the Board of Directors. Standing committees continue unless dissolved by the Board of Directors. Ad hoc committees cease to exist when their short-term mission ends. No committee can take final action on matters that require Board of Directors and/or membership approval.

The appointed leader of a committee shall have the right to control membership of their committee. In addition, the Board, at their discretion, may appoint a Board liaison as a committee member. Both the committee leader and committee members must be current members in good standing.

Any committee member removed by the leader may appeal to the Board of Directors for reinstatement, which shall require a majority vote by the Board at a Board of Directors meeting.

All committee members assigned to a standing or ad-hoc committee must be notified of all committee meetings at least three (3) days prior to the meeting date. Remote attendance should be facilitated as necessary. At committee meetings, those present in person or remotely shall constitute a quorum for voting purposes.

## **ARTICLE VI - MEETINGS**

Board of Directors meetings shall be scheduled by the President and held at minimum once every two (2) months, but generally every month. Special meetings may be called at the discretion of the Board of Directors, the President. Special meetings must be preceded by a minimum 3-day notice to each Board member of the date, time, place, and purpose of the meeting. A quorum for voting purposes shall consist of 60% of the Board of Directors. If a special meeting is called by a majority of the membership, then all members in good standing must also be notified at a minimum one (1) week prior to the meeting.

Any Director may attend any meeting of the Board of Directors by phone or virtually and such attendance shall not be considered an absence and shall count towards a quorum. Directors shall recuse themselves from voting on issues on which they may have an associated conflict of interest or if the appearance of a conflict of interest can be reasonably assumed. The Board may vote on time-critical issues by email when requested by a Board member. The email must include all Board members and a quorum shall be the same as for a regular or special Board meeting.

General Membership meetings shall be scheduled by the Board of Directors and held at a minimum twice per calendar year, but generally once per quarter. If a vote is required of the general membership at a meeting, meeting notices shall be posted on the Society's website and emailed to all members in good standing, or U.S. mail if the member requests, at a minimum one (1) week prior to the date of the meeting.

A quorum for voting purposes at a General Membership meeting shall consist of four (4) General members including at least one (1) Director.

Meetings generally shall be conducted informally, but at any meeting the President or a majority of the attending members may request that the deliberations be governed by the latest version of *Robert's Rules of Order*.

## **Article VII - FISCAL YEAR**

The fiscal year shall be the 1<sup>st</sup> of January through the 31<sup>st</sup> of December.

## **Article VIII - FINANCES**

All use of funds and assets of the Society, or the incurring of any debt or liability, shall require a majority vote of the Board of Directors. The Board, however, may by majority vote choose to designate a small amount of funds, not to exceed \$500, that Board members or approved committee members may access, either on an ongoing basis or for a specific project, for reasonable small expenses, without the additional approval of the Board. Such funds are subject to the same financial requirements for reporting and receipts as all other Society expenditures, including submission to the Treasurer within 60 days following expenditure.

The Board of Directors shall have the power to purchase, hold and sell, or exchange personal and real property required to conduct the affairs of the Society. The Board of Directors shall maintain all Society funds and property separately from any personal, business, other non-profit, or other external funds. Funds will be maintained in accordance with laws pertaining to nonprofit organizations and through a financial institution legally operating as a bank.

The Board of Directors reserves the right to solicit funds, incur debt, and pledge credit in order to expedite or finance activities designed to carry out the purpose of the Society. The Board of Directors shall approve procedures for receiving, recording, and disbursing funds due or entrusted to the Society, and shall maintain a complete record of all receipts, expenditures, and other financial records required by law.

It is the duty of the Board of Directors to devise ways and means to raise funds and to avoid deficits.

The treasury funds and reports will be available for inspection upon request of any member of the Society in good standing.

**Article IX - DISSOLUTION**

Upon the dissolution of the Society, after adequately satisfying the debts and obligations of the Society, the remaining assets shall be distributed to a local governmental entity or local nonprofit fund, foundation, or corporation that operates exclusively for charitable or public purposes as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or future amendments to that section and the corresponding provisions of future internal revenue laws. The entity designated to receive the dissolved organization's assets must be in good standing with the Internal Revenue Service.


**Article X - AMENDMENTS**

The Articles of Incorporation and Bylaws of the Society may be amended or revised by a two-thirds vote of the Board of Directors or at a scheduled General Membership meeting of the Society by a majority vote of the membership present who are in good standing at least 30 days prior to this meeting. Amended or revised Articles shall be filed with the Nevada Secretary of State, or as otherwise specified by current state law.


Approved by Board of Directors; effective 11 September 2024:

Director:   
Gloria Manning  
President

380 Pike Street  
Dayton, NV 89403

Director:   
Martha [aka Becca] Krach  
Secretary

236 Cecina Dr.  
Dayton, NV 89403

Director:   
Glenn Sidener  
Treasurer

708 Ruby Valley Ct.  
Dayton, NV 89403