

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 agendaized 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 nine (9) 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 end of the calendar year. 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 two (2) Directors 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.