

By-Laws of the Helena Mineral Society, Inc

ARTICLE I

OFFICES

SECTION 1 **Principal Office** The principal office of the Helena Mineral Society, Inc., shall be located in Helena, Montana.

SECTION 2 **Registered Office** The registered office of the Helena Mineral Society, Inc., may be, but need not be, identical with the principal office in the State of Montana and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

SECTION 1 **Membership** Each Member of the Helena Mineral Society, Inc., shall have the rights, duties, and obligations set forth in the Articles, the By-Laws, and any rules adopted by the Board of Directors in accordance with the By-Laws. Each member who has attained the age of majority shall be entitled to one vote on any business which shall lawfully come before the members. Only those members that have attained the age of majority shall be eligible to hold office in the association and shall be eligible to such benefits as the Board of Directors from time to time shall determine.

SECTION 2 **ANNUAL MEETING** The annual meeting of the members shall be held at the regularly scheduled meeting in September in each year for the transaction of such business as may come before the meeting. The business of such meeting will be the election of certain Board Members pursuant to Article III, Section 3 and Article IV, Section 1, together with any such other business as shall lawfully come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Montana, such meeting shall be held on the next succeeding business day.

SECTION 3 **Special Meetings** Special meeting of the members for any purpose of purposes, unless otherwise prescribed by statute, may be called by the President, the Board of Directors, or not less the twenty (20) members of the Helena Mineral Society, Inc., entitled to vote.

SECTION 4 **Notice of Special Meetings** Written notice stating the place, day, and hour of the special meeting of the members, and the purpose or purposes for which the special meeting is called, shall be delivered not less than five (5) days nor more than fifty (50) days before the day of the meeting, either personally or my mail in writing, by or at the direction of the President or Secretary, or of the persons calling the meeting, to each member entitled to

vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the member's address as it appears on the records of the Helena Mineral Society, Inc., with postage thereon prepaid.

SECTION 5 Quorum Twenty (20) members represented on person shall constitute a quorum at a meeting of the members. If less than twenty (20) members are represented at a meeting, a majority of the members so represented have no power other than to adjourn the meeting without further notice.

SECTION 6 Manner of Acting At any meeting at which a quorum is present, the vote of a majority of the members represented in person shall decide any question brought before such meeting unless the question is one upon which, by expressed provisions of law or the Articles of Incorporation or these By-Laws a different vote is required, in which case such expressed provisions shall govern and control the decision of such question.

SECTION 7 Removal

(a) A board member may be removed from office by the affirmative vote of a majority of the directors for any reason deemed sufficient by such majority.

(b) The Board of Directors by majority vote may withdraw the membership of any member who refused to abide by a majority vote or acts in a manner objectionable to the orderly conduct of business or in a manner which conflicts with the purposes of the Helena Mineral Society, Inc.

(c) A member whose membership has been withdrawn by the Board of Directors shall have the right to appeal the withdrawal to the members of the Helena Mineral Society, Inc. The dismissal shall be upheld or rescinded by a majority vote by ballot of the members present at the regular meeting hearing the appeal.

(d) Membership shall be withdrawn from any member whose dues for the past year are unpaid at the end of the June meeting. Any member whose membership is withdrawn may not vote.

SECTION 8 Dues Annual membership dues shall be paid by each member in amounts to be determined by the Helena Mineral Society, Inc., membership. The annual dues for the ensuing year are payable by the 30th day of April. A new member, upon joining, shall pay the full annual dues. Dues shall be in arrears if still unpaid at the conclusion of the June meeting. Membership for members that fail to pay in full by the end of the June meeting shall be withdrawn.

SECTION 9 Duties of Members

(a) It shall be the duty of each member to endeavor to attend each meeting of the Helena Mineral Society, Inc., to abide by the majority vote of the members and the decisions of the Board of Directors ~~Chair~~, and to bear in mind at all times the purpose of the Helena Mineral society, Inc., as expressed in Article III of the Articles of Incorporation.

(b) A member will respect the privacy of private property and will not enter on such property to collect specimens without the permission of the owner.

(c) A member will observe all rules and regulations applying to Federal and State lands when entering thereon to collect specimens.

(d) A member will not present himself or herself as acting for the Helena Mineral Society, Inc., unless so authorized.

(e) A member or guest shall not “undercut” or “tunnel” in excess of **one-foot from the vertical face** while attempting to recover any mineral or specimen on any Helena Mineral Society, Inc., claim or property

(f) A member may not dig on any of the Helena Mineral Society, Inc., claims more than **three (3) consecutive days, nor more than a total of ten (10) days on any one claim during the calendar year.** A day is herein defined as the time beginning at sunrise and ending at sunset, or any portion thereof. There will be **no prospecting** between the hours of sunset to sunrise. The use of any artificial light is prohibited. Building, maintaining, attending, or using a fire or campfire on the Helena Mineral Society, Inc., claims is prohibited. All motor driven equipment is strictly prohibited on any and all Helena Mineral Society, Inc., claims with the exception being for approved remediation and maintenance only.

(g) A member or member family may be accompanied by no more than one (1) non-member guest family while digging on the Helena Mineral Society, Inc., claims. A guest family shall be defined to include a husband and wife and their immediate offspring. Exceptions to this paragraph shall be by the approval of the Board of Directors. The Helena Mineral Society, Inc., claims presently consist of: The Miss Beverly #1, Miss Beverly #2, and Blue Star sapphire claims and the Crystal claim on Sally Ann Creek.

(h) No gem or mineral found on any Helena Mineral Society, Inc., claim may be sold in any commercial manner.

(i) A member on any Helena Mineral Society, Inc., claim shall have on his/her person a current membership card and shall display the same to any other member upon request.

Violations of these Duties and/or Rules shall be reviewed by the Board of Directors and will be cause for the withdrawal of membership of the violating member by the Helena Mineral Society, Inc.

ARTICLE III

BOARD of DIRECTORS

SECTION 1 Annual Meeting The annual meeting of the Board of Directors shall be held before the end of October in each year, following the annual members' meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Montana, such meeting shall be held on the next succeeding business day.

SECTION 2 General Powers The affairs of the Helena Mineral Society, Inc., shall be managed by a majority of its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation. The Board of Directors duties shall include but not be limited to managing the business and all properties of the Helena Mineral Society, Inc., not specifically placed under the control of the Secretary or Treasurer, handling the development of programs, fund raising, capital outlays, and other decisions reflective of the purposes of the Helena Mineral Society, Inc. The Board of Directors shall exercise all the powers that may be exercised or performed by the Helena Mineral Society, Inc., under State laws, its Articles of Incorporation and its By-Laws except that the Board of Directors shall not sell or otherwise dispose of any of the real or personal property owned by the Helena Mineral Society, Inc., without proper approval of two-thirds (2/3) of the membership attending any regular meeting with the exception of trading in items for upgrading real or personal property. In co-operation with the Program Committee, the Board of Directors shall present a general overall plan of programs for the year to the members for approval. If the By-Laws are inconsistent or contradictory concerning any subject or issue, the Articles of Incorporation shall control.

SECTION 3 Number, Tenure, and Qualifications The number of the Directors of the Helena Mineral Society shall be six (6). The Board of Directors shall consist of the Officers, the immediate past President, and any other elected officers. Each Director shall hold office until the next annual meeting of the members and until the director's successors shall have been duly elected and qualified.

SECTION 4 Regular Meetings The Board of Directors may meet from time to time as is deemed necessary and such meeting may be called by any member of the Board for said purpose. A meeting of the Board of Directors shall be held at a place designated by the Board of Directors, in Montana, at the time and date specified. The Board of Directors may provide, by resolution the time and place, in Montana, for holding additional regular meetings without notice other than such resolution.

SECTION 5 Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Board of Directors. The President may fix any place in Montana as a place for holding any special meeting of the Board of Directors call by the President. Such special meeting may not take the place of a regular meeting.

SECTION 6 Notice of All Meetings Notice of the time and place of all meetings of the Board of Directors shall be given verbally, in person, or by telephone not less than twenty-four-hours before the time thereof.

SECTION 7 Conduct of Meetings The President, or in the President's absence, the Vice-President, or in their absence, any director chosen by the directors present, shall call all meetings of the Board of Directors to order and shall act as Chairperson of the meeting. The Secretary of the Helena Mineral Society, Inc. shall act as the Secretary at all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint and Assistant Secretary or a director or other person present to act as Secretary of the meeting.

SECTION 8 Quorum A majority of the number of directors fixed by Section 3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but of less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

SECTION 9 Manner of Acting The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by Montana Corporation Law, the Articles of Incorporation, or By-Laws of the Helena Mineral Society, Inc.

SECTION 10 Vacancies Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of the majority of the directors then in office although less than a quorum.

SECTION 11 Presumption of Assent A director of the Helena Mineral Society, Inc., who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any

corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Helena Mineral Society, Inc., immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12 Removal A director may be removed from office, by the affirmative vote of a majority of the members entitled to vote, for any reason deemed sufficient by such majority.

ARTICLE IV

OFFICERS

SECTION 1 Number The principal officers of the Helena Mineral Society, Inc., shall be the President, Vice-President, Secretary, Treasurer, and Membership Chair and other elected officers. All officers shall be elected at the annual meeting of members by a majority of the members entitled to vote. In the event that there shall be a vacancy in an office, such vacancy may be filled by a person who receives a majority vote of the Board of Directors. Unless defined herein the duty of such officers shall be as from time to time defined by the Board of Directors. The Board of Directors shall fill vacancies in offices by appointment except the office of President.

SECTION 2 Election and Term of Office The members shall appoint a Nominating Committee of three persons at the meeting preceding the election of officers. Nominations may also be made from the floor, but no person shall be nominated who has not signified willingness to accept the office if elected. The officers and the elective member to the Board of Directors shall be elected by ballot for a term of one-year at the September meeting of each year. If elections are not completed at the September meeting, then elections shall be held at the first succeeding meeting. Each officer shall hold office until that officer's successor shall be duly elected or until that officer's death or until that officer shall resign or shall have been removed in the manner hereinafter provided. The elected officers shall take office at the end of the business portion of the meeting prior to adjournment. Officers are eligible for re-election.

SECTION 3 Removal Any officer or agent elected or appointed by the Board of Directors or the members may be removed by the Board of Directors or the members respectively

whenever, in their judgment, the best interests of the Helena Mineral Society, Inc., will be served. Election or appointment shall not of itself create contract rights.

SECTION 4 Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5 President: The President shall be the principal executive officer of the Helena Mineral society, Inc., and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Helena Mineral Society, Inc. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Helena Mineral society, Inc., there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Helena Mineral Society, Inc., or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6 Vice-President In the absence of the president, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The Vice-President shall perform such other duties as may from time to time be assigned by the President or the Board of Directors.

SECTION 7 Secretary The Secretary shall (a) Keep the minutes of the Board of Directors meetings and all regular Helena Mineral Society, Inc., meeting 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 corporate records. (d) Perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 8 Treasurer The Treasurer shall (a) Collect any and all Helena Mineral Society, Inc., monies. (b) Pay out the funds of the Helena Mineral Society, Inc., upon the authority of the Helena Mineral Society, Inc., at regular meetings or at the discretion of the Board of Directors. (c) Make a report of the same at the business meeting of the Helena Mineral Society, Inc. (d) have charge and custody of and be responsible for all funds and securities of the Helena Mineral Society, Inc. (e) Receive and give receipts for monies due and payable to the Helena

Mineral Society, Inc., from any source whatsoever. (f) Deposit all monies in the name of the Helena Mineral Society, Inc., in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws. (g) 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 the Treasurer by the President or by the Board of Directors.

SECTION 9 Membership Chair The Membership Chair shall be responsible for continuing to maintain or increase the general membership of the Helena Mineral Society, Inc., and maintain all records pertaining to the membership. This includes the receiving of Dues monies and giving such receipts to the Treasurer.

ARTICLE V

INDEMNIFICATION

The Helena Mineral Society, Inc., shall indemnify any director or officer, or former director or officer of the Helena Mineral Society, Inc., against expenses actually or necessarily incurred by a director in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which a director is made a party, or with which a director is threatened by reason of being or having been, or because of any action such director or officer, within the course of a director's duties or employment, except in relation to matters as to which a director shall be adjudged in such actions, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. The Helena Mineral Society, Inc., shall also reimburse to any director or officers the reasonable cost or settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the Helena Mineral Society, Inc., that such settlement be made and that the director or officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian, and conservator of any deceased former director or officer or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any statute, agreement, or otherwise. The Helena Mineral Society, Inc., shall have the power to purchase insurance to pay for its obligations set forth herein.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1 Contracts The Board of Directors may authorize any officer or officers agent or agents to enter into any contract or execute and deliver any instrument of deed in the name of and behalf of the Helena Mineral Society, Inc., and such authority may be general or confined to specific instances.

SECTION 2 Loans No funded indebtedness shall be contracted on behalf of the Helena Mineral Society, Inc., and no evidences of such indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3 Checks, drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Helena Mineral Society, Inc., shall be signed by such officer or officers, agent or agents of the Helena Mineral Society, Inc., and in such manner, including facsimile signature, as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4 Deposits All funds of the Helena Mineral Society, Inc., not otherwise employed shall be deposited from time to time to the credit of the Helena Mineral Society, Inc., in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

PROHIBITED TRANSACTIONS

The Helena Mineral Society, Inc., shall not, and the directors nor the officers of the Helena Mineral Society, Inc., shall not have any power to cause the Helena Mineral Society, Inc., to lend any part of its income, without the receipt of adequate security and a reasonable rate of interest. The Helena Mineral Society, Inc., shall not, and the directors nor the officers of the Helena Mineral Society, Inc., shall not (1) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered; (2) make any part of its services available on a preferential basis; (3) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth; (4) sell any substantial part of its securities or other property for less than adequate consideration in money or money's worth; or, (5) engage in any other transaction which results in a substantial diversion of its income to any person who has made a substantial contributions to the Helena Mineral Society, Inc., a brother, sister, spouse, ancestor, or lineal descendant of

such a person, or a corporation directly or indirectly controlled by such a person. Any transaction which violates the foregoing prohibitions shall be absolutely void as to the Helena Mineral Society, Inc., and the officers or directors who authorized or effected the same shall be jointly and severally liable in their individual capacities to revoke or rescind the transaction and to restore the Helena Mineral Society, Inc., and its income to the condition prevailing before the transaction was attempted.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Helena Mineral Society, Inc., shall begin on January 1st of each year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Montana Non-Profit Law or under the provisions of the Articles of incorporation or By-Laws of the corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

These By-Laws may be amended at any regular meeting by two-thirds vote of the members present, provided that a notice of intent to vote on an amendment or on amendments to the By-Laws is given at the preceding meeting. No amendment shall substantially change the original purposes of the corporation as expressed in Article III of the Articles of Incorporation.

ARTICLE XI

LEGAL FEES

Any legal expenses incurred by the corporation after the date of the initial articles of Incorporation, By-Laws and minutes of the first meeting will be paid by the corporation's membership.

ARTICLE XII

INVALIDITY OF PROVISIONS

If any one or more of the provisions of these By-Laws are adjudged void by any court of competent jurisdiction, such adjudication shall not impair the effect of suspend the operation of any of the other provision of these By-Laws.

ARTICLE XIII

REGULAR MEETINGS

The regular meetings shall be held the second Thursday of each month at 7:00pm except that a recess may be taken during the summer months. The time of meetings may be changed by a majority vote of the Helena Mineral Society, Inc., members.

ARTICLE XIV

PROCEDURES

The meetings shall be conducted according to Robert's Rules of Order (revised), except as may be otherwise specified in the By-Laws.