

BYLAWS OF
CARLIN HISTORICAL SOCIETY
A NEVADA NONPROFIT CORPORATION

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BYLAWS OF CARLIN HISTORICAL SOCIETY

ARTICLE I: NAME, REGISTERED AGENT, AND OFFICES

Section 1.01 Name. The name of the Corporation shall be: CARLIN HISTORICAL SOCIETY (hereinafter “the Corporation”).

Section 1.02 Registered Agent. The Corporation shall have and maintain continuously in the State of Nevada a Registered Agent, as required by law. The Registered Agent may be changed from time to time by the Corporation’s Board of Directors (hereinafter “the Board”).

Section 1.03 Principal Office. The Corporation shall continuously have and maintain a Principal Office in the State of Nevada, as required by law. The location of the Principal Office may be changed from time to time by the Board.

ARTICLE II: PURPOSES AND POWERS

Section 2.01 Object and Purpose. The purpose of the Corporation shall be to discover, collect, preserve, research, interpret, disseminate, display, and promote the history of Carlin, Nevada and surrounding areas. The Corporation’s specific objectives shall include, without limitation:

- a) Collecting, restoring, and preserving materials of historical significance;
- b) Operating a museum to exhibit materials of historical significance;
- c) Marking, restoring, owning and/or operating historic buildings and sites;
- d) Hosting and/or presenting meetings, workshops, lectures, informative programs, and historic tours;
- e) Publishing and disseminating information of historical significance; and
- f) Ensuring access to materials, buildings, and sites of historical significance for the appreciation, enjoyment, education, and research of the general public.
- g) Furthering its purpose through collaboration and cooperation with government agencies, officials, and other organizations with a similar purpose.

The Corporation shall pursue these objectives through the establishment of clearly defined collection, conservation, and interpretation policies and procedures that comply with applicable laws and regulations.

Section 2.02 Powers. The Corporation shall be entitled to engage in any and all lawful activities that are necessary, proper, useful, incidental, or advantageous to its purpose and shall have all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Nevada.

Section 2.03 Nondiscrimination Policy. The Corporation shall not discriminate on the basis of race, religion, color, national origin, disability, sexual orientation, gender identity or expression, ancestry, familial status, sex, age, or any other class or characteristic protected under State or federal law, in the administration of its policies, admissions, employment, programs, services, and activities.

Section 2.04 Governing Instruments. The Corporation shall be governed by Chapter 82 of the Nevada Revised Statutes, the Articles of Incorporation, these Bylaws, and any rules or regulations adopted by the Board.

ARTICLE III: MEMBERSHIP

Section 3.01 Members. The Corporation may have one (1) or more Members, as determined from by the Board. The qualifications, classes, rights, privileges, obligations, dues, and Meetings of the Corporation's Members may be established and altered by action of the Board. Membership shall not entitle Members to any property rights or ownership in any of the property or assets of the Corporation.

Section 3.02 Qualifications. Applications for Membership shall be open to any person that supports the object and purpose of the Corporation, as stated in Section 2.01 of these Bylaws.

Section 3.03 Application. All applications for Membership shall be made using a form approved by the Board. Applications shall specify pertinent information relative to the applicant and an agreement to abide by all rules governing Membership. All Membership applications are subject to rejection for cause by the Board. If an application is denied by the Board, a letter detailing the basis for the rejection and a refund of the dues submitted with the application shall be sent to the applicant. If an application is approved, the Member will be considered active and will receive all materials and benefits conferred as part of Membership.

Section 3.04 Dues. Initial dues must be submitted with Membership applications. Memberships shall be renewed each year upon payment of annual dues. The amount of dues required for Membership, methods of collection, and penalties for a Member's failure to pay may be determined by action of the Board.

Section 3.05 Term. The term of an Annual Membership shall correspond with the Corporation's Fiscal Year. Memberships shall not be renewed and shall automatically terminate if annual dues are not received by the fifteenth day of the first month of the Corporation's Fiscal Year. Lifetime Memberships not requiring annual renewal may be obtained through the one-time payment of Lifetime Member dues, in an amount to be determined by the Board.

Section 3.06 Withdrawal. Any Member may withdraw from Membership upon written notice to the Corporation's Secretary. Acceptance of such withdrawal, unless required by its terms, shall not be necessary to make it effective.

Section 3.07 Termination. Membership shall terminate upon death or withdrawal of a Member, or upon failure to renew Membership through payment of annual dues by the fifteenth day of the first month of the Corporation's Fiscal Year. Memberships may also be terminated, for cause, by a majority vote of the Board, provided that the Member has been served with written notice describing the reason for termination at least thirty (30) days before the effective date of termination, and provided that the Member has been afforded an opportunity to be heard by the Board, orally or in writing, at least five (5) business days before the effective date of termination.

Section 3.08 Quorum. At any Meeting of the Members, the presence of ten percent (10%) of the Members entitled to vote, either in person or by written proxy, shall be necessary to constitute a quorum for the transaction of business.

Section 3.09 Majority Action of Members. Every action made by a majority of the Members present in person or by proxy at a duly held Meeting at which a quorum is present shall be an action of the Members, provided that a higher percentage or unanimous vote is not required for approval of the matter at issue under the Articles of Incorporation, these Bylaws, or an applicable provision of law.

Section 3.10 Voting. All Members in good standing that are current on dues are entitled to one (1) vote on any matter submitted to the Membership for vote, and one (1) vote for each Director seat to be filled at the bi-annual election of Directors. The election of Directors shall be by written ballot, and all other votes at duly held Meetings shall be by voice.

Section 3.11 Action by Written Ballot. Any action which may be taken at any Meeting of the Members may be taken without a Meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall include the following: i) a description of the proposed action; ii) an opportunity to specify approval or disapproval of each proposal; iii) a statement of the number of responses required to meet quorum and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the proposal; and iv) a statement of the date by which the ballot must be received by the Corporation in order to be counted. Members must be given a reasonable time within which to return the ballots to the Corporation. The Corporation shall deliver ballots in the manner required for giving notice of Meetings of the Members, as specified in these Bylaws. Approval of action by written ballot shall be valid when the number of votes cast by ballot within the applicable time period equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes required to approve the action at a Meeting of the Members. Written ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 3.12 Annual Meeting. A Meeting of the Members shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors during election years, and for the transaction of any necessary business.

Section 3.13 Special Meetings. Special Meetings of the Members may be called by the President, the Board, or at the written request of at least five percent (5%) of the Members. The

request must state the purpose for the meeting, be signed and dated by the Members making the request, and be delivered to the Corporation's Secretary. Upon receipt of the request, the Corporation must immediately give written notice of a Special Meeting of Members stating the purpose of the meeting.

Section 3.14 Notice of Meetings. No less than ten (10) and no more than sixty (60) calendar days written notice shall be given for any Annual or Special Meeting of the Members. The Corporation's Secretary shall serve notice of any Meeting of the Members upon each Member in person, by certified mail, or by email. Notice shall be deemed effective on the day it is sent. Each notice shall state the place, date and time of the Meeting, and shall set forth the business and other matters intended to be transacted at the Meeting. The Notice of any Meeting of the Members at which Directors are to be elected shall state the names of the persons nominated at the time notice is given. An entry in the Minutes of any Meeting of the Members stating that notice has been duly given shall be conclusive evidence that due notice of such Meeting has been given.

Section 3.15 Waiver by Consent. Where a Meeting is not validly noticed, called, or conducted, such irregularities or defects may be waived by the unanimous consent of all Members entitled to vote at the Meeting. The following actions constitute consent for the purposes of this Section: (i) a writing on the records of the Meeting or filed with the Corporation's Secretary; (ii) presence at the Meeting and oral consent entered on the Minutes; or (iii) taking part in deliberations at the Meeting without objection. Any business may be transacted at the Meeting unless an objection to the transaction of such business due to the irregularity or defect is made during the Meeting or the transaction of such business is explicitly excepted from the written consent.

Section 3.16 Retroactive Waiver and Ratification. Provided that a quorum was present at a Meeting not validly noticed, called, or conducted, such irregularities or defects may be waived and any action or proceeding taken at the Meeting may be ratified, approved, and rendered valid and fully effective through the unanimous written consent of all Members entitled to vote at the Meeting.

Section 3.17 Participation by Electronic Communications. Meetings may be conducted through electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially. Participating in a Meeting pursuant to this Section constitutes presence at the Meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 General Powers. Subject to the provisions of the laws of the State of Nevada and any limitations in the Articles of Incorporation, these Bylaws, and/or any rules or regulations adopted by the Board relating to actions required or permitted to be taken or approved by the Corporation's Members, if any, the Board shall control and manage the Corporation's affairs and operations and shall exercise all lawful corporate powers. The Directors shall be trustees of the Corporation and its assets, both real and personal, and shall fulfill functions and duties in

accordance with applicable law. Directors shall receive no compensation other than reimbursement for reasonable expenses.

Section 4.02 Number of Directors. The number of Directors may, at any time, be increased or decreased by the affirmative majority vote of the Board, provided that the number of Directors shall not be reduced to less than five (5). No decrease in the number of Directors shall have the effect of removing any Director from office against the Director's will, but a decrease shall be effective from and after the next annual election of Directors, except in the case of the death, removal or resignation of any Director then in office.

Section 4.03 Election. Directors shall be elected by the Corporation's Members. During election years, the election of Directors shall be conducted by written ballot at the Annual Meeting of the Members. No Member may submit more than one (1) vote for an individual candidate. The number of votes that a Member may cast shall not exceed the number of open seats to be filled by the election.

Section 4.04 Term of Office. Directors shall hold office for two (2) years and until their successors have been elected and qualified, or until death, resignation, or removal. A Director elected to fill a vacancy resulting from removal, resignation, death, or failure to fill all open seats during an election shall be elected to hold office until the next annual election is held and a successor is elected and qualified.

Section 4.05 Resignation. Any Director may resign from the Board at any time by delivering a written notice to the Corporation's Secretary. Acceptance of such resignation, unless required by its terms, shall not be necessary to make resignation effective.

Section 4.06 Removal. Any Director may be removed for good cause by a majority vote of the Directors entitled to vote on the removal.

Section 4.07 Vacancies. All vacancies resulting from resignation, removal, death, or a failure to fill all open seats during an election may be filled by a majority vote of the Directors in office at the first Regular Meeting of the Board to be held after the seat is vacated or at a Special Meeting of the Board called for the purpose of filling the vacancy.

Section 4.08 Annual Meeting. The date, time, and location of the Annual Meeting of the Board shall be designated by majority vote of the Board. The Annual Meeting of the Board shall be held for the purpose of holding elections of Officers during election years, receiving annual reports, and the transaction of any other business that may be necessary.

Section 4.09 Regular Meetings. No less than one (1) Regular Meeting of the Board shall be held each quarter at a date, time, and location to be designated by majority vote of the Board. The number of Regular Meetings to be held in a year may be increased or decreased, from time to time, by majority vote of the Board, provided that no less than one (1) Regular Meeting of the Board is held each year. The order of business of Regular Meetings of the Board shall be as follows: Approval of Minutes; Approval of Treasurer's Report; Public Comment Announcements and Correspondence; Committee Reports; Old Business; New Business; and

Adjournment. The order of business of Regular Meetings of the Board may be changed, from time to time, by majority vote of the Board.

Section 4.10 Special Meetings. Special Meetings of the Board may be called upon direction of the President or by any two (2) Directors.

Section 4.11 Notice of Meetings. No less than ten (10) and no more than sixty (60) calendar days' written notice shall be given for any Regular, Annual or Special Meeting of the Board. The Corporation's Secretary shall serve notice of any Meeting of the Board upon each Director in person, by certified mail, or by email. Notice shall be deemed effective on the day it is sent. Notice shall designate the Meeting's date, time, and location, as well as the business to be transacted therein. At any Meeting of the Board held as provided in these Bylaws, any business within the authority of the Board may be transacted, regardless of whether such business is stated in the notice. An entry in the Minutes of any Meeting of the Board stating that notice has been duly given shall be conclusive evidence that due notice of such meeting has been given as required by law and these Bylaws.

Section 4.12 Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any Meeting of the Board.

Section 4.13 Voting. At any Meeting of the Board, each Director that is present and entitled to vote on a given matter shall have one (1) vote. In the event that there is a tie in any vote, the Board shall resume discussions on the motion at issue and the Directors shall conduct one (1) additional vote on the motion. If the second vote on the motion also results in a tie, the motion shall fail.

Section 4.14 Majority Action of Board. Every action made by a majority of the Directors present at a Meeting of the Board in which a quorum is present shall be an action of the Board, provided that a higher percentage or unanimous vote is not required for approval of the matter at issue under the Articles of Incorporation, these Bylaws, or an applicable provision of law.

Section 4.15 Waiver by Consent. Where a Meeting is not validly noticed, called, or conducted, such irregularities or defects may be waived by the unanimous consent of all Directors entitled to vote at the Meeting. The following actions constitute consent for the purposes of this Section: (i) a writing on the records of the Meeting or filed with the Corporation's Secretary; (ii) presence at the Meeting and oral consent entered on the Minutes; or (iii) taking part in deliberations at the Meeting without objection. Any business may be transacted at the Meeting unless an objection to the transaction of such business due to the irregularity or defect is made during the Meeting or the transaction of such business is explicitly excepted from the written consent.

Section 4.16 Retroactive Waiver and Ratification. Provided that a quorum was present at a Meeting not validly noticed, called, or conducted, such irregularities or defects may be waived and any action or proceeding taken at the Meeting may be ratified, approved, and rendered valid and fully effective through the unanimous written consent of all parties entitled to vote at the Meeting.

Section 4.17 Action without Meeting. Any action required or permitted to be taken at any Meeting of the Board may be taken without a Meeting if, before or after the action, a majority of the Board consents in writing to the action. If an action requires the affirmative vote of more than a majority of Directors, written consent of at least the same number of Directors shall be required to take the action without a Meeting. An action by written consent shall have the same force and effect as a vote of the Directors. For the purposes of this Section, an email transmission constitutes valid written consent.

Section 4.18 Participation by Electronic Communications. Meetings may be conducted through electronic communications, videoconferencing, teleconferencing or other available technology which allows the participants to communicate simultaneously or sequentially. Participating in a Meeting pursuant to this Section constitutes presence at the Meeting.

Section 4.19 Rules and Regulations. The Board shall have power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management of the business and affairs of the Corporation.

ARTICLE V: OFFICERS

Section 5.01 Officers. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, by resolution, may add additional Officers and designate such powers as they may have in accordance with applicable law. An individual may hold a maximum of two (2) offices at the same time, if duly elected as provided herein, but no Officer may act in more than one (1) capacity where action of two (2) or more Officers is required.

Section 5.02 Election. Officers shall be elected by a majority vote of the Board. During election years, Officer elections shall be conducted at the Annual Meeting of the Board, which shall be held after the Annual Meeting of the Members. In the event of a vacancy caused by an Officer's removal, resignation, or death, or a failure to fill the position, an election to fill the vacancy shall be conducted by majority vote of the Board at the first Regular Meeting of the Board held after the office is vacated, or at a Special Meeting of the Board called for the purpose of conducting the election.

Section 5.03 Term of Office. The first term of the Corporation's initial Officers shall be six (6) months, after which the term for all Officers shall be two (2) years. Officers shall hold office for the duration of their term and until their successors are appointed and qualified. Officers elected to fill a vacancy resulting from removal, resignation, or death shall be elected to hold office until the next annual election is held and a successor is elected and qualified.

Section 5.04 Removal. Any Officer, upon at least ten (10) days written notice, may be removed by a two thirds (2/3) vote of the Board for illness, neglect, lack of interest, or other cause. Any Officer who misses three (3) consecutive Meetings in a year, without prior notification to the President, will be considered to have vacated the position and may be replaced as provided herein.

Section 5.05 Resignation. Any Officer may resign at any time by giving written notice to the Corporation's President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.06 Duties of the President. The President shall be the Chief Executive Officer and head of the Corporation and Chairperson and Presiding Officer of the Board. The President shall, subject to the control of the Board, have general supervision, direction and control of the business and Officers of the Corporation. The President shall appoint Chairpersons and members, and shall serve as an ex officio member of all standing committees. The President shall preside at all Meetings of the Members and the Board and shall enforce the Articles of Incorporation, these Bylaws, and any rules or regulations adopted by the Board. The President shall also have such other powers and duties as may be prescribed by the Board.

Section 5.07 Duties of the Vice-President. The Vice-President shall be vested with all of the powers and shall perform all duties of the President in the President's absence, and shall have such other powers and duties as may be prescribed by the Board.

Section 5.08 Duties of the Secretary. The Secretary shall serve as Secretary of the Board and standing committees, unless the Board specifically provides otherwise by resolution. The Secretary shall deliver notices, agendas, and Minutes for all Meetings of the Board, Members and Officers. The Secretary shall attend all Meetings of the Board, Members, and committees, record all votes and the Minutes of all proceedings, and keep such votes and Minutes in a Minutes Book, which shall be made available for inspection by all Directors and Members. The Secretary shall be responsible for retrieving, disbursing, and responding to all correspondence to and from the Corporation, as well as mailing cards of gratitude, well wishes, and condolences at the request of the Board. The Secretary shall keep a copy of all business related correspondence, which shall be made available for inspection by all Directors and Members. The Secretary shall also have such other powers and duties as may be prescribed by the Board.

Section 5.09 Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as designated by the Board. The Treasurer shall, with the assistance of the other Officers, create an annual budget for the Corporation. The Treasurer shall submit a statement of the Corporation's accounts at each Meeting of the Board. The Treasurer shall ensure that the Corporation's books and accounts are open to inspection by any Member or Director. The Treasurer shall also have such other powers and duties as may be prescribed by the Board.

Section 5.10 Delegation of Duties. In case of the absence of any Officer, or for any other reason that the Board may deem sufficient, the Board may delegate all or any part of the powers or duties of any Officer to any other Officer or Director.

ARTICLE VI: COMMITTEES

Section 6.01 Committee Formation, Purpose, and Operation. The Board may, from time to time, designate and appoint committees deemed necessary by the Board for such purposes including, without limitation, fundraising, governance, public relations, and data collection. Such committees shall have and exercise authority as designated by the Board. The Board may authorize such committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation, these Bylaws, and applicable law. All committees shall operate in accordance with the policies established by the Board. Committee chairs shall be appointed by the President unless an alternate method is designated by the Board.

ARTICLE VII: CONTRACTS, FINANCES, FISCAL YEAR

Section 7.01 Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Agent to enter into any contract, deed, or lease, or to execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. The Corporation's Officers and Agents shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or any amount without the Board's authorization.

Section 7.02 Bank Accounts. The banks or credit unions to be used by the Corporation may be determined by the Board. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of or payable by the Corporation, shall be signed or endorsed by no less than two (2) Officers in such manner as shall be determined by resolution of the Board.

Section 7.03 Checks. All checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness that are issued in the name of and/or payable by the Corporation shall be signed or endorsed by the Treasurer and no less than one (1) additional Officer.

Section 7.04 Authorized Signers. The Corporation's President, Vice-President, Treasurer, and Secretary shall be authorized signers for all bank accounts, checks, and other evidences of indebtedness in the Corporation's name.

Section 7.05 Purchases. All purchases exceeding five-hundred dollars (\$500.00) require approval of the Board.

Section 7.06 Deposits. All funds that belong to the Corporation shall be deposited regularly to the credit of the Corporation within pre-selected accounts.

Section 7.07 Gifts. The Board may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.

Section 7.08 Fiscal Year. The Corporation's Fiscal Year shall be determined by majority action of the Board.

ARTICLE VIII: IRC 501(c)(3) TAX EXEMPTION

Section 8.01 Tax-Exempt Purpose. The Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes, or any combination thereof, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in accordance with Chapter 82 of the Nevada Revised Statutes. Notwithstanding any other provision of these Bylaws, the Corporation's purposes shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 8.02 Unauthorized Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.03 Political Activities. No substantial part of the Corporation's activities shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Section 8.04 Prohibition against Private Inurement. No part of the net income or assets of the Corporation shall ever inure to the benefit of , or be distributable to, its Directors, Officers, Members, or other private persons, except that the Corporation shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes.

Section 8.05 Private Foundation. It is intended that the Corporation be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and shall not be a private foundation as described in Section 501(a) of the Internal Revenue Code.

Section 8.06 Issuance of Stock or Shares. The Corporation shall not be organized or operated for pecuniary gain. The Corporation shall not issue capital stock or shares, nor shall it distribute gains, profits, or dividends to any Director, Officer, or Member.

Section 8.07 Disposition of Collections. The Corporation shall make provision for the custody and housing of all material of historic value that it receives. No such material that has been received as the result of a donation or by purchase maybe disposed of or returned to the donors or their heirs unless provision is made to assure that there is compliance with all rule and regulations of the Internal Revenue Code of 1986, Section 170, as relates to charitable contributions. If the Corporation becomes inactive, it shall be the duty of the Board to ensure

proper treatment and storage of all materials of historic value until such time as a new Historical Society can be organized or the materials are disbursed in accordance with Section 8.08, below.

Section 8.08 Dissolution. The property and assets of the Corporation are irrevocably dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of the Corporation, any assets remaining after payment of debts and satisfaction of liabilities, but not held on a condition requiring return in the event of dissolution, shall be distributed to one or more organizations engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government, for a public purpose.

ARTICLE IX: CORPORATE RECORDS, REPORTS, AND NOTICE

Section 9.01 Books and Records. The Corporation shall keep the following documents at its Principal Office:

- a) Minutes of all Meetings of the Board, committees, and Members, if any, indicating the time and location of such Meetings, whether Regular or Special, how called, the notice given, the names of those present, and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c) A record of its Members, if any, indicating each Member's name, address, class of Membership, and the start and termination date of the Membership;
- d) A certified copy of the Articles of Incorporation and any amendments and/or restatements to date; and
- e) A copy of these Bylaws and any amendments and/or restatements to date.

Section 9.02 Inspection Rights of Members and Directors. The Corporation's books of account, Minutes, Membership Ledger, and financial records shall be open to inspection upon at least five (5) days written demand of any Director, Member, or other person with written authorization from at least fifteen percent (15%) of the Corporation's Members, during normal business hours and for a purpose reasonably related to the Member's interest as a Member or the Director's interest as a Director, and shall be exhibited at any time when required by the demand of ten percent (10%) of the Members represented at any Meeting of the Members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection, other than at a Meeting of the Members, shall be made in writing upon the President or Secretary of the Corporation.

Section 9.03 Notice. When written notice is required by the Articles of Incorporation, these Bylaws, and/or any rules or regulations adopted by the Board, service of such notice may be effected by personally serving the recipient or sending the notice to the recipient by certified mail or email to the mailing or email address kept in the Corporation's books and records.

Section 9.04 Waiver of Notice. Whenever any notice is required to be given under the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE X: LIABILITY, INDEMNITY AND INSURANCE

Section 10.01 Liability. The Corporation's Members, Officers, and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 10.02 Indemnity. The Corporation shall, to the extent permissible under the law, indemnify all present and former Officers, Directors, employees, and agents against all expenses and liabilities reasonably incurred by or imposed in connection with any threatened, pending or completed action, suit, or proceeding relating to actions or omissions made in good faith and under the reasonable belief that such action or omission was in the best interests of the Corporation. All settlements or compromise payments shall be approved by majority vote of all Directors that are not parties to the dispute at the time of the vote. No amendment or repeal of any provision of these Bylaws that adversely affects the right of an indemnified person under this Section shall apply to the indemnified person with respect to any acts or omissions occurring prior to the amendment or repeal, unless the indemnified person provides written consent to the amendment or repeal. Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its tax exempt status, if any, from federal income taxation.

Section 10.03 Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of Corporation's Officers, Directors, employees, and agents against liabilities arising out of actions and/or omissions made on behalf of the Corporation and/or in relation to their service to the Corporation, regardless of whether the Corporation would have the power to provide indemnification against liability for such actions and/or omissions under the Articles of Incorporation, these Bylaws, or other provisions of applicable law.

ARTICLE XI: CONFLICTS OF INTEREST

Section 11.01 Conflicts of Interest. When a Director or Officer has a financial or personal interest in a matter before the Corporation, the individual shall fully disclose the nature of the interest and withdraw from all discussions and voting on the matter. All transactions and votes that involve a potential conflict of interest shall be approved when a majority of disinterested Directors determine that such approval is in the best interest of the Corporation. The Minutes of any Meeting in which such a vote is held shall record the disclosure, abstention, and reasoning for the approval granted.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 12.01 Amendment. Subject to the power of the Corporation's Members, if any, to alter, amend, repeal, or adopt the Corporation's Bylaws, and except as otherwise specified under applicable provisions of law, the Corporation's Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority approval of the Board, upon thirty (30) days advanced written notice to the Corporation's Members and Directors.

ARTICLE XIII: CONSTRUCTION

Section 13.01 Titles. Titles and subtitles are used in these Bylaws for convenience in reference only and do not necessarily mean or imply that all provisions with reference to any particular topic are contained in the Section headed by a particular title or subtitle.

Section 13.02 Construction. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

**APPROVAL AND ADOPTION OF THE BYLAWS OF
CARLIN HISTORICAL SOCIETY**

We, the undersigned Directors of Carlin Historical Society, do hereby approve and adopt the foregoing Bylaws as the Bylaws of Carlin Historical Society.

GRACE BALLARD

Date

SABRA ESPARZA

Date

MELINDA HARRIS

Date

ROBERT MONGER

Date

ELLA B. TRUJILLO

Date