

Death Valley '49ers, Inc Bylaws



A Non-profit 501c (3) Organization
Organized under the laws of the State of California

Revised September 14, 2019

P. O. Box 338, Death Valley, California 92328
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DEATH VALLEY '49ERS BYLAWS

ARTICLE I: PURPOSE & POWERS

Section 1.01 Purpose

Death Valley '49ers, Inc., is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986.

The purpose of Death Valley '49ers is to expand public awareness and foster appreciation of Death Valley as a rare desert environment having unique and cultural histories, which played an important role in the settlement of the west and the addition of California to the Union. Our programs include, but are not limited to, the production of an annual Encampment event reflecting our purpose and a scholarship program benefitting students from the Death Valley area.

Section 1.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 1.03 Nonprofit Status and Exempt Activities Limitation

- A. Nonprofit Legal Status. Death Valley '49ers, Inc. is a California non-profit public benefit corporation, recognized as tax exempt under Section 501 (c) (3) of the United States Internal Revenue Code.
- B. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, Member, or Representative of this Corporation shall take any action or carry on any activity on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II: OFFICE

The principal office of this Corporation shall be in Death Valley, Inyo County, California.

ARTICLE III: MEMBERSHIPS

Section 3.01 Voting Members

Directors and Voting Members are the only members who have voting rights. (Voting Members, including Life Members, are members who have made three (3) meetings in the last year and their membership payment is up to date.)

Section 3.02 Non-Voting Members

- A. Members who pay the annual membership but do not attend the required number of General Meetings.
- B. Life Member:
Any member who has paid the onetime life membership fee but does not attend the required number of General Meetings.

Membership cost for all members shall be fixed by a majority vote of the Board of Directors. All memberships are due by November 1st each year.

Attendance Waivers (for Voting Members only):

- a. Illness to oneself or family members (to include death in the family).
- b. Natural Disasters: Such as earthquakes, snow and flood, etc.

ARTICLE IV: DIRECTORS

Section 4.01 Directors

- A. The number of elected Directors shall not be less than five (5) or more than nine (9).
- B. The elected Directors shall be elected from those members described in Section 3.01.

Attending a meeting in person is strongly encouraged as the fellowship that occurs lends to the better sharing of ideas over the period of the meeting. However, the meeting requirement may be met through internet video or tele-conference call if necessary.

Section 4.02 Election and Term

Elected Directors shall be elected to serve for a two-year term, which shall be the calendar year following their election. Elections for Directors will be held at the February meeting every even year.

Section 4.03 Removal of Directors

- A. Procedure: Any Director may be suspended or removed from office by a two-thirds (2/3) vote of the Directors present at any regular meeting of the Board of Directors.

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B. Grounds for Removal:

- 1. Conduct that adversely affects the welfare, character or reputation of the Corporation.
- 2. Violation of the Articles of Incorporation, Bylaws, or the rules of the Board of Directors.

3. Failure to comply with the laws of the State of California.

C. Suspension:

Suspension or removal shall occur only after a hearing before the Board of Directors as a fact finding body, or the failure to be a member in good standing in the Corporation.

Section 4.04 Vacancies on the Board

- A. The Board may declare a vacancy on the Board upon the resignation, death, suspension, removal or other just cause.
- B. The Board shall nominate an approved member to fill any vacancy on the Board and upon a majority vote by the Voting Members, that person shall fill the remainder of the term of the vacancy.

Section 4.05 Meetings and Notices

- A. The regular annual meeting of the Corporation and Board of Directors shall be held each year on the last day of the annual Encampment.
- B. At least four (4) meetings of the Board of Directors shall be held annually at times and places fixed by the Board. Notice of such meetings shall be mailed or sent by electronic notification by the Secretary to the last known address of each Director and Voting Members not less than fifteen (15) and not more than thirty (30) days before such meeting.
- C. The meetings will be held February – May – September – November.
- D. Special meetings of the Board of Directors may be called by the Chairman of the Board, or in his/her absence or incapacity, by the Vice Chairman of the Board upon fifteen (15) days written notice or by electronic notification to the last known address of each Director. Upon the written petition of five (5) Directors, the Secretary shall call a special meeting as provided herein, and on the Secretary's failure to do so, any Director may call a special meeting upon similar notice. Special meetings by the Board are to be presented at the next quarterly meeting to the Voting Members.

Section 4.06 Nomination and Notices

- A. All nominations shall be made by the Nominating Committee on or before thirty (30)

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days prior to the date set for the even-year February meeting. The Nominating Committee shall cause its nominations to be delivered to the Chairman of the Board. The Chairman of the Board shall cause such slate to be mailed or electronically sent to each Director and Voting Member at their last known address no less than twenty-one (21) days prior to the February meeting.

- B. The respective slates for the February General Meeting shall be read by the Secretary at each even-year February meeting. Additional nominations may be made from the

floor by a Voting Member. A majority vote of the Directors and Voting Members present shall elect.

- C. To be eligible for re-nomination to the Board of Directors the board members must have met the requirements as previously stated.

Section 4.07 Honorary Titles

The Board of Directors may, from time to time, confer such honorary titles and designations as it may deem appropriate, such as Honorary Member. Privileges of any such honorary title or designation shall be solely those inherent in the added prestige and influence of the person so designated.

Section 4.08 Compensation

No Director shall be paid for his or her services as a Director. If a Director performs services not related to his or her duties as a Director and those services are approved by the Board of Directors then such services may be compensated.

ARTICLE V: OFFICERS

Section 5.01 Officers

Every two years at the even-year February meeting, the Board of Directors shall elect the following officers from the Board of Directors and Voting Members:

CHAIRMAN of the BOARD of DIRECTORS

VICE CHAIRMAN of the BOARD of DIRECTORS

1. **SECRETARY** (does not have to be a Directors)
2. **TREASURER** (does not have to be a Directors)

The officers shall take office at the February meeting at which they are elected. The officers for the preceding year shall deliver to the new officers all of the records, reports, information, documents, and property in their possession and control.

Section 5.02 Duties of Officers

The management and control of the affairs of the Corporation as set forth in the policies, rules and directives, and subject to the rights and powers reserved to the Board of Directors, shall be vested in the Officers of the Corporation.

ARTICLE VI: VOTING MEMBER

A Voting Member is any member who has made three (3) meetings in the last twelve (12) months and membership is up to date.

For a Voting Member to make a motion, they have to present their motion to a Director who will then present the motion at a Board of Directors meeting if they judge it has merit. The Voting Member has the right to present their motion to as

many Directors as they wish. After a motion has been made during the General Meeting, all Voting Members have the right to join in the debate and to vote on the motion.

ARTICLE VII: BOARD OF DIRECTORS MEETING

(Closed meeting: Open to invited guests)

Section 7.01: Member

- A. Members to attend the Board of Directors Meeting.
 - 1. All members of the Board of Directors
 - 2. Secretary and Treasurer
 - 3. Representatives from the following organizations: (non-voting member of the Board of Directors)
 - a. National Park Service
 - b. Xanterra
 - c. Death Valley National History Association
 - d. Death Valley Conservancy

Section 7.02: Duties

Conduct all the affairs of the Corporation and manage all corporate powers.

The Board of Directors shall have the powers to adopt rules not inconsistent with the Provisions of the Articles of Incorporation and Bylaws. Its powers shall include, but shall not be limited to, the appointment, hiring and dismissal, and fixing compensation of employees; providing for official publications of the corporation; awarding scholarships; causing a record to be kept of its proceedings and all other matters of which it shall deem record-desirable; appointing or otherwise providing standing and special committees.

Directors are the only members who can make a motion and second a motion during a General Meeting.

Section 7.03 Quorum and Voting

A quorum required for any meeting of the elected Board of Directors shall be at least one-half ($1/2$) of the current number of Directors (Corp. Code Section 307 [a] [7]). A

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majority of those present and voting in any properly called and noticed meeting shall constitute the action of the Board except where a larger number of votes is required by these Bylaws.

ARTICLE VIII: BUDGET & FINANCE COMMITTEE

Section 8.01 Members

The Chairman of the Board at the February meeting shall appoint three (3) members from the Board or Voting Members as a Budget Committee and name the chair of that committee.

Section 8.02 Duties

- A. Meet as soon after their appointment as possible.
- B. Review and approve the implementation of all contracts, waivers and permits with all providers and participants at the annual Encampment.
- C. Renew and improve all insurance coverage (s).
- D. Maintain a close liaison with the assigned Insurance Agent for all possible changes in the laws that will impact the activities of the Death Valley '49ers, Inc.
- E. Maintain a close liaison with the Board of Directors on issues pertaining to the defined duties of the Budget and Finance Committee.
- F. Assist and administer, with the cooperation and approval of the Risk Administrator and Committee, all acceptable decisions for minimizing the liabilities at the annual Encampment and during all other activities sponsored by the Death Valley '49ers, Inc.
- G. Review of other undefined activities that frequently will be brought before the Board of Directors.

Section 8.03 Budget Preparation

The Budget and Finance Committee shall meet and review the financial operation of the Corporation for the current year and estimate the income and expenses for the coming year. A detailed written report of their findings and a proposed budget for the coming year shall be prepared and delivered to the Chairman of the Board for presentation to the Board of Directors at the February meeting.

If it becomes impossible to have a budget prepared for adoption at the first meeting of the year, the previous budget shall be adopted at the first meeting of the year on an interim basis, with final action regarding adoption of a budget for the current year at the second meeting.

Section 8.04 Expenses Over Budget

All proposed expenses over budgeted amount or not provided for in the budget or which exceeds the budgeted estimate by ten percent (10%), shall not be made until the same have been submitted to the Budget Committee for review and recommendation and approval by the Board. In an emergency the Board of Directors may approve the expenditure.

ARTICLE IX: AUDIT COMMITTEE

Section 9.01 Appointment

The Chairman of the Board shall appoint at the February meeting an Audit Committee composed of three (3) members of the Board or Voting members and name the chair of that committee. The committee reports directly to the Board of Directors.

Section 9.02 Duties

- A. Audit the financial transactions and records of the Corporation.
- B. Verify the accuracy of the financial statements, and the accountability of the membership and publication sales.
- C. Protect the tax status of the Corporation.
- D. Verify the conformity of all expenditures to the approved budget.
- E. Analyze and report on special projects.
- F. Prepare an audit report for presentation to the Board of Directors no later than the May meeting.
- G. Oversee conformance to the approved Conflict of Interest Policy and to annually review the policy with the Board of Directors and Voting Members. Those not present shall be notified through the meeting minutes.
- H. Review requests for the destruction of documents. The committee will report their decisions to the Board of Directors.

ARTICLE X: NOMINATING COMMITTEE

Section 10.01 Members

Nominating committee shall consist of three (3) qualified voting members appointed by the Board of Directors. If there is a vacancy on the committee, the current Chairman of the Board shall appoint a Voting member to fill the vacancy.

Section 10.02 Duties

- A. Place in nomination to the Board of Directors and Voting Members to fill vacancies on the Board of Directors.
- B. Nominate a slate of Officers and Directors for the coming election year to be presented to the Chairman of the Board at least thirty (30) days prior to the February meeting and notification sent to the Directors and Voting Members no less than twenty-one (21) days prior to the annual meeting.
- C. Continue as a Nominating Committee for the next two (2) years.

ARTICLE XI: BYLAWS COMMITTEE

Section 11.01 Members

The Bylaws Committee shall consist of three (3) Directors and/or Voting Members including chairman appointed by the Chairman of the Board. The Chairman of the Board is an ex-officio member of the committee and is not counted among the three (3) members.

Section 11.02 Duties

- A. Recommend to the Board of Directors amendments necessary to update the Bylaws by eliminating out-of-date and nonfunctional provisions.
- B. Review Bylaw changes or additions proposed by Directors and make recommendations to the Board.
- C. Review and recommend changes to the Bylaws and changes to conform to Federal and State laws as needed. Protect the nonprofit status of the Corporation and protect the deductibility of contributions and expenses by all members.
- D. Prepare a budget for reproduction of the Bylaws, additions, amendments, notices and mailings.

ARTICLE XII: ASSETS AND OPERATIONS

The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes.

The property, assets, profits, and net income of the Corporation are irrevocably dedicated to scientific and educational purposes and no part of the profits or net income of this Corporation shall inure to the benefit of any Director, Officer, Voting Member or Member, or to the benefit of any private shareholder or individual. On dissolution or winding up of the Corporation, the assets and liabilities of this Corporation, shall be

distributed to a non-profit fund, foundation or corporation that is organized and operated for scientific and educational purposes and that has established its tax exempt status with the Internal Revenue Service of the United States. Upon dissolution at a meeting of the Board of Directors, if this Corporation holds any assets in trust they shall be disposed of in such manner as may be directed by judgment of the Supreme Court of the State of California upon petition to the Attorney General of the State of California or upon petition of any person concerned with liquidation.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended, except for Article XIII (dedication of assets to a non-profit cause), by the Board of Directors only after special written or electronically transmitted notice is sent to each Director not less than thirty (30) days and nor more than sixty (60) days before any meeting wherein it is proposed to make such amendment, or amendments, setting forth the full and exact text of any such proposed amendment. A proposed Amendment to the Bylaws may be adopted by the vote of not less than two-thirds (2/3) of the required quorum in a meeting of the Board of Directors properly noticed and called to adopt such amendment or amendments.

ARTICLE XIV: BUSINESS PROCEDURE

The conduct of all matters of business shall be in accordance with Robert's Rules of Order, except as specifically changed or provided for through these Bylaws.

Bylaws adopted as updated September 14, 2019

THE FOLLOWING ANNEXES ARE INFORMATIONAL and NOT PART of the BYLAWS.

ANNEX I: OTHER COMMITTEES

The following committees may be appointed by the Chairman of the Board at the annual meeting or as soon thereafter as possible, and such other committees the Board of Directors deem necessary. Each committee shall be chaired by a Voting Member.

Archives and Library

Art Show

Communications and Hospitality
Encampment Production
Furnace Creek Resorts Liaison
Finance, Insurance and Contracts
History
Marketing and Sales Promotion
Membership Administration
Music
Scholarship
Publications

Awards
Encampment Set-Up and Dismantle
Southwest Craft and Vendors Show
Invocations
Meeting Arrangements and Program
Membership Sales
Park Liaison
Newsletter
Scholarship Endowment Fund
Website

Committees with specific responsibilities for Encampment events

Fiddle Contest and Stage Events
Gold Panning
Four Wheel Drive
Horseshoes
Encampment Parade
Pioneer Costume Contest
Southwest and Desert Poetry

Tribute to Veterans
Equestrian Trails and Wagon Train
Golf
Pampered Pet Parade
Patio Talks
Wheelbarrow Race
Titus Canyon/Badwater Loop Tours

ANNEX II: CONFLICT of INTEREST

Death Valley '49ers, Inc.

Conflict of Interest Policy

This conflict of Interest Policy is designed to help Directors, Officers, Advisors and Associates of the Death Valley '49ers, Inc. identify situations that present potential conflicts of interest. This policy will provide the Death Valley '49ers, Inc. with a procedure that when observed, will allow a transaction to be treated as valid and binding.

What is Conflict of Interest? A conflict of interest arises when a board member, officer, advisor or associate (herein after referred to as a member) has a personal interest that conflicts with the interests of the Death Valley '49ers, Inc., or in a situation where a member has divided loyalties. A personal interest can result in inappropriate financial gain to persons of authority in the Death Valley '49ers, Inc., this can lead to financial penalties and violations of IRS regulations.

No member of the Death Valley '49ers, Inc. shall be disqualified from holding office in the Death Valley '49ers, Inc. by reason of any concern. The term "concern" shall mean any corporation, association, firm, person or other entity other than the Death Valley '49ers, Inc. A member of the Death Valley '49ers, Inc. shall not be disqualified from dealing either as vendor, purchaser or otherwise, or entering into any transaction with the Death Valley '49ers, Inc. or any concern. No transaction of the Death Valley '49ers, Inc. shall be void by reason of the fact that a member of the Death Valley '49ers, Inc. has an interest in the concern with which the transaction is entered into, provided:

1. The interest of such member is fully disclosed to the board of Directors. Such transaction is duly approved by the Board of Directors as being in the interests of the Death Valley '49ers, Inc.
2. Payments to the interested member are reasonable and do not exceed the fair market value.
3. No interested member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of the meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Should any member be aware of a conflict of interest of any other member it shall be reported to the President of the Death Valley '49ers, Inc. for review? The member being aware of a possible conflict shall not openly discuss the matter with others until a review is completed.

All documents of the Death Valley '49ers, Inc. shall be retained until destruction of a document or documents is approved by the Board of Directors. All documents that pertain to IRS requirements shall be retained for the length of time required by the IRS.

This conflict of Interest Policy shall be mailed or e-mailed annually to each member with the minutes from the annual meeting held in November. Unless otherwise designated it is assumed that all members are in agreement with this policy. Any member that knowingly has a conflict of interest shall report such conflict to the President for review.