GREAT BASIN HERITAGE AREA PARTNERSHIP
BY-LAWS

THIRD AMENDED BY-LAWS

ARTICLE I - NAME

Section 1.

The name of the organization shall be the Great Basin Heritage Area Partnership, hereinafter referred to as Partnership.

Section 2.

This organization is an independent, nonprofit, incorporated group having as its primary concern the conserving, interpretation, and development of the archaeological, historical, cultural, natural, scenic, and recreational resources related to the unique ranching, industrial, and cultural heritage of the Great Basin. The focus of this organization is to enable our communities to conserve their heritage while continuing to pursue economic opportunities in a manner that is consistent with multiple-use principles.

Section 3.

The Great Basin Heritage Area Partnership is organized pursuant to Chapter 82 of the Nevada Revised Statutes (NRS) as a nonprofit corporation.

ARTICLE II - PURPOSE

Section 1. The purposes for which this corporation is formed are:

A. To recognize, conserve, preserve and interpret the historical, cultural, archeological and natural resources of the Great Basin National Heritage Area.

B. To seek funding through any lawful activity including but not limited to grants, gifts, endowments, membership fees, and loans; as well as through federal, state and local programs and
other means in furtherance of the other purposes listed in this article.

Section 2. Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes any activity which may be illegal under any jurisdiction.

ARTICLE III – DURATION

The period during which this corporation is to continue is perpetual.

ARTICLE IV - MEMBERSHIP

Any organization or individual having an interest in the purposes of the Great Basin Heritage Area partnership may apply to the Board of Directors, hereinafter referred to as Board, for membership.

The Board of Directors of the Great Basin Heritage Area Partnership may charge dues, assessments and fees to its members.

ARTICLE V- OFFICIAL BODIES

Section 1. The official body shall be known as the Great Basin Heritage Area Partnership.

Section 2.

a. The Partnership shall be governed by a Board of Directors comprised of four (4) appointees of the Board of Millard County Commissioners; four (4) appointees of the Board of White Pine County Commissioners; and one (1) appointee from each of the sovereign tribes participating in the Partnership.

b. The Board of the organization shall elect officers from the Board for the following positions: President, Vice President, Secretary, and Treasurer.
Section 3. Partnership Board of Directors:

a. The Board shall manage the affairs of the Partnership.

b. All vacancies on the Board shall be filled by the entities that appointed them. The appointment must be made within thirty (30) days of the creation of the vacancy.

Section 4.

Semi-annual meetings of the Partnership members shall be held for informational purposes. These meetings shall be noticed and open to the local public and held within the Heritage Area.

Section 5.

Notice of any meeting of the Partnership, regular or special, stating the date, time, and the place shall be served personally, by mail (postage pre-paid), by phone, e-mail, and/or fax upon each Partnership member not less than 10 days before the meeting. The notice of any meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 6.

A complete and accurate list of the names and addresses of the Partnership members shall be maintained at the principal office of the Partnership. It shall be subject to inspection by any member for any purpose at any reasonable time.

ARTICLE VI – Board of Directors

Section 1.

QUALIFICATIONS - The Board of Directors shall be made up of appointees as stated in Article VI, Section 2a.

Section 2.

QUORUM - A majority of the Board shall constitute a quorum.

Section 3.

VOTING –
a. A majority of the Board where a quorum, as defined in Article VIII, Section 2, is present, shall conduct the business of the Partnership.

b. A proxy vote, in writing, shall be allowed to specific agenda items only.

c. In the event that emergency action must be taken to conduct business, the President may poll the entire Board by telephone. A majority vote of the entire Board must be obtained to allow for that action to be taken by telephone.

Section 4.

ELECTION - The Board, as defined in Article VI, Section 2a, shall serve staggered terms of two (2) and three (3) years to be initialized by drawing straws for length of term. After the initial term, all terms are for three (3) years. The Board of Directors may serve consecutive terms.

Section 5.

VACANCY - Any vacancy caused by death, resignation, or otherwise, shall be filled by the appointing entity of the Board of Directors, as defined in Article VI, Section 2a. Such appointment shall be made within thirty (30) days of creation of the vacancy.

Section 6.

REMOVAL - Any of the Board may be removed for any reason, by affirmative vote of a two-thirds majority of the Board with the concurrence of the appointing entities.

Section 7.

ATTENDANCE - Board members may not miss more than three unexcused, consecutive meetings or they will automatically be disqualified as a Board member.

Section 8.

MEETINGS - Regular meetings of the Board shall be held quarterly at such time and place as established by resolution of the Board. Special meetings, as needed, may be held on the call of the President to conduct the business of the Partnership.
Section 9.

Robert's Rules of Order revised copyright 1992 as amended shall govern in questions of parliamentary purpose except as herein otherwise provided.

ARTICLE VII– OFFICERS of the BOARD OF DIRECTORS

Section 1. The duties of the Officers of the Board of Directors are as follows:

A. PRESIDENT – The President is subject to the general control of the Board. The President shall manage, direct, and supervise all the property, affairs and business of the Partnership and shall discharge all of the usual functions of the chief executive officer of a not-for-profit corporation. In addition to such powers and duties as prescribed by law, by the articles of incorporation, and these by-laws the President shall:

1. preside at all meetings of the Board and Partnership meetings.
2. carry out all orders and resolutions of the Board.
3. sign all papers and instruments of the Partnership unless otherwise ordered by the Board.
4. submit reports on the activities of the Partnership at the annual meeting of the members.

B. VICE PRESIDENT- The Vice President shall have such powers and perform such duties as the Board may, from time to time, prescribe or as the President may, from time to time, delegate to him/her. The Vice President shall temporarily assume the duties of the President in the absence or inability of the President to act.

C. SECRETARY – The Secretary shall perform or assume all of the duties incident to the office of Secretary and shall attend meetings of the Board and the Partnership. The Secretary is responsible for the minutes, including signing approved minutes, and maintaining a copy of all minutes on file available to members and the public on request. The minutes will be maintained at the principal office of the Partnership.
D. TREASURER - The Treasurer shall have the custody of all funds and securities of the corporation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of all financial conditions of the corporation.

E. MEMBERS-AT-LARGE OF THE BOARD — The Members-at-Large shall have all the voting privileges of the Board of Directors, and shall perform duties as specified by the Board of Directors.

Section 2. The duties of the Board of Directors are as follows: The Board shall

A. have and exercise all of the authority of the Partnership.

B. formulate and approve objectives which direct the major type of activities the Board will address in developing and implementing its general management plan.

C. delegate authority, as it deems necessary, to the Partnership staff to carry out the objectives of the Board.

D. the President shall, from time to time, appoint such standing, or special committees, as are authorized by the Board. Each committee shall consist of such number of persons as the Board deems advisable. All acts of such committees shall be subject to approval of the Board.

E require the Treasurer to be bondable and may, at its discretion require any other officers of this corporation, to give a bond in a sum and with one or more securities satisfactory to the Board, conditioned upon the faithful performance of the duties of this office and for the restoration to the corporation in case of death, resignation, retirement, or removal from office of all papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation. Such bond to be paid for by the Board.
F. shall cause the financial records to be audited by a certified public accountant.

ARTICLE XIII- OPERATING FUNDS

Section 1.

The Board shall be authorized and empowered to hire staff and consultants and to pay reasonable compensation for services rendered and to make subsistence payments for out-of-pocket expenses to members, Board, and other private persons on authorized Partnership business, if funds are available.

Section 2.

No part of the finances of the Partnership shall inure to the benefit of, or be distributed to, its members, Board, or other private persons, except for legitimate and reasonable expenses incurred on behalf of the Partnership.

No part of the net earnings of this corporation shall inure to the benefit of any individual. The property of this corporation is irrevocably dedicated to charitable or educational purposes and upon liquidation, dissolution, or abandonment, after providing for the debts and obligation thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation or corporation which is organized and operates exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501(c)(3) and 509(a)(1),(2) or (3) of the Internal Code of 1954.

Section 3.

The Partnership may accept gifts.

Section 4.

The Treasurer shall make an annual report to the members on receipts and expenditures.

Section 5.

All instruments of assigned transfer, conveyance, release and contract (including checks, notes and drafts) requiring execution of the Partnership may be signed by any two members of the Board whom the Board may designate.
ARTICLE IX- FISCAL YEAR

The fiscal year of this corporation shall begin on December 31st.

ARTICLE X- NONDISCRIMINATION

The members, officers, committee members, employees and persons served by this corporation shall be selected entirely on a non-discriminatory basis without regard to race, color, national origin, sex, religion, age, disability, political beliefs and marital or familial status.

ARTICLE XI – INDEMNIFICATION

Officers, members and staff (and their private property) shall not be liable in any manner for the Partnership’s debts, obligations, undertakings or liabilities which may accrue from time to time in any manner by reason of the ownership, administration, or distribution of the Partnerships’ property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Partnership affairs, so long as they act in good faith. The officers, members and staff shall not be liable or accountable in any manner for the honest mistakes or errors of judgment, nor for errors or wrong-doings of the agents, brokers, attorneys, or servants; nor for the interest on funds temporarily idle. They shall have the right at all times and in all events to act upon any information or evidence deemed by them reliable without incurring any personal liability or responsibility of any kind.

ARTICLE XII – AMENDMENTS

Section 1.

These By-laws may be amended by majority vote of the Board at any meeting if written notification is given two (2) weeks prior to that meeting.

Section 2.

The Articles of Incorporation of this Corporation may be amended by majority vote of the Board at any meeting if written notification is given two (2) weeks prior to that meeting.

Section 3.

Any amendments, alterations, changes, additions, or deletions from these By-laws, made by the Board, shall be consistent with the laws of the State of Nevada which define, limit or regulate the powers of this corporation or the directors of this corporation.