BY-LAWS

OF

The FIRST CLASS MINERS

The name of this Corporation shall be:

FIRST CLASS MINERS, INCORPORATED

Version: September 2018

ARTICLE I

PURPOSE and LOCATION OF CORPORATION

The purpose of this Corporation is to provide for the advancement of education for its members, local community, and requesting organizations in the skills and art of placer gold prospecting and mining, and the laws and regulations governing such activities. This is accomplished by performing educational seminars, demonstrations, briefs and classes at various locations to include: placer gold claims leased by the corporation from the Bureau of Land Management (BLM), various locations where the Corporate General Membership meetings are held, and locations determined by the requesting organizations, or as determined by the corporate Board.

This corporation has been established as a non-profit public benefit charitable organization and exists in San Bernardino County, California.

ARTICLE II

MEMBERSHIP

SECTION 1. Any person 18 years of age or older and of good character and dedicated to the purpose of this corporation shall be eligible for membership upon acceptance of his/her application by the approval of a majority vote of the members attending the regularly scheduled bi-monthly general membership meeting and payment of dues. Memberships are not transferable. A family membership consists of normally a maximum of two adult members and their dependent children under age 18. Special exceptions are made for families with an adult handicap member living with them. A family membership has no one primary member; all are equal members and as such, have access to the claims.

SECTION 2. Annual dues are payable on July 1st of each year. The amount of annual dues will be determined by the Board and approved by the majority of members in attendance at a regularly scheduled bi-monthly membership meeting. A grace period through July 31st will be permitted. Those members that have not remitted payment of dues by July 31st will have their membership dropped and will need to complete the new membership process. Members dropped for non-payment of dues will not be able to re-join until the next January (or later) membership meeting. The Board of Directors may consider special circumstances with reference to extending a grace period. Members joining at the May General Membership meeting are considered paid up through the following fiscal year. The FCM, Inc does not prorate the dues. The dues fee is the same whether it is an individual or a family membership. As an incentive to serve as an officer, current board of directors will be exempt from annual dues.

SECTION 3. Members accepting membership in this organization understand there may be certain risks and hazards in association with prospecting and related functions. It is understood and agreed that each member is responsible for his/her own safety and the well being of their invited guests. Each person is responsible and liable for the action of any and all domesticated animals that may accompany him or her. Acceptance, by an individual or family, of membership into the Corporation is considered acknowledgement, acceptance of, agreement with, and compliance with these By-Laws.

SECTION 4. MEMBERSHIP TYPES

1. Probationary Member: Individual or family that has been a Member for less than six months. Probationary members have all rights as Member in Good Standing, except they may not hold office and an alternative process applies to expulsions.

2. Member in Good Standing: Members that have successfully completed their six-month probationary period. He/She has the right to vote and hold any office, with the exception of President, which requires 12 months of membership. Member attends most meetings, events, and demonstrations, or to the maximum possible.

3. Lifetime Member: A member that has shown exceptional service to the organization. Lifetime membership is voted upon by the general membership. Lifetime members have all the rights as a Member in Good Standing. A member that has been voted into Lifetime membership status does not pay dues.

4. Honorary Member: Member who has been voted on by the general membership to this level. Honorary members have done something out of the ordinary for the

organization. Honorary members have no voting rights, cannot hold office, and do not pay dues.

SECTION 5. GROUNDS FOR EXPULSION

Members accused of violating these By-Laws shall have the opportunity to defend themselves at the next scheduled general membership meeting. Expulsion will be by two-thirds vote of members attending a general membership meeting and dues already remitted will not be refunded. The Board of Directors reserve the right to expel a Probationary Member that violates these By-Laws without taking the issue to the General Membership. In such a case, the Board's decision will be made by simple majority; a tie will go in the favor of the President's vote. Actions resulting in members being brought up for an expulsion vote include, but are not limited to:

1. Any attitude or conduct of any member at any time that is considered detrimental to the purpose and welfare of the organization.

2. Destruction of personal, FCM or BLM property/land in excess of normal placer mining/prospecting techniques.

ARTICLE III

DEDICATION OF ASSETS

The properties and assets of this non-profit Corporation are irrevocably dedicated to the fulfillment of the Objectives and Purposes of this Corporation as set forth in Article I hereof. On liquidation or dissolution, all properties, assets and obligations shall be distributed pursuant to the non-profit provisions of the California Corporations Code then in effect.

ARTICLE IV

MEETINGS

Meetings of the membership shall be held at a place designated by the board or on one of the organization's claims, generally scheduled on a bi-monthly basis, weather permitting. A calendar of events will be provided each fall and will be sent out periodically, with updates, to the general membership.

1. Notice of certain agenda items. If action is proposed to be taken for approval of any of the following proposals, notice in writing shall be provided to the general membership stating the general nature of the proposal. Such as, but not limited to:

a. Removing a Director

b. Filling vacancies on the Board by the members

c. Amending the By-Laws

d. Approving a contract or transaction in which a member has material financial interest

e. Approving a plan of distribution of assets

2. Manner of giving notice. Notice of any meeting of the members shall be provided via email and/or via newsletter mailings, addressed to each member at the address of that member appearing on the books of the Corporation. If no address appears on the Corporation's books and no other has been given, notice shall be deemed to have been given.

3. Special membership meetings may be called by the President or at the request of 10 members. The general membership shall be notified 14 days in advance of such special meetings. Such notice shall state the purpose and place of the called meeting.

4. The President shall schedule and call for a Board of Directors meeting with at least 14 days notice. This notice may be performed via phone, mail, email or in person. The 14-day rule can be waived by the President in situations deemed Emergent.

5. A majority vote of members present at a meeting shall be sufficient to transact business of the Corporation. A presence of not less than twenty-five (25) members shall constitute a quorum and shall be necessary to conduct the business of this organization.

ARTICLE V

ELECTION OF THE BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The authorized directors shall consist of the President, Vice President, Secretary, Sergeant-at-Arms, Claims Director, and Chief Financial Officer (CFO)/Treasurer. The membership has the right to bring to vote to change the number or makeup of board members.

SECTION 2. ELECTION AND TERM OF OFFICE FOR DIRECTORS

1. Each Director shall hold office until the expiration of his or her term, where a term is specified in these By-Laws,

for which elected and/or until a successor has been elected and qualified as directed by these By-Laws, whichever is later. For Director positions that are appointed by the President and approved by the Board, currently the Claims Director, no term limits exist and they will serve at the pleasure of the President and Board.

2. Annual elections will be held at the May General Membership meeting for the Club's elected officers:

President, Vice President, Secretary, CFO/Treasurer, and Sergeant-at-Arms. Nominations for the May elections will begin at the March General Membership meeting. Nominations will be accepted up to the time for voting at the May Membership meeting. All elected positions are two (2) year terms. A simple majority of attending members elects. President, CFO/Treasurer, and Sergeant-at-Arms will be elected in the odd years. Vice President and Secretary will be elected in the even years. Officers elected in May take office at the beginning of the fiscal year on July 1, with Lame Duck officers remaining in office until this time, and remaining responsible for all May and June events, activities, etc. The exception to this rule is the CFO/Treasurer, who will take office in the month elected in order to prepare for the upcoming fiscal year.

3. Officers term: Officers will serve no more than 2 consecutive terms in the same office, then they must have a one term break before being nominated for the same office again.

4. Any Member in Good Standing (6 month minimum active membership) shall be eligible to hold an elected office, except for the Presidency. The Presidency requires twelve (12) months of active membership prior to being eligible to serve in this office.

SECTION 3. VACANCIES

1. Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

a. The death, resignation, or removal of a director.

b. Any elected board member who misses three general membership meetings during one fiscal year, without

prior notice of their intention to be absent for good reason is subject to removal by a majority vote of the

Board of Directors and the approval of the President.

2. Resignations. Any director choosing to resign shall have their resignation effective upon giving written notice to the President, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective, with approval by the majority of the membership present at any membership meeting. Resignation notice of a President must be submitted to the Vice President in writing.

SECTION 4. BOARD OF DIRECTORS MEETINGS

Board of Directors meetings shall be held at least twice a year, and at other such times as the President and/or Board deems necessary.

SECTION 5. RESPONSIBILITIES OF OFFICERS

1. PRESIDENT. Subject to such supervisory powers as may be given by the Board, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. It is the duty of the President to preside at all meetings of the membership and at all meetings of the Board of Directors. He/She shall have signature authority on bank accounts. He/She shall have other duties as may be prescribed by the Board of Directors or these By-Laws. This position is voted into office by the general membership for a two-year term.

2. VICE-PRESIDENT. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Presidency. He/She shall chair the committee programs at the bi-monthly meetings. He/She may at times have signature authority on bank accounts. He/She shall have such other powers and perform such other duties from time to time as may be prescribed by the Board of Directors. He/she is responsible for maintaining the corporate and non-profit charitable status for the FCM, Inc., including the submission of paperwork and fees as required, at the state and federal levels. He/She provides education to the Board of Directors and general membership on the non-profit 501C(3) status. This position is voted into office by the general membership for a two-year term.

3. SECRETARY. The Secretary shall attend to the minutes of all meetings and actions of the Directors, Committees and general meetings of the membership, with time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. He/She shall have such other powers and perform such other duties from time to time as may be prescribed by the Board of Directors. This position is voted into office by the general membership for a two-year term.

4. CHIEF FINANCIAL OFFICER (CFO)/TREASURER. The CFO/Treasurer shall attend to the following:

a. Books of account. He/She shall keep and maintain adequate and correct books and records of all accounts,

all the properties and business transactions of the Corporation, including accounts of its assets, liabilities,

receipts, disbursements, and other matters customarily included in financial statements. The Board of

Directors may at any time request a review/audit of these records, and may at any time request inspection of

the various books and records.

b. The CFO/Treasurer will be responsible for submitting a draft annual budget for the Board of Director's

review.

c. Disbursements of monies:

(1) He/She shall deposit all monies in the name of the Corporation.

(2) He/She shall provide to the Board of Directors a list of all bills due and payable at the Board of Directors meetings.

He/She shall disburse the funds of the Corporation by check. Any disbursement over $200.00 shall require the signature of two Directors. A listing of all checks issued shall be presented to the Board of Directors for approval at their bi-annual meetings. This

approval will be noted in the Board of Directors minutes. No blank checks shall be signed, except a check for a specific purpose and is so stated not to exceed an amount approved by the Board of Directors. Either a printed or handwritten receipt, bearing the name of the retailer, which shall include the name of the person or party requesting the action, shall accompany all requests for reimbursements. Any disbursement exceeding $1,500 to one vendor shall require the advance approval of the general membership.

This position is voted into office by the general membership for a two-year term.

5. CLAIMS DIRECTOR. The Claims Director will be responsible for the annual claims renewals with the BLM, including filing the paperwork for the annual assessment work and all recording requirements with local governments. The Claims Director should be knowledgeable in filing and maintaining mineral placer claims on public lands. This position is appointed by the President and approved by the Board for an indefinite term.

6. SERGEANT-AT-ARMS. The Sergeant-at-Arms is responsible for maintaining order and discipline at

meetings, campouts, educational events, etc. This individual will also be responsible for responding to any reports of claim jumping. He/She shall have such other powers and perform such other duties from time to time as may be prescribed by the Board of Directors. This position is voted into office by the general membership for a two-year term.

ARTICLE VI

RESPONSIBLE MINING PRACTICES

Each member of the First Class Miners, Inc. agrees to acquire all necessary permits applicable to prospecting activities, to fill in all prospect holes and to mine in an environmentally sound manner. In addition, it is understood that prospecting areas can be dangerous, including but not limited to, open pits, wild animals/reptiles and possible noxious gases and chemicals. Each member assumes own risk and responsibility, as well as that of any family or guests and agrees to hold the First Class Miners, Inc. and any affiliated claim or property owners and Directors harmless of any liability.

ARTICLE VII

VOTING

1. The FCM, Inc votes on general issues, changes to the By-Laws, expulsion, officers, etc. from time to time. A simple majority vote is sufficient to transact all business of the corporation, except as noted under the expulsion article. After an issue is voted upon the issue is dead for a period of one year. Only after one year from the date of vote can the same issue be brought to the floor for vote again; this rule does not apply to election of officers, in case an unforeseen vacancy needs to be filled.

2. Voting rights shall be limited to adult members and shall not exceed more than one (1) voting member per family membership. An individual member has one vote. A family membership has one vote. The vote may be from any member within the family membership that is 18 years of age or older; in other words, there is one vote per annual dues paid.

ARTICLE VIII
VISITORS

For members who wish to bring guests to the claims, visitors will only be allowed on the claim for prospecting and mining purposes WITH A SPONSORING MEMBER. Member is responsible for the guest's actions, safety, and will follow all FCM rules and regulations. Visitors must surrender any findings to the sponsoring member. The sponsoring member will possess sole decision authority on whether, and possibly how, the findings are to be distributed.

ARTICLE IX
FISCAL YEAR

The fiscal year of the First Class Miners, Inc. has been established as July 1 to June 30.

ARTICLE X

CONFLICT OF INTEREST POLICY

1. The organization is not authorized to purchase commercial goods, services, or assets from any of its officers without prior approval by a majority vote of its membership in attendance at a general membership meeting, and then only at the fair market value.

2. Officer's having commercial business interests will not solicit those interests to the organization in any way; however, other members may approach an officer if his or her commercial interests might benefit the organization.

3. Violations of this policy are grounds for expulsion proceedings to commence.

The foregoing amended By-Laws of the First Class Miners, Inc. were presented at the General Membership meeting on September 15th, 2018 and were approved by a majority vote. These By-Laws are effective immediately