
BYLAWS

STIBNITE ADVISORY COUNCIL

ARTICLE I NAME

The name of the organization is the Stibnite Advisory Council.

ARTICLE II MISSION

The mission of the Stibnite Advisory Council is to serve as the main forum for communication among the communities in or near the West Central Mountains region of Idaho regarding the Stibnite Gold Project, its effect on the communities represented, and also, for the longer term, to collectively create an enduring model of partnership, transparency and accountability that will advance our shared Community values. We believe the Stibnite Advisory Council creates a path forward for local community members to influence how Midas Gold conducts its business and continues to grow along with the Community. By participating in the Stibnite Advisory Council, we will approach the changes that come as a result of the Stibnite Gold Project with a value-based vision for our future as we balance economic opportunities with the desire to support local families, promote quality of life, and protect the environment.

ARTICLE III MEMBERSHIP

Section 1 – Background. In accordance with the agreement titled “Community Agreement” effective November 30, 2018, each signatory to the Community Agreement (“Signatory”) has the right to designate an individual (“Representative”) to serve on the Stibnite Advisory Council. At the request of the Stibnite Advisory Council Chair, each Signatory may also designate an individual to serve as an alternate (“Alternate”) to the Representative in the event such Representative is unavailable. The Community Agreement includes a provision for adding new Signatories. A new Signatory would have the right to designate a Representative, thus adding such Representative to the Stibnite Advisory Council.

Section 2 – Composition: The Stibnite Advisory Council shall be composed of Representatives, with each Representative being designated by a Signatory.

Section 3 – Attendance at Meetings: Each Representative shall attend each meeting of the Stibnite Advisory Council, unless represented by an Alternate or excused by the Chair.

Section 4 – Resignation of Representative or Alternate:

- i. An individual resigning from a position as Representative or Alternate shall submit a resignation letter to the Chair and to the relevant designating Signatory.
- ii. An individual resigning from a position as Representative or Alternate shall be

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- deemed to be simultaneously resigning from any office held within the Stibnite Advisory Council.
- iii. As soon as practicable after receiving a resignation letter, the Chair shall contact the relevant designating Signatory to request a replacement Representative or Alternate, as applicable.

Section 5 - Voting:

- i. Each Representative has one vote.
- ii. A Representative may vote in absentia by indicating her or his vote in advance and in writing to the Chair.
- iii. An Alternate may vote only in the absence of the Representative, providing the Representative has not indicated a vote in advance to the Chair.

ARTICLE IV OFFICERS

Section 1 – Officer Positions: The officers of the Stibnite Advisory Council are:

- i. Chair,
- ii. Vice Chair,
- iii. Secretary,
- iv. Treasurer, and
- v. any other officers that may be elected by the Stibnite Advisory Council.

Section 2 - Election of Officers:

- i. Officers shall be elected from among the Representatives.
- ii. A Representative may serve in more than one office.
- iii. Election of Officers shall be by simple majority vote annually.
- iv. Representatives may nominate themselves for an office.

Section 3 – Duties of Officers:

- i. Chair. The Chair shall preside at meetings of the Stibnite Advisory Council; ensure that meetings are held in accordance to the Bylaws; ensure that officers properly perform the duties of their office; have the authority to act as the official representative of the Stibnite Advisory Council between meetings, including communication with media; and perform such other duties as are determined by the Stibnite Advisory Council.
- ii. Vice-Chair. The Vice-Chair shall assist the Chair; preside in the Chair's absence at any meeting of the Stibnite Advisory Council; or represent the Chair at any meeting that the Chair is unable to attend; and perform such other duties as are determined by the Stibnite Advisory Council.
- iii. Secretary. The Secretary shall act as Secretary of the Stibnite Advisory Council; record and keep a file of minutes of all Stibnite Advisory Council meetings; maintain a current roster of all members of the Stibnite Advisory Council; and perform such other duties as are determined by the Stibnite Advisory Council. The Secretary shall be the custodian of the Bylaws and Rules of the Stibnite Advisory Council.
- iv. Treasurer. The Treasurer shall have charge of all funds of the Stibnite Advisory

Council; shall furnish a brief financial report at each meeting; file such reports as required by law; and perform such other duties as are determined by the Stibnite Advisory Council.

Section 4 – Resignation of Officer:

- i. An individual resigning from an officer position shall submit a written resignation to the Chair, or to the Vice-Chair in the event the resigning individual is the Chair.
- ii. As soon as practicable after receiving such resignation, the Chair or Vice-Chair, as applicable, shall notify the Stibnite Advisory Council members, which shall elect a Representative to the relevant office in due course.

Section 5 - Removal of Officer: Each Officer serves at the pleasure of the Stibnite Advisory Council or until a successor is duly elected. An Officer, if found unwilling or unable to perform the duties of the office, may be removed from office by a supermajority vote of two-thirds of the Stibnite Advisory Council.

Section 6 - Removal of Representative. The Chair may direct the removal of a Representative from a meeting for disruptive behavior and/or for acting in a manner prohibited by these Bylaws. The Chair, with support of a simple majority of the Stibnite Advisory Council, may request the resignation of a Representative and/or permanent removal of a Representative by the relevant Signatory for repeated non-attendance, for repeated disruptive behavior, and/or for acting in a manner prohibited by these Bylaws.

ARTICLE V MEETINGS

Section 1 - Regular Meeting: Regular meetings shall be held monthly, generally 10:00 a.m to noon (Mountain time) on the second Thursday of each calendar month at the Midas Gold offices in Donnelly, or at such other time and place that may be determined by the Stibnite Advisory Council.

Section 2 – Notice of Regular Meeting: The Secretary shall, on a quarterly basis, provide a schedule of the subsequent 12 months of regular meetings, which schedule shall be deemed sufficient notice of each listed meeting.

Section 3 – Attendance by Electronic Means: While in-person attendance is desirable, at the discretion of the Chair, Representatives may attend by electronic means such as conference call or internet.

Section 4 - Quorum: A Quorum shall consist of 50% plus one of the Stibnite Advisory Council, including those Representatives or Alternates in attendance by electronic means.

Section 5 - Special Meeting: A special meeting may be called at the discretion of the Chair when deemed necessary by the Chair, with such notice deemed appropriate in the circumstance by the Chair.

ARTICLE VI COMMITTEES

Section 1 - Standing Committees: NONE.

Section 2 - Special Committees: The Chair may appoint, on a temporary basis, special committees as may be necessary to the administration of the business of the Stibnite Advisory Council.

Section 3 - Duties: The duties of all committees shall be determined by the Chair.

ARTICLE VII MINUTES AND PUBLIC STATEMENTS

Section 1 – Minutes shall be prepared by the Secretary and circulated to the Stibnite Advisory Council Representatives not later than 14 calendar days following the meeting. Representatives shall review and, if appropriate, approve minutes at a subsequent meeting. Once approved, the Chair shall distribute the approved minutes to each Signatory, and to other entities as appropriate.

Section 2 – a Public Statement shall be prepared by the Secretary for approval by the Advisory Council at the end of each meeting. The Chair shall, as soon as practicable, distribute the Public Statement to the Advisory Council, to each Signatory, to the media as appropriate, and to other entities as appropriate.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, specifically “Informal Procedures for Small Boards” shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws.

ARTICLE IX AMENDMENTS

Section 1 - Amendment: These Bylaws may be amended at any meeting of the Stibnite Advisory Council by two-thirds vote of the Representatives in attendance.

Section 2 - Effective Date of Amendments: All amendments shall become effective immediately upon approval, or on such other date as the Stibnite Advisory Council may determine.

Approved by the Stibnite Advisory Council on January 15, 2019