

DOUGLAS COUNTY PROSPECTORS ASSOCIATION BYLAWS

ARTICLE ONE

NAME

The name of the organization is and shall be Douglas County Prospectors Association, a nonprofit corporation, incorporated in the State of Oregon, sometimes referred to herein as DCPA, "the corporation", or GPAA

Chapter:

ARTICLE TWO

OFFICE

The principal mailing address shall be PMD 12-D, 444 NE Winchester, Roseburg, 97470, located in the county of Douglas, State of Oregon.

ARTICLE THREE

PURPOSE

The Douglas County Prospectors Associations purpose is to provide a safe environment for both members and any other persons interested in the education of ecologically sound prospecting, small mining and treasure hunting, for adults, families and their children. This will include training, teaching and education in locating, identification and legal removal of minerals, caches and treasurers while keeping in mind the preservation of the environment, and wildlife habitat. This shall be accomplished through lectures, demonstration and hands on training at meetings, outings or any other setting deemed appropriate by the Board of Directors and at no cost to the participants.

ARTICLE FOUR

MEMBERS

SECTION 1. MEMBERSHIP.

A. **REGULAR MEMBER.** A person who has paid his annual dues shall be known as a member in good standing.

B. **VISITOR.** A prospective member can attend up to two (2) general meetings and/or one(1) outing before deciding to join the **DCPA**.

SECTION 2. DISTRIBUTION OF THIS PUBLICATION. A copy of these bylaws shall be given to all members.

SECTION 3. VOITING RIGHTS. A member in good standing shall be entitled to one vote on each matter submitted to a vote by the members. Proxy voting will not be allowed.

SECTION 4. TERMINATION/SUSPENSION OF MEMBERSHIP. The Board of Directors, by an affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member of **DCPA** for cause after an appropriate hearing before the Board. The term "for cause" shall include (a) acts of reckless endangerment towards the association or its members, (b) failure to perform commitments made to **DCPA**, (c) conduct on the part of the member that would render him/her ineligible for indemnification if required by the Board, (d) a member's conduct which constitutes a conflict of interest with **DCPA**. No termination or suspension of membership shall be effective unless:

A. The member is given a 30-day written notice of the proposed termination or suspension of membership and reason therefore;

B. Such notice is delivered personally or by first class certified mail sent to the address of the member shown on **DCPA** records, and

C. Such notice sets forth a procedure determined by the Board of Directors or committee selected for that purpose by the Board whereby the member will be given the opportunity to be heard by such body, either orally or in writing, not less than five (5) days before the effective date of proposed termination or suspension.

SECTION 5. RESIGNATION. Any member may resign by submitting a written resignation with the **DCPA**. Such resignation shall not relieve the member so resigning of promptly paying any assessments, or other charges accrued and unpaid, or of returning any **DCPA** property in his/her possession.

SECTION 6. REINSTATEMENT. A request by a former member for reinstatement may be submitted to the **DCPA** Board of Directors. If the Board of Directors deems the request appropriate it must then be approved by an affirmative vote of the majority of its members.

SECTION 7. MEMBERSHIP GUIDELINES. It is each member's responsibility to read, understand and abide by the **DCPA** Bylaws and Rules. Violations of any bylaws, rules or state regulations are subject to review by the Board of Directors.

ARTICLE FIVE

MEETINGS OF MEMBERS

SECTION 1. MONTHLY MEETINGS. Monthly General Meetings of the members shall normally be held in Douglas County, Oregon, on the second Monday of each month. All General Meetings to start at 7:00 PM. If events conflict with the day fixed for the monthly General Meeting, such meeting shall be rescheduled by the President or Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Directors, at a time and place designated by the President or Board of Directors. If no designation is made, the place of the meeting shall be the principal location of all regular General meetings.

SECTION 3. NOTICE OF SPECIAL MEETINGS. Notice stating the place day and hour of a Special Meeting of the members shall be given either verbally, by Email, or by first class mail to each member entitled to vote at such meeting.

SECTION 4. MEMBERSHIP LIST. The Secretary shall keep a list of all members. Any mailing list of the DCPA Members shall be used for DCPA business only . All other uses are strictly prohibited.

ARTICLE SIX

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the DCPA shall be managed by its Board of Directors. The Board of Directors shall consist of the President of the Association and five (5) other Directors for a minimum total of six (6). The Board of Directors shall, by action taken from time to time, establish the number of Directors that make up the Board up to a maximum of ten (10). Directors shall be elected at the November General Meeting of the members and shall serve for three year terms. Terms shall be staggered. Takes a 2/3 majority vote to pass. A Director may be Appointed by the President or the Board.

SECTION 2. MEETINGS. A meeting of the Board shall be held, without any notice other than this bylaws, at least twelve (12) times a year or as decided by the board (except when conflicting with a holiday) for the purpose of conducting the business of the DCPA. Meetings to be held after Regular Meeting. Minutes will be kept and provided to secretary.

SECTION 3. ATTENDANCE AT BOARD MEETINGS. Any Board member who misses three (3) consecutive scheduled meetings in one year may by vote of the Board of Directors be subject to removal from the Board.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and shall be held at a time and location as the Board may determine.

SECTION 5. NOTICE. Notice of any Special Meeting of the Board of Directors stating the place, day and hour shall be given verbally , by Email or sent by mail to each Director at his/her address as shown on the records of DCPA.

SECTION 6. QUORUM. The presence of a majority of the Directors of the Board of Directors shall constitute a quorum for opening a meeting of the Board and may transact the business of DCPA.

SECTION 7. VACANCIES. Any vacancy occurring on the Board of Directors shall be filled by action of the Board of Directors. Any Director appointed to fill a vacancy shall serve for the remaining term of his/hers predecessor in office.

SECTION 8. COMPENSATION. Directors shall not receive any salary for their services, but the Board of Directors may be reimbursed for all or part of expenses actually incurred in connection with the DCPA business.

SECTION 8A: All Board members to receive a \$30.00 credit paid by the club to the GPAA for their GPAA Membership Minimum Required.

ARTICLE SEVEN

OFFICERS

SECTION 1. OFFICERS. The officers of the DCPA shall be a President, a Vice President, a Secretary, a Treasurer, a Claims Director. All Officers shall have authority to perform the duties as shall be prescribed, from time to time, by the Board of Directors. The office of Secretary and Treasurer may be held by the same person.

SECTION 2. ELECTION AND TERMS OF OFFICE: The officers of the DCPA shall be nominated at the October meeting and voted on by the general membership at the November meeting. Officers shall serve for a two(2) year term. (They will take over in January and serve until December). If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors.

SECTION 3. REMOVAL. Any Chairperson appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the DCPA would be served thereby.

SECTION 4. ATTENDANCE AT BOARD MEETINGS. Any officer who misses three (3) consecutive regularly scheduled meetings in one year may, by vote of the Board of Directors, be subject to removal from the Board.

SECTION 5. VACANCIES. A vacancy in any officer position because of death, resignation, removal, disqualification or otherwise, shall be filled by action of the Board of Directors. An Officer appointed to fill a vacancy shall serve for the remaining term of his/her predecessor. Each such appointment by the Board shall be subject to approval or disapproval of the general members at a regular General or Special Meeting called for that purpose.

SECTION 6 COMPENSATION. Officers shall not receive any compensation for their services, but may be reimbursed for all or a part of expenses incurred in connection with DCPA Business.

SECTION 6A. Refer to Article 6 Section 8A.

SECTION 7. PRESIDENT. The president shall be the Chief Officer of the DCPA and shall be primarily responsible for the operation of DCPA. He/she shall be responsible to set goals and direction, and to implement programs to achieve them. As Chairperson of the Board, the President shall preside at all meetings of the Members and of the Board of Directors. He/she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of DCPA, and shall act as operating and directing head of DCPA, subject to policies and limitations established by the Board of Directors. In case of the permanent absence or in ability of the President to act, that office shall be declared vacant by the Board of Directors and a successor shall be chosen by the Board. The president shall act as a liaison with the National GPAA office.

SECTION 8. VICE PRESIDENT. The Vice President shall act in the place of the President, if and when the President is temporarily unable to carry out the required duties of his/her position. The Vice President shall not have the right of succession to the Presidency if and when the President is permanently unable to perform his/her duties. The Vice President shall also perform various duties as assigned by the President or the Board of Directors. In the case of the permanent absence or inability of the Vice President to act, that office shall be declared vacant by the Board of Directors and a successor shall be chosen by the Board. The Vice President shall act as Sergeant of Arms at Board Meetings.

SECTION 9. SECRETARY. The Secretary shall see that minutes of all meetings of the General Membership and the Officers are taken and kept. He/she shall have charge of all the books and records of the DCPA except the book of account, and in general, shall perform all duties incident to the office of Secretary and other duties as may be assigned to him;/her. In the case of permanent absence or inability of the Secretary to act, that office shall be declared vacant by the Board of Directors and a successor shall be chosen by the Board.

SECTION 10. TREASURER. The Treasurer shall have general custody of all the funds of DCPA. He/She shall see to the deposits of the funds of the DCPA in such bank or banks as the Board of Directors may designate. Regular book of account shall be kept under his/her direction and supervision, and he/she shall render financial statements to the President, Directors, and members at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. In the case of permanent absence or inability of the Treasurer to act, that office shall be declared vacant by the Board of Directors and a successor shall be chosen by the Board.

SECTION 11. CLAIMS DIRECTOR. He/She shall perform duties as outlined by the Board of Directors.

ARTICLE EIGHT

COMMITTEES OF THE BOARD

The Board of Directors may establish committees from time to time as needed.

ARTICLE NINE

CONTRACTS,CHECKS,DEPOSITS AND GIFTS

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or agent of the **DCPA**, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name and on behalf of the **DCPA**, and such authority may be general or may be confined to specific instances.

SECTION 2. CHECKS, DRAFTS OF ORDERS. All checks issued in the name of **DCPA** shall be signed by the Treasurer and the President of the Vice President of the **DCPA**.

SECTION 3. DEPOSITS. All funds of the corporation shall be directly deposited to the credit of the Corporation in such financial institutions, as the Board of Directors shall direct.

SECTION 4. GIFTS. Any Officer or Director may accept on behalf of the **DCPA** any contribution, gift, bequest or devise. Anything of value accepted must be reported to the Board of Directors.

SECTION 5. EXPENDITURES. Any expenditures greater than \$100.00, regardless of whether they are budgeted, must be approved by the Board of Directors at the next available regular meeting of the Directors.

SECTION 6. DISBURSEMENT OF MONEY. In event the **DCPA** disbands, all assets of **DCPA** (after bills and claims have been paid) will be turned over to an eligible recipient by the Board of Directors in accordance with IRS rules.

ARTICLE TEN

BOOKS AND RECORDS

The **DCPA** shall keep correct and complete books of account and shall also keep minutes of the proceedings of its General Meetings, Officers Meeting, Board of Directors meetings, committee meetings exercising any authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the **DCPA** may be inspected by any member at a reasonable time.

ARTICLE ELEVEN

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st and end on December 31st. Yearly dues are due by March 31st.

ARTICLE TWELVE

OPERATING FUNDS

Operating funds of the **DCPA** may be obtained through membership dues, merchandise sales, raffles, donations, advertisement sales and educational fund raising activities.

ARTICLE THIRTEEN

CHANGES AND AMENDMENTS

Changes and Amendments may only be made by the Board of Directors. All changes will be published for 3 months in the Newsletter.

DCPA BYLAWS

