

# North American Miners Association Bylaws

**NOTE: 2023 CLUB BYLAWS – Revised NAMA Bylaws were voted on and approved by the Board of Directors on 6/8/2022 and then voted on and approved by the Membership during the 6/15/2022 General Meeting. The approved bylaws are to take effect on January 1<sup>st</sup>, 2023.**

## **Article I NAME**

SECTION 1 The name of this Nevada Corporation shall be the North American Miners Association and further references to the corporation in this text will be as NAMA.

## **ARTICLE II MISSION STATEMENT**

SECTION 1 The mission of NAMA shall be to stimulate interest in public educational interest and provide member opportunities in the study of geology and encourage interests in mining for mineral deposits including gold. To promote the hobby of Metal Detecting for members including training and learning about local history.

## **ARTICLE III MEMBERSHIP**

SECTION 1 Membership in NAMA shall be open to any individual interested in the objectives of the corporation. A membership in NAMA is determined to be in effect for the individual, including spouse/significant or other and/or any family members under the age of 18 years old, who is current in their annual dues for the period of the corporations operating (calendar) year. A calendar year for NAMA is defined as from January 1<sup>st</sup> through December 31<sup>st</sup> of any one specific year. The grace for period for standing NAMA members is from January 1<sup>st</sup> of the incoming year to JANUARY 31<sup>st</sup>. At this point the membership will be dropped from the active list, and the member may apply as a new member (\$45) status. NAMA members joining active membership prior to September 1<sup>st</sup> of a specific membership year are in active member status for the remainder of said year, and have a grace period ending January 31<sup>st</sup> of the incoming NAMA membership year to renew a membership (\$40).

SECTION 2 An honorary member shall be defined as an individual who, through his participation, can assist in the furtherance of the objectives of NAMA. All nominees shall be approved by the unanimous vote of NAMA's Board of Directors.

Categories of NAMA membership; there shall only be two categories of NAMA membership. The first shall be general membership which is defined as an individual who has elected to join NAMA, completed the necessary obligations, and is current with his / her dues. The second is an honorary membership which shall be determined as an individual who, in the best interests of the corporation, who is appointed by a majority vote of the corporation officers, shall pay no dues, and is valid only for a period of one calendar year.

SECTION 3 Anyone applying for membership shall be eligible regardless of race, sex, creed or national origin.

SECTION 4 A NAMA general member in good standing is defined as a person whose dues are paid in full for the current Corporation year. Membership shall remain in effect until JANUARY 31<sup>st</sup>.

SECTION 5 Former members may reinstate themselves as members in good standing by full payment of the current rate of new member dues (\$45) as so determined by the Corporation Officers for that Corporation year.

#### **ARTICLE IV OFFICERS**

SECTION 1 NAMA Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

SECTION 2 Candidates for the offices of President and CEO, Vice-President, a Secretary, a Treasurer and (4) members of the Board of Directors.

SECTION 3 The elected officers including President and CEO, Vice-President, and Secretary shall retain their offices for a period of one year. The Treasurer shall be elected for a term of two years. One director position shall be retained by the immediate past president. In the event of an emergency, such as death or a resignation of a NAMA officer, the Board shall have the authority to select and appoint a current member to serve the remainder of that officer (s) term with the exception of the departure of the President and CEO of which the Vice-President shall immediately assume the duties of the President and CEO.

SECTION 4 Serving as President, Vice-President, Secretary, or Treasurer shall be limited to one (1) family member at a time.

SECTION 5 No officer shall receive any salary or wages by reason of his/her office.

## **ARTICLE V DUTIES OF OFFICERS**

- SECTION 1 President — It shall be the duty of the President and CEO to preside at all NAMA general, Board of Directors and the annual meetings. The President along with the Treasurer shall be authorized to sign all written contracts and sign accounts payable checks. Furthermore, the president and CEO is empowered to authorized some financial actions as he/ she deems necessary during times of emergency and not to exceed an amount of \$500 or an amount as so determined and approved by the Board of Directors.
- SECTION 2 Vice-President — It shall be the duty of the Vice-President to assume the duties of the President in the absence or during the disability of the President. He/she shall assist the President as requested. He/she shall act as chairman of the program committee and nominating committee and coordinate all standing committees; serving as committee focal for their activities unless otherwise appointed. – SHOULD WE ALTER THIS?
- SECTION 3 Secretary — The Secretary shall keep the NAMA Board of Directors meeting minutes, and shall issue notice of all meetings, conduct the correspondence, and shall be open to the inspection of the Board of Directors. The Secretary shall maintain or designate, or volunteer a NAMA member to take on the up-to-date roster count to report to the NAMA club meeting. The Secretary shall perform such other duties as may be assigned by the Board of Directors or as may pertain to the office.
- SECTION 4 Treasurer — The Treasurer shall collect all monies due NAMA, pay all the bills which have been approved by the Board of Directors, or the majority vote of NAMA membership. All checks greater than \$500 for payment required a signature by the Treasurer and countersigned by the President or Vice-President in the absence of the president. The Treasurer shall send a copy of the monthly bank statement to the President for review. The Treasurer will submit a proposed annual budget to the BOD for review and consideration and with BOD input, will create and provide the Board of Directors with an annual budget. When approved will present the annual budget at the next general meeting.

## **ARTICLE VI DIRECTORS**

- SECTION 1 There shall be (8) members of the Board of directors consisting of the four elected officers (ARTICLE IV, Section 1) and (4) directors. The President and CEO as chairman will preside over the Board of Directors.
- SECTION 2 The Board of Directors shall have general charge of the affairs, funds, and property of NAMA and all other matters not herein provided for, including the purchase or the agreement to purchase any and all property, be it real or other, for the good of NAMA. All purchases made for NAMA of \$500 shall require a majority approval of the Board of Directors.
- SECTION 3 The Board of Directors meeting shall be held upon request of the NAMA President or upon request of three members of the Board of Directors. A quorum shall consist of four members. The chairman of any committee, at the invitation of the President or any Board of Directors member, shall attend a specified meeting of the Board of Directors. Any NAMA member may attend a Board of Directors meeting as a spectator.
- SECTION 4 The Board of Directors shall have the power to remit the dues of any member for a period not to exceed one year.
- SECTION 5 Any board member derelict in their duties for a period of 90-days is to be considered "Vacant" in their post. Any vacancy in the Board of Directors may be filled by a majority vote of the members in good standing and in attendance at the next regular meeting. The newly elected director shall satisfy the conditions of Articles III, IV, and V. Any vacancy not filled within 60 days shall be filled by appointment by the president.
- SECTION 6 No director shall receive any salary or wages by reason of his/her office.

## **ARTICLE VII COMMITTEES**

- SECTION 1 The following positions are volunteered for by at least one member in good standing for a period of one year and report to the Vice-President: Field trip, Historian, Promotional/Publicity, Library, Membership, Claims, and Equipment. The vice-president will appoint a member in good standing to one of the posts if a volunteer has not stepped forward. Any event/activity requiring a group of members to form a committee, it shall be the duty of the person holding one of the above posts. Additional committees may be requested at any time to perform certain tasks (example: Election/Nomination committee).

SECTION 2 The vice-president shall appoint the Chairman of the various standing Committees.

## **ARTICLE VIII ELECTIONS**

SECTION 1 NAMA President shall name a Nominating Committee consisting of the Vice-President and two members of NAMA. The Vice-President will lead the selection process with names presented to the Board of Directors at the September Meeting

SECTION 2 It shall be the duty of the Nominating Committee to select a minimum of two names for each of the open offices to be filled as defined by ARTICLE IV, SECTIONS 1 and 2, and

SECTION 3 At the regular October meeting, the Chairman of the Nominating Committee shall present the names of the nominees selected. At that time, nominations may be presented from the floor. The nominees shall have given permission to have their names placed in nomination. Nominations shall be closed at the end of the October meeting.

SECTION 4 Election Ballots and a list of candidates shall be distributed by mail, email or distributed to members attending the general meeting to all members in good standing. Members shall be instructed to return their sealed ballot to the chairman of the Nominating committee no later than the second Wednesday of November. All ballots received by the Nominating Committee prior to the November meeting of NAMA shall be included in the ballot count. The secretary shall monitor and record the results of the ballot count. The candidate receiving the largest number of votes for the specific office shall be elected. In the event of a tie, a coin toss shall determine the winner. The secretary shall announce the election results at the November meeting.

SECTION 5 Officers elected shall take office immediately after the December meeting or January 1 if no December meeting.

SECTION 6 The elected officers shall hold office as directed in ARTICLE IV, SECTION 3 and ARTICLE V. The Director at Large (ARTICLE VI, SECTION 1) shall hold office for two years.

## **ARTICLE IX MEETINGS**

- SECTION 1 Written notices for the annual and regular meetings shall be sent to all members prior to the date of such meetings. The official monthly publication of NAMA (The Nugget newsletter) or in a bulletin shall suffice for submittal of meeting notice.
- SECTION 2 Regular meetings of NAMA are currently held on the third Wednesday of each month starting at 7 P.M. at the facility the President designates. Meeting dates and times can be changed by agreement of the Board of Directors. Special meetings can be called by the direction of the President or the Board of Directors or upon written request to the Secretary by ten members in good standing.
- SECTION 3 Meetings shall be conducted in compliance with Roberts Rules of Order when necessary.

## **ARTICLE X DUES**

- SECTION 1 Annual dues shall be determined by the Board of Directors and a majority vote of the members in good standing present at a regular monthly meeting. Dues are made on a per year basis, per member and immediate family (spouse, son (under 18), daughter (under 18), etc.). For new members only (no prior membership in organization) paying January-September (full years dues). Dues paid by anyone after October 1<sup>st</sup> shall constitute the upcoming year's dues.
- SECTION 2 The Board of Director Members will pay \$20 for annual dues while in elected office.
- SECTION 3 Dues shall be paid as required in Section 1 of this article without delay. If Payment is not received by January 31<sup>st</sup>, such member shall be dropped from membership. Every paying member must fill out a release of liability form for the current year as part of his or her membership application. Lifetime members must sign a release of liability form for the current calendar year or their membership will not be active for that year.

## **ARTICLE XI GENERAL PROVISIONS**

- SECTION 1 Property or equipment purchased by NAMA shall not be considered property of any individual member or group of members but shall be known as NAMA property.

- SECTION 2 NAMA property shall be entrusted to the custodial care of NAMA as determined by the Board of Directors.
- SECTION 3 Honorary members shall attend a minimum of two regular meetings during the year to retain their membership unless, as determined by the Board of Directors, their non-attendance is due to illness or other extenuating circumstances. At the first meeting of the Board of Directors at the beginning of the calendar year, the Board of Directors shall take action to delete the names of those who do not comply with the attendance requirements.
- SECTION 4 Any member whose acts damages or destroys public or private property while participating in any activity which may be directly associated with NAMA may be expelled from NAMA. After review of the facts, and the unanimous vote of the Board of Directors, and of the majority vote of the membership at a regular meeting the member will be expelled from NAMA.
- SECTION 5 Any member who violates State or Federal laws or any NAMA permits while using NAMA Claims shall be removed from NAMA per SECTION 6 of this article.
- SECTION 6 Impeachment of any elected officer may be initiated by a petition signed by 20 percent of the members in good standing and delivered to NAMA at any regular meeting. The petition shall be read to the membership by one of the officers, and the accused officer shall temporarily vacate his post until exonerated or permanently removed from office. Voting on the petition shall be the first order of business at the next regular meeting of NAMA. Two-thirds majority of the total voting membership of NAMA may remove any officer for just cause. Election to fill a vacant office shall be held immediately following impeachment. Refer to Article VII, SECTIONS 3 and 4. All nominations and elections shall be completed prior to adjournment of meeting.
- SECTION 7 Each member shall have in their possession and up-to-date membership card, a copy of the current Gold and Fish Booklet, and all required HPAs (or equivalent) while working any NAMA claim or lease. Failure to carry these items shall result in removal from said area even if the member is known.
- SECTION 8 In accordance with SECTIONS 1 through 4, this article, the sale of any NAMA property shall be allowed by following the process below:
1. The Board of Directors shall present to the membership the request to sell said property. A notice of the intended sale shall be attached to the NAMA minutes indicating property description, condition, and estimated value. Viewing will take place at a regular scheduled meeting or time designated by the Board of Directors.

2. During the next regular business meeting, the property being sold shall be offered to NAMA members by bid only. The NAMA minutes shall indicate said offer for those not in attendance. All bids shall be sealed and sent to a designated non-interested party. Bids shall be accepted until the next regular meeting begins. The designated non-interested party shall open all bids at said meeting and announce the winner with the highest bidder named the winner. There shall be an established minimum bid set forth by the Board of Directors prior to any bides being received. Such minimum bid shall be noted in the NAMA minutes announcing the sale. If there is a tie bid, the tie shall be broken by an open auction between high bidders.
3. Payment for said equipment shall be on a cash basis (cash or check).
4. In the event there is no response from the NAMA members indicating desire of said equipment and/or claims, NAMA may sell said equipment and/or claims at the highest paid price via outside of NAMA membership (e.g., want ads).
5. All funds received from the sale of any equipment shall be placed in the general membership account.

SECTION 9 Use of NAMA claims by members and their immediate family for occasional prospecting is allowed and is encouraged. In addition, one continuous stay of five days or more up to 16 days maximum per year is allowed. All equipment used on the NAMA claims shall be in accordance to NAMA HPA and the GOLD and FISH Booklet. Furthermore, the maximum dredge nozzle size allowed on any of NAMA claims is four inches. Exceptions to these limits may be obtained only by majority vote of the Board of Directors. When such exceptional use is permitted, the member shall receive written authorization signed by the President and Secretary allowing such use. Members shall have in their possession such written authorization when using NAMA claims on and exception basis. Members who knowingly violate NAMA policies with regards to length of stay or size of dredge used on NAMA claims shall be removed from NAMA per SECTION 6, this article.

SECTION 10 Any member who wants to include non-dependent children, friends, etc. in mining activities on NAMA Claims shall ask for permission in advance from the membership by hand vote at the clubs monthly meeting or by two thirds vote of the Board of Directors anytime. Such permission will require that the member assume all responsibility for injuries or damage caused by or to invited guests.



SECTION 11 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Added 2/16/05.

## **ARTICLE XII AMENDMENTS**

SECTION 1 NAMA by-laws may be amended at a regular meeting by a two thirds majority vote of members in good standing by a show of hands or voice vote provided:

1. That the proposed amendment shall have been first submitted in writing to and approved by the Board of Directors.
2. That notice of the proposed amendment, so approved, shall have been given at the previous regular meeting.

SECTION 2 Absence of the approval of the Board of Directors, these by-laws may be amended as follows:

1. A petition signed by ten members in good standing in NAMA shall be present at a regular meeting.
2. The petition shall be read at a regular meeting.
3. The proposed amendment shall be submitted to the membership for approval by voice or hand vote and approved.

SECTION 3 All amendments shall be written in the following format: Article number, Section number, and how the statement or paragraph now reads. Then print new change.

SECTION 4: The members of the Board of Directors shall take office immediately following the adjournment of the December meeting. Change to read: The members of the Board of Directors shall take office immediately following the adjournment of the November meeting.

SECTION 5 The Board of Directors shall review the By-laws annually during the October BOD Meeting.