

**NORTHERN UTAH PROSPECTORS ASSOCIATION
BYLAWS DECEMBER 8, 2021
Revised and Updated From Previous Corporation**

ARTICLE I

(A) Membership:

Membership in the Northern Utah Prospectors Association shall be open to everyone 18 years of age or older without regard to race, sex, or national origin. The association shall make NO membership requirements other than the payment of the yearly dues to remain in good standing.

(B) Joining:

A person desiring to join the club must first fill out an application form and Liability waiver and pay the required dues. Persons must be current members in order to participate in any club (Business) meeting, make motions, second motions as required, participate in any debate or to vote in any matter that should arise, or to attend any scheduled outing or go on any club controlled claim. All persons attending club outings, field trips or other activities shall comply to all laws, federal, state or local governing mining, and all club regulations as pertained in the Articles of Incorporation, Bylaws or Standing Rules of Order. On April 27, 2010 The members of NUPA voted to include the following statement: "Limit prospecting activity to a period of not more than 14 days total per person, per season, per claim on all club controlled claims. Only exception will be for club sponsored outings". Upon joining the club, copies of the Bylaws and the Prospectors Code of Ethics shall be provided to the new member. All persons shall comply with the Prospectors Code of Ethics while prospecting.

(C) Dues:

Membership Fees: Individual membership shall be \$35.00 per adult for the first year. Renewal shall be \$25.00 per year after. Couples or family memberships shall be \$35.00 for the initial membership and \$25.00 per year after for renewal. Fees are due and payable to the Treasurer on January 1st of each year and shall be delinquent on March 31st of the same year. Delinquent members shall be dropped from the clubs roster. When a new member joins N.U.P.A., Inc. On or after the 1st of October of each year he or she shall have their dues applied to the following fiscal year. When a junior member (junior member is defined as one who joined originally under a family membership) reaches his/her 18th birthday and desires voting privileges or claim rights, he/she must first pay the adult fee of \$25.00, all others must pay the individual membership fees. Anyone under the age of 18 and not under a family membership must be sponsored by an adult member of the age of 21 or more who accepts full responsibility and liability for this minor. The minor shall have no voting privileges. A Release of Liability MUST be signed by the parents or guardians of the minor who wishes to join and be sponsored by another member.

(D) Waiver of Dues:

Only the Board of Directors may WAVE the dues requirement for persons by a 2/3 vote in the affirmative. The Board of Directors shall set the rules/standards for which dues may be waved on a case by case basis. Members in good standing may submit other members or outsiders to the

Board of Directors for consideration. The decision of the Board of Directors shall be final in all situations concerning waivers of dues. The Dues for members actively serving in the Military but out of the local area are waived during their absence. Upon return to the local area their membership will continue to be waived until the following membership year.

(E) Membel'\$hip Quorum:

A quorum of the general membership shall be defined as the number of voting members that can be depended upon to attend a general meeting during bad weather or other unforeseen causes. This number shall be twenty (20) voting members in good standing that shall be present before any business is conducted.

(F) Health and Accident Insurance:

Each member of the Northern Utah Prospectors Association, INC., MUST provide their own health and accident insurance. The Northern Utah Prospectors Association, INC. is not liable for any losses, damage or injuries that a member might incur. It is the members responsibility to provide coverage for themselves and their family members and to ensure that each sponsored guest is also covered.

ARTICLE II

The club address shall be a Post Office Box rented by the Northern Utah Prospectors Association.

ARTICLE W

(A) Elections:

Officers shall be elected by a simple majority of those members, including spouses attending the annual meeting in December of each year. Also included into the vote will be any proxy and mail-in votes. The voting shall be by secret ballot or by acclamation, whichever is appropriate. The newly elected officers shall take office at midnight on December 31st of each year.

(B) Nominations:

Each club member in good standing may address the membership during open nominations and place ONE nomination before the group for each office seeking nominations. When during there are no club members who will accept the nomination for a club offices, then with a 2/3 majority vote of the general membership in attendance, the current member holding such club office may be nominated to retain said office(s) for the upcoming fiscal year. If said member declines nomination, then the general membership must find either an agreeable candidate or vote to eliminate said office for the upcoming fiscal year.

(C) Limitation:

Under NO circumstances may the offices of President, Secretary or Treasurer be eliminated in any calendar year. This only applies in those fiscal years as defined above in (B) and shall not apply when nominations are placed and elections are held.

DUTIES AND RESPONSIBILITIES OF OFFICERS AND THE BOARD OF DIRECTORS.

(A) Board of Directors (See Articles VI and VII)

The Board of Directors shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and the Members at Large.

(B) President

With the exception of grievance hearings, the President shall conduct all business at local General Membership Meetings and at all Board of Director Meetings. The President shall be the deciding vote in the case of a tie at both the Board of Director's Meeting and the General Membership Meeting. The President shall have a vote in any election.

(C) First Vice President

The First Vice President shall assume all duties of the President in the absence of the President at any meeting. The Vice President shall also automatically ascend to the position of President in the event the President is unable to complete the term of the office or is removed from office. The First Vice President shall preside over any grievance hearing.

(D) Second Vice President

The Second Vice President shall assume the responsibilities of Senior Vice President in his/her absence. The Second Vice President will act as focal point for all committee chairmen for compliance with club bylaws and any Standing Rules of Order. The Second Vice President will ascend to the position of First Vice President should this position become vacant and a new Second Vice President shall be elected by the general membership.

(E) Secretary

The Secretary shall be responsible for keeping the minutes of all meetings. The Secretary shall read the minutes from the prior month's meeting at each General Membership Meeting. The Secretary shall read all Proposals, Notices and Resolutions, etc., that come before the Board of Directors and the General Membership. The Secretary shall also be responsible for maintaining and updating the membership bylaws.

(F) Treasurer

The Treasurer shall be responsible for maintaining all financial records and obligations of the club. The Treasurer shall be responsible for accepting, accounting for and depositing

any monies from the sale of memberships, club memorabilia, ticket sales or any other fund-generating effort into the club bank account and checking account. A financial report shall be presented by the Treasurer at each General Membership Meeting. The Treasurer will submit all records and assist in any audits of the club. In addition, the Treasurer shall maintain a listing of all club members in the good standing.

ARTICLE V

Term of Office

Each elected officer shall serve a term of one year (January 1 to December 31), ~~not to exceed (NTE) two consecutive terms.~~ Any officer who fails to attend three general membership meetings in a row shall be required to submit his resignation and a new officer shall be elected. Continuing health problems of any elected official can be used as an exception to this requirement. Other legitimate circumstances can be used to determine an exception if approved by 2/3 of the Board of Directors.

ARTICLE VI

General Meeting Night:

The fourth Tuesday of each month shall be the general meeting night unless otherwise stated. The Board of Directors meeting shall be on the second Tuesday of each month unless otherwise stated.

ARTICLE VII

Board of Directors

The club shall be governed by the Board of Directors which are comprised of the following officers:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer
6. At Least five (5) Members At Large

(A) In the event that there should not be sufficient members to fill all of the offices comprising the Senior Officers, any two offices may be combined, except the offices of the President and Treasurer.

(B) The term of office shall be one full calendar year from the beginning of each new year to the end of that year.

- (C) The order of succession of the Senior Officer positions will be in ascending order. When vacancies occur, the order of succession to fill the vacancy will occur immediately and the term of office will remain until the next annual meeting.
- (D) Should any office position below First Vice President become vacant, the position may be filled by appointment by the remaining Board of Directors.
- (E) The Board of Trustees shall be comprised of the following club officers for State purposes and shall change to match on an annual basis. These are the President, First Vice President and the Secretary.
- (F) The attendance of fifty-one percent of the Board of Directors is required for a legal quorum.

ARTICLE VIII

The club's Board of Directors shall appoint whatever committees that are deemed necessary to further the club activities; programs, publications, etc.

ARTICLE IX (Removed in LC)

Expenditure Limitations:

The Board of Directors shall be allowed to make expenditures up to 25 percent of the total amount in the club's funds with a 2/3 majority vote without the approval from the general membership. Any expenditures over 25 percent shall be brought before the general membership where a 2/3 majority vote of the membership quorum will be required for approval of this expenditure.

ARTICLE X (Removed in LC)

(A) The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all the meetings in cases to which they are applicable and in which they are not inconsistent with these bylaws, Articles of Incorporation or any standing rules of order the club may adopt.

(B) The Board of Directors may appoint one member of the club or an outside consultant (*lawyer, judge, arbitrator, Professional Parliamentarian, etc.*) to act as "parliamentarian" whose responsibility is outlined in the Robert's Rules of Order Newly Revised. The term of this appointment/office shall be perpetual.

ARTICLE XI

(A) Bylaw Amendments

The Board of Directors shall be or may appoint a committee to provide a review of the current bylaws not later than March of each year or as the need for changes occur. All recommended updates, additions, changes or deletions shall be submitted to the membership for a vote.

(B) Bylaw Amendments by Members

- 1 The Articles of Incorporation and the Bylaws of the Northern Utah Prospectors Association may be updated, changed, deleted or added to by any member in good standing at any meeting by submitting a written proposal (notice) explaining the proposed change to any member of the Board of Directors with a "Motion to Amend Something Previously Adopted." Upon acceptance of the proposal by the President of the Board of Directors, the proposal will be entered into the minutes at the Board of Directors meeting and the question proposed by the President.. The Board must pass the proposal by a 2/3 majority vote in order for the proposal to be forwarded to the General Membership for consideration. The minutes will also be forwarded. Acceptance by the General Membership MUST be by a 2/3 majority vote.
2. Precedence for the Motion pertaining to the above will be Robert's Rules of Order (Newly Revised.)
3. All proposals approved or disapproved by the Board of Directors MUST be signed by the President and added to the records.
4. All proposals approved or disapproved by the General Membership MUST be signed by the Secretary and added to the records.

ARTICLE XII

When club matters are being voted upon by the Board of Directors, if any strong disagreement is encountered, the issue shall come before the membership for a final decision/vote.

ARTICLE XIII

Newsletter: A club newsletter shall be published monthly.

- (a) **For Sale** items are permitted to members at no cost but must be resubmitted each month.
- (b) **Business Advertisement** will be charged at a rate of \$10.00 per ¼ page or \$0.15 per word for less than ¼ page per publication. No business or corporation may receive free advertisement without a majority approval of the Board of Directors.

ARTICLE XIV

Club Colors shall be gold, silver, and blue.

ARTICLE XV

LIABILITY

- (A) **Personal Liability.** No officer or member of NUPA shall be held personally liable for any bills or obligations of the corporation, past or present, except for the payment of personal membership dues.
- (B) **Disbursement of Funds.** No officer or member of the corporation shall disburse any funds or moneys in his keeping and belonging to NUPA without authorization from the Board of Directors. Any such authorization for reimbursement must be confirmed in writing by the President and Treasurer of the club or approved by the Board of Directors and added into the minutes.
- (C) **Use of Club Name and Mailing List.** No person shall use the name or mailing list of the corporation for any purpose other than those purposes which are strictly those of the corporation, without the expressed authorization of the Board of Directors. The authorization will be confirmed in writing by the President or Secretary of the Board.

ARTICLE XVI

DISSOLUTION OF THE CORPORATION

- (A) The corporation may be dissolved when the Board of Directors and the general active membership deem the action is appropriate.
- (B) The Senior Officers of the Board of Directors may present the action to the membership at a General Membership Meeting for a vote to be held at the next scheduled membership meeting.
- (C) Members may present a written dissolution request to the either the Board of Directors or the Senior Officers one month prior to a scheduled General Membership Meeting. The Officers or Board shall notify the General Membership at the next scheduled meeting that a dissolution request has been presented and placed on the schedule of discussion. A dissolution vote will then be held at the next following General Membership Meeting.
- (D) When 2/3 of the Membership approved the dissolution, the Board of Directors will set a date of effectiveness.
- (E) The Senior Officers will establish the net assets of the corporation. These assets will be divided equally among the ACTIVE membership.
- (F) Active membership at this time is defined as members that can be contacted by mail and who respond to the notification of corporation dissolution prior to the dissolution date.
- (G) The dispersal of the corporation assets will be performed one month following the date set for dissolution.
- (B) All traces on assets received by a member that may be incurred as a result of truable assets received are the responsibility of the member receiving such assets.
- (I) All functions of the corporation will cease at midnight on the effective date of dissolution.

ARTICLE XVII

GRIEVANCES

The Board of Directors shall serve as the Grievance Committee.
Any officer or current Member in Good Standing of NUPA has the right to file a grievance.
The First Vice President shall sit as chairman on any grievance hearing. The Board of



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Directors, upon receiving any grievance, shall notify the member by the most convenient means of a date set by the First Vice President for a hearing. The decision and/or action to be taken shall be placed into the records and reported to the member. If requested in writing, the member may appeal the decision of the Board of Directors to the General Membership at the next scheduled General Membership Meeting. One current member (non-officer) shall be chosen by the First Vice President to conduct the hearing. The decision of the General Membership shall be final.