**CLUB BYLAWS**

Constitution and Bylaws

Of

North American Miners Association

# 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 the study of Earth Sciences and related subjects and to encourage the prospecting for mineral deposits.

## ARTICLE III

MEMBERSHIP

SECTION 1 Membership shall be open to anyone interested the objectives of NAMA. A current membership covers husband/wife and dependent children under the age of 18. Only one vote per paid membership is allowed.

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 before submittal of the nominee’s name to the membership for approval. A majority vote shall be required of the membership in attendance at a regular meeting to bestow the honorary membership, providing all other conditions have been met.

Section 3 Lifetime membership of BEPSI will not be carried forward and incorporated into NAMA.

Section 4 Anyone applying for membership shall be eligible regardless of race, sex, creed or national origin.

Section 5 A member in good standing is defined as one whose dues are paid in full as of March 31st of the current year.

Section 6 Former members may reinstate themselves as members in good standing by payment of annual dues and that prior membership has ended for voluntary reasons or non-payment of dues.

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, Vice-President, Secretary, and Treasurer shall be selected from the NAMA current membership list. For the first 5 years of NAMA, only prior BEPSI members may hold the President and Treasurer position.

Section 3 The elected officers shall hold their office for a period of one year with the exception of the Treasurer who retains that office for a period of two years.

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.

Section 6 If the President vacates office for any reason that position and time remaining for the current year, the Vice-President will assume the duty of President. The Vice-President, Secretary, and Treasurer’s vacancy will be filled as described in ARTICLE VI, Section 6.

ARTICLE V

Duties of Officers

Section 1 President – It shall be the duty of the President to preside at all meetings of NAMA and meetings of the Board of Directors. The President shall, with the Treasurer, sign all written contracts and co-sign accounts payable checks.

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.

Section 3 Secretary – The Secretary shall keep the minutes of all meetings of NAMA, the Board of Directors meetings, and shall issue notices of all meetings, conduct the correspondence, and shall be open to the inspection of the Board of Directors. The Secretary shall maintain an up-to-date roster of members. The secretary shall prepare a monthly report of membership, which shall be presented during the monthly 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 $100 for payment require 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 shall annually issue new membership cards to all paid members who have filled out an application. The treasurer shall then forward the applications to the Secretary of the Membership Chairman for updating the membership roster. The Treasurer will create and provide the Board of Directors an annual budget. When approved will present the annual budget at the next general meeting.

ARTICLE VI

DIRECTORS

SECTION 1 There shall be 6 members of the Board of directors consisting of the four elected officers (ARTICLE IV, Section 1) and two directors at large. The President will be the Chairman.

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 shall be by unanimous approval of the Board of Directors.

SECTION 3 The Director at Large is a two year position filled by the outgoing president (e.g. Position one is filled by the outgoing president and Position two is filled by the ex-president that has filled position one for a year). The Members of the Board of Directors shall take office January 1 following the election.

SECTION 4 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 5 The Board of Directors shall have the power to remit the dues of any member for a period not to exceed one year.

SECTION 6 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 7 Any member in good standing can be nominated to the Director at Large position to fill a vacancy. (E.G. inability of the ex-presidents to fill position one or two as described in Section 3, this article)

SECTION 8 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 ARTICLE VI, SECTION 1. It is suggested that the Nomination Committee prepare a form for the insertion into the August newsletter, which solicits nominations for office from the general membership.

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 Ballets and a list of candidates shall be distributed by mail with the October newsletter 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 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 All meetings shall be conducted in compliance with Roberts Rules of Order.

ARTICLE X

DUES

SECTION 1 Annual dues (fees divided into membership and claims assessment) 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 1st shall constitute the upcoming year’s dues.

SECTION 2 The membership dues are waived for the Board of Directors. The Board of Directors will pay the claims portion of the dues.

SECTION 3 Dues shall be paid as required in Section 1 of this article without delay. If Payment is not received by March 31st, 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.

SECTION 4 Portions of the dues, as determined by the Board of Directors, shall be withheld for claims activity. The Treasurer shall maintain said funds and include the balances thereof in the Treasurers reports.

SECTION 5 Claims Chairman is exempt of membership dues but must pay the claims assessment on a yearly basis.

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 VIII, 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. 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, NAMA may sell said equipment 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 NAMA mining claims under the new organization are solely the property of the new organization and past affiliations of usage by other clubs if void.

SECTION 12 The new organization has 3 years from incorporation to balance the annual budget (cash in is greater or equal than cash out). Failure to do so, the Board of Directors will recommend a plan of improvement or dissolvent.

SECTION 13 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(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 the Board of Directors and shall have been approved by them.

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 presented at a regular meeting.

* + - 1. The petition shall be read at a regular meeting.

* + - 1. 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.

EXAMPLE:

ARTICLE VI, 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.

Underline all changes for easy location.

SECTION 4 All approved amendments shall be attached to and made a part of the by-laws pending yearly update.

SECTION 5 The Board of Directors shall review the By-laws annually.