

WESTERN WASHINGTON GPAA

Chapter Bylaws - Updated October 8, 2016

ARTICLE ONE - NAME

1. The name of the GPAA Chapter shall be Western Washington GPAA sometimes referred to herein as WWGPAA (GPAA Chapter Code).

ARTICLE TWO - OFFICE

1. The principle mailing address of this GPAA Chapter shall be:
1602 SE Kira St, Port Orchard, Washington, 98367
2. The GPAA Chapter will promptly update the GPAA Chapters Department of any address changes.

ARTICLE THREE - PURPOSE

1. The GPAA Chapters purpose is to provide an environment for members and any other persons interested to interact and to increase public awareness by providing education on ecologically sound methods of prospecting, small-scale mining and treasure hunting for adults, families and their children. This includes locating, identifying and legal removal of minerals, caches and treasures while conserving the environment and natural habitat. This shall be accomplished through lectures, demonstrations, and hands-on training at meetings, outings and any other settings deemed appropriate by the chapter's Board of Directors and at no cost to the participants.

ARTICLE FOUR - MEMBERS

1. There shall be two categories of local chapter members, as follows:
 - A. VOTING CATEGORY Member shall be a valid active and current member in good standing with the Gold Prospectors Association of America (GPAA).
 - B. SUPPORTING CATEGORY: Member can be any person who is not a member of GPAA.
2. Distribution: A copy of these GPAA Chapter Bylaws given to each board member and made available at each meeting. Copies of these Bylaws are available upon request.
3. Voting Rights: Each Voting Category 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. Supporting Category Members do not have the right to hold office or to vote in the elections of officers or board member

4. All club members may vote on other club actions and activities. GPAA encourages the involvement of all members of the club on matters not involving GPAA claim activities. As of January 2013, our claims, Redbird 1, Redbird 2 and Freedom belong to the Chapter and are NOT GPAA claims.
5. The GPAA Chapter will allow the general public and non-GPAA members to attend meetings and participate in fundraisers, lectures and other activities, but non-GPAA members are not eligible to vote for officers, hold office, sit on the Claims Committee or utilize GPAA claims.
6. All Clubs that are in the GPAA Chapter Program must be run by the Voting Category Membership and elected officers. GPAA chapters are not to be run by any one individual or family. No one family may hold a controlling vote at any meeting. No officer nor member may use the club for the purpose of alluring personal profits.
7. Termination / Suspension: The Chapter 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 the chapter "for cause" after an appropriate hearing before the board. The term "for cause" shall include (a) a member's conviction for a felony, (b) acts of reckless endangerment, (c) failure to perform commitments made to the chapter, (d) conduct on the part of the member that would render him/her ineligible for indemnification if required by the board and (e) member conduct which constitutes a conflict of interest with chapter.

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 members and of reasons therefore;
 - B. Such notice is delivered personally or by certified mail sent to the last address of the member shown on chapter's records.
 - C. Such notice sets forth a procedure determined by the Chapter Board of Directors or a 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 the proposed termination or suspension.
8. Resignation: Any member may resign by submitting a written resignation with the Chapter Secretary, but such resignation shall not relieve the member so resigning of the obligation of promptly paying any assessments or other charges theretofore accrued and unpaid.
 9. Reinstatement: On written request by a former member submitted to the chapter secretary, the board of directors, by affirmative vote of the majority of its members, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.
 10. Chapter Membership Guidelines: It is each chapter member's responsibility to read, understand and abide by the GPAA Chapter Program Bylaws, as well as the local chapter's own

bylaws, rules and regulations. Violations of any rule, regulation or bylaw are subject to review by the Chapter Board of Directors.

ARTICLE FIVE - OFFICERS

1. Elected Officers: The officers of the newly formed local chapter shall be a President (who shall be the "Chairperson" of the board), a Vice President, a Secretary, a Treasurer and a Claims Officer (who shall be board members), and such other chairpersons, as shall be appointed by the local chapter board. All officers shall have the authority to perform the duties as shall be prescribed, from time to time, by the chapter board of directors. The same person may hold the offices of Secretary and Treasurer.
2. Appointed (non-elected) officers: Will be appointed by, and serve under, the direction of the chapter President. Equipment Manager, Fundraising Coordinator, Outings Coordinator, etc. will all report directly to the Chapter President.
3. All Chapter officers are volunteers and are expected to serve without remuneration. Unforeseen and reasonable out of pocket expenses (i.e.: telephone calls or other misc. expenses), may be reimbursed by the local club with proper receipts and approval. Travel and other special expenses relating to chapter business, with prior approval of the chapter board and/or membership, shall be reimbursed with club funds.
4. There will be NO paid chapter officers or chapter employees.
5. Election and Term of Office: The chapter officers shall be elected at the meeting following the annual meeting of the chapter members and shall serve a one-year term. There shall be no consecutive term limit. However, each officer must be re-elected each year in accordance with these bylaws. If the election of officers is not held at such meeting, an election must be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the Chapter Board of Directors. The selection of officers and member(s) of the chapter board by the general membership shall be ratified by the chapter board without change.
6. Removal: Any chairperson appointed by the Chapter Board of Directors may be removed by the Chapter Board of Directors whenever, in its judgment, the best interests of local chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
7. Attendance at chapter board meetings: Members of the Chapter Board of Directors who miss fifty percent (50%) of the regularly scheduled meetings in one year may, by vote of the Chapter Board of Directors, be subject to removal from the chapter board.
8. Vacancies: A vacancy in any officer position because of death, resignation, removal, disqualification or otherwise shall be filled by action of the Chapter Board of Directors. An officer appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor. Each

such appointment by the board shall be subject to the approval or disapproval of the general members at a regular or special meeting called for that purpose.

9. Officers Duties:

- A. **PRESIDENT:** The President shall be the chief executive officer of the local chapter and shall be primarily responsible for the operations of the chapter/club. He/she shall be responsible to set goals and direction and to implement programs to achieve them, as determined by the Chapter Board. As the chairperson of the chapter board, the President shall schedule, plan and officiate at all meetings of the members and or the Chapter Board of Directors. He/she will coordinate the activities of all other officers. He/she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Chapter, and shall act as operating and directing, head of Chapter, subject to policies and limitations established by the Chapter Board of Directors. In case of the permanent absence or inability of the President/Chairperson to act, the Chapter Board of Directors shall declare that office vacant. A successor shall be chosen by the chapter board, subject to the approval or disapproval of the general members at a regular or special meeting for that purpose. Additionally, the Chapter President will maintain liaison with National GPAA Headquarters and the Chapter Department.
- B. **VICE PRESIDENT:** The Vice President shall act in 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/Chairperson is permanently unable to perform his/her duties. The Vice President shall also serve on committees and perform various duties as assigned by the President/Chairperson or the Chapter Board of Directors. Additionally, the Vice President will maintain order at all meetings and oversee the fundraising and activities during the meeting.
- C. **SECRETARY:** The Secretary shall see that the minutes of all meetings of the General Membership and the Chapter Board of Directors are taken and kept. He/she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him/her. He/she shall have charge of all the books and records of the local chapter/club except the books of account, and, in general, shall perform all duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him/her. Additional duties include, but are not limited to:
- Maintain all Chapter records including:
 - The membership roster
 - All required forms
 - Claims Committee forms

- The Chapter Calendar
 - Master copies of the chapter bylaws
 - Prepare, at the Presidents direction, all Chapter correspondence
 - Keep files of all outgoing and incoming correspondence
 - Provide the Claims Committee Chairman current roster of Claims Committee individuals
 - Be the custodian for all Chapter office/mail supplies
 - Other duties as directed by the Chapter President
- D. TREASURER: The Treasurer shall have general custody of all the funds and securities of the Chapter/Club except such as may be required by law to be deposited with any state official. He/she shall see to the deposits of the funds of the Chapter/ Club in such bank or banks as the Chapter Board of Directors may designate. Regular books of account shall be kept under his/her direction and supervision, and he/she shall render financial statements to the Chapter President/Chairperson, board of directors and members at proper times. The Treasurer shall have charge of the preparation of the annual financial report and filing of such reports, financial statements, and returns as may be required by law. Additionally, the Treasurer will be the custodian of the chapter checking account/book, maintain open, accurate records of all financial transactions, prepare a monthly financial report for the membership, collect all monies and keep records of the chapter petty cash account.
- E. SECRETARY-TREASURER: The officers of Secretary and Treasurer may be filled by a single person.
- F. CLAIMS OFFICER :
- Act as point of contact for all activities relating to claims in the local sector
 - Coordinate with the GPAA State Claims Committee
 - Schedule and plan common digs with the Chapter President and Outings Coordinator
 - Make a record for Secretary and GPAA of all cleanups and inspections on claims.
(These forms are available from GPAA Headquarters)
- G. EQUIPMENT MANAGER:
- Sign for, store and maintain all chapter equipment
 - Provide a system for chapter members to check out equipment when not being used for Chapter activities, for personal use
 - Coordinate with the Treasurer to acquire and restock the "For Sale" equipment
 - May, if deemed necessary, appoint an assistant

H. FUNDRAISING COORDINATOR:

- Coordinate with Chapter Vice-President acquiring gold and merchandise for fundraising at the meetings
 - Maintain custody of the fundraising equipment
 - After fundraisers, complete the accounting form and present it, along with all monies to the Chapter President/Treasurer for verification
- #### OUTINGS COORDINATOR:
- Schedule and coordinate Chapter outings
 - Prepare, in coordination with the President a list of proposed outings for the upcoming year, to be presented to the membership for approval
 - Coordinate with State Director for statewide outings; all Officers will keep the President informed of Chapter activities undertaken

ARTICLE SIX - ELECTIONS

1. Nominations and Election of Chapter Officers shall occur in September each year. A plurality of members present at this meeting shall be required to elect each officer.
2. All outgoing Chapter Officers will turn over any/all Chapter/Club records, supplies and equipment to the incoming Officer within thirty-five (35) days.
3. No individual or elected officer will be allowed to hold more than one elected office at any one time, with the exception of the offices of Secretary and Treasurer. Under the condition that the officer holding both positions cannot carry a second vote.
4. If any elected office becomes vacant for any reason, a replacement will be nominated and elected at the next regularly scheduled meeting. An officer elected as a replacement will serve only the remaining term of his/her predecessor.
5. Any elected office may be considered vacant, at the discretion of the board, if the individual filling that position has two consecutive un-excused absences or four non-consecutive unexcused absences during his or her term. Only the Chapter President or two other officers may excuse officers from attending the meetings. The Chapter President may be excused by a quorum of two other elected officers. Normally, this must be done a minimum of 48 hours prior to the meeting, however, in an emergency this may be done after the fact.
6. If only one individual is nominated for any position, he/she shall be considered elected by acclamation, through a show of the raising of hands.

ARTICLE SEVEN - FINANCES

1. There will be NO CHAPTER/CLUB MEMBERSHIP DUES CHARGED.
2. All Chapter/Club activities will be financed by proceeds from the sales of equipment, the monthly fundraisers and donations.
3. All elected Chapter Officers shall be signatories on a checking account opened in the Chapter/Club's name. Two officer's signatures should be required on all main account checks.
4. Any two elected officers may authorize expenditures up to \$150.00. Any amount greater than what would require a vote of the members at a regularly scheduled meeting.
5. The Chapter Treasurer shall maintain a Petty Cash Fund in the amount of \$100.00. These funds will be used only with the approval of the Chapter President or in his absence, the Chapter Vice-President, or any two officers.
6. A quarterly audit will be conducted by the Chapter President and Vice-President of the Treasurer's books. This audit will cover all funds collected and all expenses from all sources. This audit shall include both the checking account and the petty cash fund. The resulting report shall be reviewed by the Chapter Board (officers) and, when accepted by vote, made available to the general membership.
7. The Chapter Board of Directors may authorize any Chapter Officer or general member, 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 Chapter/Club, and such authority may be general or may be confined to specific instances.

ARTICLE EIGHT - OPERATING FUNDS

1. Operating funds may be obtained through merchandise sales, raffles, donations, advertisement sales, and educational fundraising activities.

ARTICLE NINE - ADOPTION & AMENDING

1. These Bylaws shall become effective when adopted by a majority vote of Chapter/Club members present at a regularly scheduled meeting.
2. To modify or amend (other than spelling or grammatical changes) shall require a two-thirds (2/3) majority of members present at a regularly scheduled meeting or a majority vote at a regular officers' meeting which is to be confirmed by a majority at the next regularly scheduled general meeting.

3. Chapter bylaws and guidelines must be readily available to the general membership at every meeting, along with a copy of the most current minutes. A copy charge may be levied for replacement copies for existing members.
4. All proposed amendments should first be sent to GPAA Chapter Department to determine if there are any questions as to the amendment affecting the contractual agreement. If it does affect the contractual agreement, the membership should be made aware of the effects before a vote is taken.

ARTICLE TEN – DISSOLUTION OF THE ORGANIZATION

1. Upon dissolution of the Western Washington GPAA, all funds and equipment shall revert back to the Gold Prospectors Association of America. No money, equipment, or inventory can be taken or used by any member of Western Washington GPAA or associates.