

Mohave Prospector's Association

P.O. Box 6446

Kingman, AZ 86401

www.mohaveprospectors.com

Constitution and Bylaws

ARTICLE 1

NAME

1.1 The name of this Non-Profit Corporation is **Mohave Prospector's Association** herein referred to as the **MPA**.

ARTICLE 2

PURPOSES

2.1 The purpose of the MPA is to join together as a group to do recreation prospecting and have social events such as treasure hunts, picnics, etc. Also, to educate the public and area youth about the history of prospecting and land around the area.

ARTICLE 3

MEMBERSHIP and DUES

3.1 Classes of Membership

3.1.1 Individual Member

3.1.1.1 Must be 18 years of age or older.

3.1.2 Family Membership

3.1.2.1 Two (2) or more members of a family, one must be 18 years of age or older and considered as parent and/or legal guardian to anyone in the household under 18.

3.1.2.2 All Children, or any other friends or other family members who are not legally a part of a members' immediate family unit, 18 years of age or older, must have their own membership.

3.2 Application for Membership

3.2.1 By filling out an MPA application and paying the yearly dues, along with an initiation fee, if applicable, an individual or family may become a member of the MPA.

3.2.1 After all fees are paid, all new memberships shall be given a copy of the MPA handbook and Map book, along with access to the members only section of the website, where we have maps of the claims leased to the MPA by the BLM.

3.3 Membership Dues

3.3.1 A Simple Majority Vote of the voting members present at a General Membership Meeting may raise or lower the initiation fee, assess, and set the effective date of changes.

3.3.1.1 The Annual Dues are due, or postmarked by, January 1 of the next year or are considered delinquent.

3.3.2 New members to the MPA will have their initial dues pro-rated at the mid-point of the annual membership term. You must have never previously been a member of the MPA to qualify for this.

3.4 Termination of Membership

3.4.1 A member or family membership will be terminated from the MPA if their dues are not paid prior to January 1.

3.4.1.2 Memberships that have been terminated might avoid paying initiation fee for late registering if they submit a timely letter of appeal to the Board of Directors (herein called the Board) and the Board accepts the members appeal as good cause to waive the initiation fee.

3.4.2 A member or family may withdraw their membership from the MPA at any time.

3.4.2.1 Their dues will not be refunded.

3.4.2.2 Any member found in violation of MPA code of ethics (see section on ethics) shall be suspended of membership immediately, including being subject to membership termination pending a hearing, vote or any appeal process listed.

ARTICLE 4

MEETINGS

4.1 General Membership Meetings

4.1.1 Regular General Membership Meeting will be held monthly at a time and place approved by the General Membership and the Board.

4.1.2 Special General Membership Meeting may be called whether by Majority of the Board or by at least one tenth of the MPA voting members.

4.1.3 The presence of not less than thirty (30) MPA members shall constitute a Quorum. Number may adjourn the meeting for a period of not more than thirty-three (33) days. A Quorum and before set forth shall be Required at any adjourned meeting, etc.

4.1.4 Motions from the floor may be voted on without being on the Meeting Agenda.

4.2 Board Meetings

4.2.1 Regular Board meetings may be held prior to each Membership Meeting.

4.2.2 Special Board Meetings may be held when deemed necessary by two (2) or more board members or the MPA President.

ARTICLE 5

PROPERTY and INCOME

5.1 This Corporation is organized for the purpose of transacting any and all business for which non-profit corporation may be incorporated under the laws of Arizona.

5.2 All property and income of the corporation shall be used to promote MPA purposes.

5.3 No property or income of the MPA shall be used for the personal benefit of any MPA members, unless those items are available to all MPA members.

5.4 No officer shall for reason of the office, be entitled to receive any salary or compensation, but may be compensated to perform a specific duty other than their elected services, unless being reimbursed for services rendered.

5.4.1 All new Board members will receive their membership for term in office. Any Board/Cabinet member with three (3) consecutive years of service, may receive a lifetime membership.

5.5 All regular expenditures, for any one project, of MPA funds for more than three hundred (\$300) dollars must be approved by a simple majority of the voting members present at a general membership meeting.

5.5.1 Regular or Emergency Maintenance and Repairs under two hundred (\$200) dollars need not be approved by the Board.

5.5.2 Emergency expenses for more than two hundred (\$200) dollars can be authorized by majority vote of the Board.

5.5.3 The Treasurer shall be an Authorized Agent to sign MPA checks.

5.5.4 Another Board member shall be an Authorized Agent to sign MPA checks.

ARTICLE 6

CODE OF ETHICS

6.1 The MPA does not condone violation of BLM or Mining Laws, nor does it tolerate violation by its members.

6.2 Membership is open to anyone regardless of race, color, gender, creed, or religion.

6.3 No member of the MPA shall represent the organization without the express consent of the MPA Board and/or cabinet.

6.4 A membership may be revoked for cause. This must be presented in Written Form to the Board of Directors.

6.5 Any member in violation of MPA Rules and Regulations will be brought before the Board and may be subject to loss of Membership and handled by means of due process, in accordance to the Arizona State Corporation Statutes, Title 10-3621.

ARTICLE 7

VOTING and ELECTIONS

7.1 The general membership will elect the President. The President will elect his/her Board.

7.1.1 All voting shall be done by eligible voting members by simple majority at the monthly meeting.

7.1.2 One vote per eligible voting member.

7.1.3 Persons whose dues are not paid for the current year are not eligible to vote on any official MPA business.

7.1.4 To be a voting member, member must be 18 years of age or older.

7.2 Nominations for Officers

7.2.1 Nominations shall be at the November general membership meeting.

7.2.1.1 No nomination shall be made without first obtaining that nominee's assurance that he/she will run.

7.3 Voting will take place at the December general membership meeting.

7.4 Elections of Officers and Directors

7.4.1 To be elected, a member must be in good standing with the MPA.

7.5 The nominee with the most votes is the Elect

7.5.1 New elects shall take office at the close of the December general meeting.

7.6 Each retiring officer shall relinquish to the successor taking office, all properties and records relating to his/her position, as well as provide proper guidance on standard MPA procedures and position related duties held.

ARTICLE 8

BOARD of DIRECTORS

8.1 The Board of Directors, herein known as The Board, shall consist of MPA President, Vice President, Secretary, Treasurer and other appointed voting members as needed to complete the Board Quota.

8.1.1 All Corporate Powers shall be exercised and the affairs of the corporation shall be managed, under the direction of its Board of Directors, subject to any limitation set forth in Articles of Incorporation and the Constitution and Bylaws.

8.2 The General Membership shall have the authority and power to increase or decrease the number of serving directors within the limits provided in the Articles of Incorporation.

8.2.1 The Articles of Incorporation allows no less than three (3) and no more than fifteen (15) serving directors.

8.2.2 The Board shall have a number of five (5) serving directors at any given time.

8.3 The Board may fill any vacancy which may occur on the Board pending the next Monthly Meeting of the Members.

8.3.1 A Board Member is considered to be inactive if he/she misses three (3) consecutive Board Meetings and may be replaced.

8.4 The Persons voted to serve on the Board are to serve for a two (2) year term, unless vacated.

8.4.1 There is no limit on the number of Consecutive Terms Directors may serve.

8.4.2 Board Members must continue as Good Standing MPA Members to remain in their elected offices.

8.5 The number of Directors necessary to constitute a Lawful Quorum is fifty percent (50%) or more of the Board Members.

8.5.1 If a Quorum is present when a Meeting is convened, the Quorum shall be deemed to exist until the meeting is Adjourned, notwithstanding the departure of one or more Directors.

ARTICLE 9

OFFICERS and COMMITTEES

9.1 OFFICERS TERMS

9.1.1 Per the Arizona State Corporation Standing, Title 10-3808 and 10-3843, an Officer or Director may be removed from Office with or without cause by a Majority Vote of the Board of Directors.

9.1.2 In the event that a Vacancy occurs before the end of an Officer's Term is completed, the Board shall appoint a Voting Member of the MPA to serve the balance of the term.

9.1.3 If the Vacancy is the President Position, the Vice-President will assume the role of Interim President until a new President is voted in for the remainder of the term, or if the Vice-President chooses to accept the role of President, he/she may appoint a new Vice-President for the remainder of the term.

9.2 Officers and their Duties

9.2.1 President

9.2.1.1 The President shall act as Chairman at all meetings and ensure that the meeting is conducted according to our MPA Articles of Incorporation, Consitution and Bylaws, Arizona State Corporation Statutes, Title 10, Chapters 24 thru 40 and Robert's Rules of Order.

9.2.2 Vice-President

9.2.2.1 The Vice-President shall take the place of the President in the President's Absence and assist the President in Conducting the MPA business.

9.2.3 Secretary

9.2.3.1 Secretary shall record and transcribe the Minutes of all Official Board and General Membership Meetings during which MPA Business is discussed.

9.2.3.2 Secretary will furnish each Board Member a copy of the minutes of all meetings, if so requested.

9.2.3.3 Secretary will read the General Membership Meeting Minutes at the next General MPA Meeting.

9.2.3.4 Secretary will furnish the Newsletter Editor a copy of the Minutes of the last General Meeting, so they can be published in the Next Monthly Newsletter.

9.2.3.5 Secretary will handle the MPA Correspondence unless otherwise agreed upon.

9.2.3.6 Secretary will maintain the Membership List unless otherwise agreed upon.

9.2.3.7 Secretary shall make permanent records and make these records available upon request, per the Arizona Corporation Commission, Title 10, Statute 10-11601 and 10-11602.

9.2.4 Treasurer

9.2.4.1 Treasurer shall provide his/her due diligence and maintain high standards of fiscal responsibility when collecting and receiving all funds that are due or belonging to the MPA.

9.2.4.2 All funds shall be deposited into the MPA bank Accounts. Checks, money orders, and travelers checks must be written from a U.S. Banking Institution, endorsed by the Treasurer. A "Deposit Only" stamp, with account number, may also be used.

9.2.5.1 Treasurer shall pay all Approved Bills of the MPA.

9.2.5.1.1 The Treasurer may pay all Minor, under three hundred dollars (\$300.00), office expenses, such as printing, postage, etc, from the Club Checking Account without further approval. Treasurer must also provide receipts for any and all monies that are paid out of MPA funds and also kept for records.

9.2.5.1.2 Treasurer shall pay all Major Expenses approved by the General Membership.

9.2.5.1.3 Treasurer shall submit any Questionable Bills to the Board before payment is made.

9.2.5.1.4 Treasurer shall authorize, at his/her discretion, additional board members to make purchases less than three hundred dollars (\$300.00) as needed. Such expenditures shall be authorized on a case-by-case basis, can be denied by the Treasurer without cause, and will be under the scrutiny by the treasurer for any such expenditure.

9.2.5.1.5 Any general member of the MPA who seeks reimbursement for services rendered, must make a written request to spend personal funds for MPA related business before any reimbursements take place. The Treasurer will reimburse that general member with an MPA bank check only, upon approval by the Treasurer.

9.2.5.1.6 Financial transactions between general members and the MPA for material purchases must be approved by the Board, and payment must be in the form of a bank check.

9.2.5.2 Treasurer, or in case of his/her absence, an MPA Officer, shall make an Oral Report on the MPA financials at the Board and General Membership Meeting.

9.2.5.3 Treasurer shall make permanent Reports and make these reports available upon request, per Arizona Corporation Commission, Title 10, Statute 10-11601 and 10-11602.

9.2.5.4 Treasurer shall file a Timely Annual Report with the Arizona Corporation Commission, per Title 10, Statute 10-3120 and 10-11622.

9.3 Committees

9.3.1 Committees may be appointed by the Membership or the Board to assist in conducting the Business of the MPA.

9.3.1.1 After a Committee is appointed, the MPA secretary shall schedule a First Committee Meeting.

9.3.1.2 At the First Scheduled Meeting, the Committee shall elect a Chairman and Secretary.

9.3.1.2.1 All Meeting shall be recorded.

9.3.1.2.2 After the Close of the Session, all Meeting Recordings shall be given to the MPA Secretary for storage.

9.3.1.2.3 After the first meeting, the Committee shall schedule its own meetings.

9.3.2 The Committee may elect a New Chairperson at any Committee Meeting.

9.3.3 At the request of the Majority of a Committee, a committee member shall, with cause, be removed from the committee.

9.4 The Board or General Membership may appoint members to other Non-Officer Positions, such as Newsletter Editor or any position as necessary in conducting MPA business.

ARTICLE 10

PARLIAMENTARY AUTHORITY

10.1 All questions not covered by the MPA Constitution and Bylaws shall be resolved in the following priority:

10.1.1 Arizona State Corporation Statutes, Title 10, Chapter 24 through 40

10.1.2 MPA Articles of Incorporation

10.1.3 MPA Rules and Regulations

10.1.4 Meetings shall be conducted according to Robert's Rules of Order, the Modern Edition, and Original 1876 Edition by Major Henry M Robert, completely revised by Darwin Patnode, P.H.D.

ARTICLE 11

AMENDMENT

11.1 Amendments to the MPA Articles of Incorporation and Constitution and Bylaws shall be by a Majority Vote of the General Membership Meeting.

11.1.1 Proposed changes must be read by the MPA Secretary or other Board member, at a General Meeting before the vote can take place.

11.1.2 Proposed changes must be published in the Monthly Newsletter after the vote is done.

CONSTITUTION and BYLAWS APPROVAL NOTES

ARTICLE 12

DISSOLUTION

12.1 In the Event of Dissolution of the Corporation, any assets remaining after payment to Creditors, shall be distributed to one or more Exempt Purposes.

12.1.1 The Exempt Purposes shall be decided by the Board of Directors in accordance with the MPA Articles of Incorporation.

ARTICLE 13

INDEMNIFICATION

13.1 The MPA shall Indemnify every Director, Officer, Employee, Agent or his/hers heirs, Executors and Administrators against Expenses reasonably incurred by his/hers in connection with any action, suit or proceedings to which he/she may be a party by reason of his/hers being or having been a Director, Officer, Employee or Agent of Corporation except in relation to those matters which he/she shall be adjudicated to be liable for negligence or misconduct.