
HEADWATERS CHAPTER OF THE GPAA

BYLAWS

ARTICLE ONE - NAME

- 1) The name of the organization shall be HEADWATERS CHAPTER OF THE GPAA, sometimes referred to herein as Chapter or “Belgrade, MT” (GPAA Chapter Code).

ARTICLE TWO - ADDRESS

- 1) The principle mailing address of the Chapter shall be:
HEADWATERS CHAPTER OF THE GPAA
P.O. Box 11
Manhattan, Montana 59741

ARTICLE THREE - PURPOSE

- 1) The purpose of the HEADWATERS CHAPTER OF THE GPAA is to provide an environment for members and any other interested persons - 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.
 - (A) This includes locating, identifying and legal removal of minerals, caches and treasures while conserving the environment and natural habitat.
 - (B) 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.
- 2) Said organization is organized exclusively for charitable, educational, and scientific purposes,
 - (A) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - (B) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Trustees, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
 - (C) No substantial part of the activities of the organization shall be:
 - (i) the carrying on of propaganda, or otherwise attempting to influence legislation,
 - (ii) the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (D) Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on
 - (i) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code,
 - (ii) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 Chapter Bylaws and Policies and Procedures shall be given to all members.

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- 3) Voting Rights:
 - (A) Each Voting Category member in good standing shall be entitled to one vote on each matter submitted to a vote by the members.
 - (B) Proxy voting will not be allowed.
 - (C) Supporting Category members do not have the right to hold office or to vote in the elections of Officers or Board members.
 - (D) All Chapter members may vote on other Chapter actions and activities. GPAA encourages the involvement of all members of the Chapter on matters not involving GPAA claim activities.

- 4) The Chapter will allow the general public and non-GPAA members to attend meetings and participate in fund-raisers, lectures and other activities.
 - (A) Supporting Category (Non-GPAA) members are not eligible to vote for Officers, hold Office, sit on the Claims Committee or utilize GPAA claims.
 - (B) Non-Chapter members are not eligible to utilize Chapter claims, except:
 - (i) accompanying guest(s);
 - (ii) authorized visitor(s) as determined by the Chapter Board of Directors.

- 5) All Chapters that are in the GPAA Chapter Program must be run by the Voting Category membership and elected Officers.
 - (A) GPAA Chapters are not to be run by any one individual or family.
 - (B) No one family may hold a controlling vote at any meeting.
 - (C) No Officer nor member may use the GPAA Chapter for the purpose of alluring personal profits.

- 6) 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.
 - (A) The term "for cause" shall include:
 - (i) a member's conviction for a felony,
 - (ii) acts of reckless endangerment,
 - (iii) failure to perform commitments made to the Chapter, to include:
 - (a) must attend at least three Monthly meetings per calendar year, and
 - (b) must attend and participate in at least one volunteer day per calendar year,
 - (iv) conduct on the part of the member that would render him/her ineligible for indemnification if required by the Board,
 - (v) member conduct which constitutes a conflict of interest with the Chapter.

- 7) 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,

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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) Transfer of Chapter Membership: Membership is not transferable or assignable.
- 11) Chapter Membership Guidelines: It is each Chapter member's responsibility to read, understand and abide by the Chapter's bylaws, rules and regulations as well as the GPAA Chapter Program Bylaws.
 - (A) 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 Chapter shall be:
 - (A) President (who shall be the "Chairperson" of the Board of Directors),
 - (B) Vice President (who shall be a Board member),
 - (C) Secretary (who shall be a Board member),
 - (D) Treasurer (who shall be a Board member),
 - (E) Claims Committee Chairman (who shall be a Board Member).
- 2) All Officers shall have the authority to perform the duties as shall be prescribed, from time to time, by the Chapter Board of Directors.
- 3) The same person may hold the offices of Secretary and Treasurer.
- 4) Appointed (non-elected) officers: Will be appointed by, and serve under, the direction of the Chapter President.
 - (A) Claim Inspector, Equipment Manager, Fund-raising Coordinator, Outings Coordinator, Wagon Master, etc. will all report directly to the Chapter President.
- 5) All Chapter Officers are volunteers and are expected to serve without remuneration.
 - (A) Unforeseen and reasonable out of pocket expenses (i.e.: telephone calls or other misc. expenses), may be reimbursed by the Chapter with proper receipts and approval.
 - (B) Travel and other special expenses relating to Chapter business, with prior approval of the Chapter Board and/or by an affirmative vote of the membership, shall be reimbursed with Chapter funds.
- 6) There will be NO paid Chapter Officers or Chapter employees.
- 7) Election and Term of Office: The Chapter Officers shall be elected at the December Monthly meeting.
 - (A) Chapter Officers shall serve a one-year term,
 - (i) commencing the 1st day of January, and ending 2400 hours, 31 December.
 - (B) There shall be no consecutive term limit.
 - (C) Each Officer must be re-elected each year in accordance with these bylaws.
 - (D) If the election of Officers is not held at such meeting, an election must be held as soon thereafter as is convenient.
 - (E) New Officers may be created and filled at any meeting of the Chapter Board of Directors.
 - (F) Selection of Officers and member(s) of the Chapter Board by the general membership shall be ratified by the Chapter Board without change.
- 8) Removal:
 - (A) 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 Chapter would be served thereby, but such removal shall be without prejudice to the contact rights, if any, of the Officer so removed.
- 9) Attendance at Chapter meetings:

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(A) Members of the Chapter Board of Directors who miss fifty percent (50%) of the regularly scheduled meetings in one calendar year may, by vote of the Chapter Board of Directors, be subject to removal from the Chapter Board.

10) Vacancies:

- (A) 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.
- (B) An Officer appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.
- (C) 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.

11) Officer Duties:

- (A) **PRESIDENT:** The President shall be the Chief Executive Officer (CEO) of the Chapter.
 - (i) Shall be primarily responsible for the operations of the Chapter.
 - (ii) He/she shall be responsible to set goals and direction and to implement programs to achieve them, as determined by the Chapter Board.
 - (iii) 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.
 - (iv) He/she will coordinate the activities of all other Officers.
 - (v) 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.
 - (vi) 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) 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.
 - (vii) The Chapter President will maintain liaison with the National GPAA Headquarters and the Chapter Department.
- (B) **VICE PRESIDENT:** The Vice President (VP) 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.
 - (i) Shall not have the right of succession to the Presidency if and when the President/Chairperson is permanently unable to perform his/her duties.
 - (ii) Shall serve on committees and perform various duties as assigned by the President/Chairperson or the Chapter Board of Directors.
 - (iii) Will maintain order at all meetings.
 - (iv) Shall oversee the fund-raising 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.
 - (i) He/she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him/her.
 - (ii) He/she shall have charge of all the books and records of the Chapter 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.
 - (iii) Additional duties include, but are not limited to:
 - (a) Maintain all Chapter records including:
 - (I) The membership roster;
 - (II) All required forms;
 - (III) Claims Committee forms;
 - (IV) The Chapter Calendar;

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- (V) Master copies of the chapter bylaws,
- (VI) Prepare, at the Presidents direction, all Chapter correspondence;
- (VII) Keep files of all outgoing and incoming correspondence;
- (VIII) Provide the Claims Committee Chairman current roster of Claims Committee individuals;
- (IX) Be the custodian for all Chapter office/mail supplies;
- (X) 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 except such as may be required by law to be deposited with any State Official.
- (i) He/she shall see to the deposits of the funds of the Chapter in such bank or banks as the Chapter Board of Directors may designate.
 - (ii) 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.
 - (iii) 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.
 - (iv) The Treasurer will be the custodian of the Chapter checking account/book,
 - (a) maintain open, accurate records of all financial transactions,
 - (b) prepare a monthly financial report for the membership,
 - (c) collect all monies,
 - (d) 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 COMMITTEE CHAIRMAN:**
- (i) Act as point of contact for all activities relating to claims in the local sector;
 - (ii) Coordinate with the GPAA State Claims Committee;
 - (iii) Maintain the Claims Committee Roster (provided by Secretary);
 - (iv) Coordinate the activities of the Claims Inspectors;
 - (v) Schedule and plan common digs with the Chapter President and Outings Coordinator;
 - (vi) Make a record for the Secretary and the GPAA of all cleanups and inspections on claims.
- (G) **CLAIMS INSPECTOR:**
- (i) Establish/maintain Chapter Claims Committee Teams;
 - (a) keep Chapter Secretary informed for roster purposes;
 - (ii) Schedule & coordinate Chapter Claims Committee activities in the inspection of proposed new claims;
 - (iii) Schedule & coordinate Chapter Claims Committee activities in the maintenance of existing claims;
 - (iv) Supervise meeting place clean-up by Chapter Claims Committee.
- (H) **EQUIPMENT MANAGER:**
- (i) Sign for, store and maintain all Chapter equipment;
 - (ii) Provide a system for Chapter members to check out equipment when not being used for Chapter activities, for personal use;
 - (iii) Coordinate with the Treasurer to acquire and restock the "For Sale" equipment;
 - (iv) May, if deemed necessary, appoint an assistant.
- (I) **FUNDRAISING COORDINATOR:**
- (i) Coordinate with Chapter Vice-President acquiring gold and merchandise for fund-raising at the meetings;
 - (ii) Maintain custody of the fund-raising equipment;
 - (iii) After fund-raisers, complete the accounting form and present it, along with all monies to the Chapter President/Treasurer for verification.

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(J) OUTINGS COORDINATOR:

- (i) Schedule and coordinate Chapter outings;
- (ii) Prepare, in coordination with the President a list of proposed outings for the upcoming year, to be presented to the membership for approval;
- (iii) 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 at the December Monthly meeting each year.
- 2) A plurality of members present at this meeting shall be required to elect each Officer.
- 3) All outgoing Chapter Officers will turn over any and all Chapter records, supplies and equipment to the incoming Officer within fifteen (15) days .
- 4) 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.
 - (A) That Officer holding both positions cannot carry a second vote.
- 5) If any elected office becomes vacant for any reason, a replacement will be nominated and elected at the next regularly scheduled meeting.
 - (A) An officer elected as a replacement will serve only the remaining term of his/her predecessor.
- 6) Any elected office may be considered vacant, at the discretion of the Board, if the individual filling that position has two consecutive unexcused absences or four non-consecutive unexcused absences during his or her term.
 - (A) Only the Chapter President or two other Officers may excuse Officers from attending the meetings.
 - (B) The Chapter President may be excused by a quorum of two other elected Officers.
 - (i) This must be done a minimum of 48 hours prior to the meeting,
 - (a) in an emergency, this may be done after the fact.
- 7) If only one individual is nominated for any Office, 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 MEMBERSHIP DUES CHARGED.
- 2) All Chapter activities will be financed by proceeds from the sales of equipment, fund-raisers and donations.
- 3) All elected Chapter Officers shall be signatories on a checking account opened in the Chapter's name.
 - (A) Two Officers signatures shall be required on all Chapter checking checks.
- 4) Any two elected Officers may authorize expenditures up to \$750.
 - (A) Any amount greater shall 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.
 - (A) 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.
 - (A) This audit will cover all funds collected and all expenses from all sources.

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(B) This audit shall include both the checking account and the petty cash fund.

(C) The resulting report shall be reviewed by the Chapter Board of Directors 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, 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 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 – MEETINGS & OUTINGS

- 1) Monthly meeting (general meeting, general membership meeting, regular meeting, regularly scheduled meeting) shall be scheduled:
(A) The second Wednesday of the month, year round,
(B) At 1900 hours (7 PM) MST,
(C) Located at 409 W Main, Belgrade, Montana 59714.
- 2) Board of Directors meeting shall be located at any settings deemed appropriate by the Chapter Board of Directors.
- 3) Special meeting shall be located at any settings deemed appropriate by the Chapter Board of Directors.
- 4) Outings shall be located at any settings deemed appropriate by the Chapter Board of Directors.

ARTICLE ELEVEN – DISOLUTION

- 1) Upon the dissolution of the organization:
(A) assets shall be distributed to Citizens for Balance Use, P.O. Box 606, Gallatin Gateway, MT 59730, a section 501 (c) (3) organization.
(B) assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code,
(C) or corresponding section of any future federal tax code,
(D) or shall be distributed to the federal government,
(E) or to a state or local government, for the public purpose.
(F) Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the

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principle office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.