

GPAA of Northern Nevada, Reno

BYLAWS

EFFECTIVE DATE: **October 24th 2011**
Revisions and Amendment: September 18th 2023
Revisions and Amendment: April 15th 2024

ARTICLE ONE - NAME

1. The name shall be **GPAA of Northern Nevada, Reno**,
sometimes referred to herein as **“Pyramid City Panners”**

ARTICLE TWO – OFFICE

1. The principle mailing address shall be:
GPAA of Northern Nevada, Reno
P.O. Box 3373
Sparks, Nv. 89432
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ARTICLE THREE - PURPOSE

1. Is to provide an environment for members and any other persons interested to interact and 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 Board of Directors and at no cost to the participants.

ARTICLE FOUR - MEMBERS

1. **Distribution:** A copy of these Bylaws, Rules and Regulations shall be given to all members.
2. **Members:** There will be two classes of members. They are:
 - a). **Voting Members:** Voting Members are those members who attend 4 meetings a year or a combination of meetings and working at events which total 4 and maintain that ration for the preceding 12 months. If a Voting Member fails to maintain requirements mentioned they will become a supporting member. Elected officers may be excused from this Article by the President, Vice-President or two board members.
 - b). **Supporting Members:** All others will be Supporting members.
3. **Voting Rights:** Each Voting Member shall be entitled to one vote on each matter submitted to a vote by the members. Proxy voting will not be allowed. Supporting Members do not have the right to hold office or to vote in the elections of officers or board members. All members may vote on actions and activities.

4. Expulsion: In the event of an “Expulsion” hearing the subject of the hearing must be notified of the hearing and of the accusation(s) at least twenty (20) days prior to the hearing by return receipt mail to last known address, (if no known address a notice on the Corporation website). He/She shall make himself/herself available to the Board for explanation of his/her actions alleged by the Board. In the event of non- attendance by the subject expulsion is automatic. A majority of the Board must vote to expel the subject. Upon a vote which is not a majority the matter is dropped. In the case of a majority vote a vote must be held by the membership present at the next meeting. A 2/3 vote is required to affirm the action. Once expelled, the ex-member shall not be eligible for future membership. Conduct that would require an expulsion hearing;

- (a) a member’s conviction for a felony, or theft.
- (b) acts of reckless endangerment,
- (c) failure to perform commitments made to the corporation,
- (d) conduct on the part of the member that would render him/her ineligible for indemnification if required by the board
- (e) member conduct which constitutes a conflict of interest with Corporation
- (f) violation of any rules and regulations set forth by the Board or the by-laws.
- (g) Violation of Article 4 #12 shall be an immediate expulsion.

5. Resignation: Any member/officer may resign by submitting a written resignation with the Secretary, but such resignation shall not relieve the member/officer so resigning of the obligation of promptly returning any and all equipment, documents belonging/related to the corporation and paying any assessments or other charges theretofore accrued and unpaid no later than 10 days after of such resignation. An officer who resigns his position may resign from both membership and officer or just officer position and not membership.

6. Reinstatement: On written request by a former member submitted to the secretary, the board, by affirmative vote of the majority of its members, may reinstate such former member to membership on such terms as the board may deem appropriate.

7. All voting and supporting members shall fill out an application for membership each year due Feb 1st to update information (i.e. addresses, phone numbers, etc.)

8. There will be no restrictions for membership except age; anyone may join regardless of race, color, religion, sex, or handicap. With regards to age, a Member must be at least 18-years-old.

9. It is each member’s responsibility to read, understand and abide by the Bylaws, as well as the Rules and Regulations.

10. **Guest:** Voting Members are permitted to bring a one guest to a Corporation claim (owned or adopted) for a maximum of 2 days per calendar year or one visit per year totaling 2 days. Guests are limited to panning, sluicing, metal detecting, dry washing and crevicing. Voting Members and Supporting Members may bring guest to all Corporation outings. The member who brings a guest is responsible for their guest at all times and must obtain a signed Waiver form from the guest before access and turn that waiver into the Secretary. Violation will subject the members to an expulsion hearing.

11. Individual Voting/Supporting members are liable for all required permits on Corporation, (owned or adopted) claims, i.e. dredging, campfires and camping fees, etc., if applicable.

12. No member shall be allowed to file a lode or placer claim over any of the Corporation claims, (adopted or owned). No member shall file a Notice of Intent or Plan of Operation on a Corporation claim (owned or adopted) without first obtaining written approval from the board. A member, who isn't the claim licensee, filing without Corporation approval will be expelled from the corporation.

13. Members suspected of littering and/or misconduct on a Corporation claim (owned or adopted) or site of a Corporation function will be subjected to an expulsion hearing.

a) Misconduct is described as but not limited to intoxication, carrying a firearm/weapon while intoxicated, fighting, discharging a firearm, (State and Federal Law will dictate the use and carrying of firearms), inciting a fray, use or possession of an illegal substance.

14. All owned animals present at Corporation functions will be under the owner's control at all times. Owner is liable for all of the animal's actions. Violation will subject the members to a expulsion hearing.

15. All Corporation claims (owned or adopted) will have the following restrictions unless the Corporation votes by two-thirds (2/3) majority vote by voting members at any regular meeting to lift specific restriction on a limited basis

a) No motorized earth-moving equipment of any kind. Earth moving equipment is defined as loaders, bulldozers, etc.

b) Concentrating equipment is not to exceed a two (2), yards per hour capacity.

c) No more than five (5), five-gallon buckets of material are to be removed from the claim per day per adult member.

d) Augers are not to exceed four (4) inches in diameter.

e) Violations of any restrictions will subject the members to an expulsion hearing

16. **Claim Access.** Only Voting Members may obtain a claims card to have access to Corporation Claims (owned or adopted). Claim access will require a claims card obtained through the Secretary for a fee. Voting members with a family may obtain one claims card for the family, family described in # 17 below. Supporting members may access Corporation claims (owned or adopted) during outings or as a guest of a voting member following Article 4 # 10. Violation will subject the members to a expulsion hearing

17. **Family Members described:** Includes 2 adults and their children or grandchildren under the age of 18 or 1 adult and their children or grandchildren under the age of 18 years. The Corporation is not responsible in any way for member's children.

18. **Meetings:** Regular meetings shall be held monthly on the third Monday of the month at 6 P.M. or as announced by the President.

19. The Corporation is not responsible in any way for member's negligence and/or misconduct.

20. Voting Members are allowed a maximum camping stay of 14 days total on any owned or adopted Corporation claim per calendar year, no more than 7 consecutive days at a time. Violation will subject the member to an expulsion hearing.

ARTICLE FIVE - OFFICERS

1. Elected Officers: The officers shall be a President (who shall be the “Chairperson” of the board), a Vice President, a Secretary, an Assistant Secretary, a Treasurer and three Elected Board Members (Elected Officers and Elected Board Members shall constitute the “Board”). All officers shall have the authority to perform the duties as shall be prescribed, from time to time, by the board. 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 and at the discretion of the President. They are but not limited to; Equipment Manager, Trips Coordinator, Wagon Master, Claims Officer Nevada, Claims Officer California, Fundraising Coordinator, IT Manager, and Membership Chairperson, etc. Appointed officers report directly to the President unless directed otherwise. The Fundraising Coordinator will be appointed in consultation with the Vice President and report to the Vice President.

3. All 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 with proper receipts and approval of the President and the Board. Travel and other special expenses relating to business, with prior approval of the board and/or membership, shall be reimbursed.

4. There will be NO paid officers or employees.

5. Election and Term of Office: Election of officers and board members shall be at the meeting following the annual meeting of the members. The President, Vice President, and Treasurer shall hold office for one year. The Secretary and Assistant Secretary shall hold office for two years, their terms being staggered. There shall be no consecutive term limit. However, each officer must be re-elected 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. The selection of officers and member(s) of the board by the general membership shall be ratified by the board without change. Newly elected officers or Board member will take office one month after the annual election. Current officers not re-elected will hold their office for one month after the annual election to facilitate the transfer equipment, documents etc. to the new elected officer.

6. The three Elected Board members shall serve a 3-year term. One elected Board member will be elected each year on a rotating basis. No elected Board member will serve more than 3-years without being re-elected. There shall be no consecutive term limit. The selection of member(s) of the board by the voting membership shall be ratified by the board without change. After ratification of these amendments, at the next election, one Board member shall be elected to serve a 1-year term, another a 2-year term, and a third a 3-year term. At following elections one Board member per year shall be elected to a three-year term.

7. Vacancies occurring prior to the annual election shall be filled by election at the next regular meeting following the vacancy if less than half a term has been completed, otherwise the President will fill the vacated position by appointment.

8. To be eligible and stay eligible for office, a member must be a voting member as described in Article 4 # 2 (a) of these Bylaws and not own any mining claims which would jeopardize the Corporations Small Miner Waiver Status.

9. Removal: Any elected Officer or Board member may be removed from his or hers position with a 2/3rds vote of the full Board and a confirming 2/3rds majority vote of the voting membership, at a regularly scheduled meeting or meeting called for such action by the Board, the subjected removed board member, elected officer will not vote on his /her removal and will not be counted for the 2/3rds majority required, whenever in the majority of the Boards judgment, the best interests would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or Board member so removed.

10. Attendance at board meetings: Members of the Board who miss seventy five percent (75%) of the regularly scheduled meetings or Board meetings in one election year may, by manner described in Article Four #4, be subject to removal. Only the President, Vice President or 2 Board members may excuse a Board member from attending the Board meetings. This may be done before or after the fact.

ARTICLE SIX: Officers Duties:

- A. **PRESIDENT:** The President shall be the chief executive officer of the Corporation, Chairmen of the Board and shall be primarily responsible for the day to day operations of the organization. He/she shall be responsible to set goals and direction and to implement programs to achieve them, with the help of the Board. The President shall schedule, plan and officiate at all meetings. He/she will coordinate the activities of all other officers. When necessary, the President shall act as spokesman for the Corporation. He/she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the organization, and shall act as operating and directing head, subject to policies and limitations established by the Board.
- 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 also serve on committees and perform various duties as assigned by the President or the Board. Additionally, the Vice President will maintain order at all meetings and oversee the fundraising activities during the meeting. The Vice President shall oversee the functions of the Fundraising Coordinator. The Vice-President shall be the deciding vote in all matters brought to the Board that result in a tie. The Vice President shall chair any committees established by the Board. In the event of a permanent vacancy in the office of the President the Vice President shall assume the office and duties of the President for the remainder of the Presidents term.
- C. **SECRETARY:** The Secretary shall see that the minutes of all regular meetings are taken and kept. He/she shall have charge of all the books and records except the books of account. Additional duties include, but are not limited to:
 - Maintain Membership roster;
 - Monthly Meeting minutes;
 - Meeting Calendar;

Master Copy of the Bylaws;

D. ASSISTANT SECRETARY:

The Assistant Secretary shall see that the minutes of all Board Meetings are taken and Kept. The Assistant Secretary shall preform all Duties of the Secretary if the Secretary is absent

E. TREASURER:

The Treasurer shall be custodian of the Corp. funds and other valuable assets. The duties shall include maintaining the bank account, keeping inventory records, reporting the financial status to the membership, and disbursing funds. All checks must be signed by two of the following officers: President, Vice-President, Treasurer.

- F. SECRETARY-TREASURER: The officers of Secretary and Treasurer may be filled by a single person. With the understanding that that person will only carry one vote in all matters.

Appointed Positions by the President (non-elected) officers

1. EQUIPMENT MANAGER:

Sign for, store and maintain all equipment;
Coordinate with the President to acquire equipment and restock.
Coordinate and facilitate loan out of equipment to members.
May appoint an assistant with the approval of the President.

2. FUNDRAISING COORDINATOR:

Coordinate with Vice-President in acquiring merchandise for fundraising.
Maintain custody of the fundraising equipment;
After fundraisers, present all monies to the Treasurer for verification.
May appoint an assistant with the approval of the Vice President

3. OUTINGS COORDINATOR:

Prepare and coordinate with the Vice President a list of proposed trips for approval by the President.
Advise the Wagon Master of the Proposed/Approved trips.
May appoint an assistant with the approval of the President

4. CLAIMS OFFICER NEVADA

Act as point of contact for all activities relating to claims in the local sector;
Coordinate the activities of the Claims cleanup, access clearing etc.
Schedule and plan common digs and events.
Advise the Wagon Master of the common digs and events.
May appoint an assistant with the approval of the President

5. CLAIMS OFFICER CALIFORNIA

Act as point of contact for all activities relating to claims in the local sector;
Coordinate the activities of the Claims cleanup, access clearing etc.
Schedule and plan common digs and events.

Advise the Wagon Master of the common digs and events.
May appoint an assistant with the approval of the President

6. Wagon Master
Officiate at all trips and functions.
May appoint an assistant with the approval of the President

7. Membership Chairperson:
Must be a voting member of the GPAA of Northern Nevada.
Will collaborate with Gold Prospectors Association of America.
Duties to be defined by the President.

ARTICLE SEVEN: Board Members and Officers:

1. Directors and officers shall exercise their powers in good faith and with a view to the interests of the corporation.

2. In performing their respective duties, directors and officers are entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data, that are prepared or presented by:

(a) One or more directors, officers of the corporation reasonably believed to be reliable and competent in the matters prepared or presented;

(b) Counsel, public accountants or other persons as to matters reasonably believed to be within the preparer or presenter’s professional or expert competence; or

(c) A committee upon which the person relying thereon does not serve, established in accordance with [NRS 82.206](#) as to matters within the committee’s designated authority and matters on which the committee is reasonably believed to merit confidence, but a director or officer is not entitled to rely on such information, opinions, reports, books of account or statements if the director or officer has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

3. A director or officer must not be found to have failed to exercise his or her powers in good faith and with a view to the interests of the corporation unless it is proved by clear and convincing evidence that the director or officer has not acted in good faith and in a manner reasonably believed by him or her to be with a view to the interests of the corporation.

4. Except as otherwise provided in the articles of incorporation or [NRS 82.136](#) and [82.536](#) and [chapter 35](#) of NRS, no action may be brought against an officer or director of a corporation based on any act or omission arising from failure in his or her official capacity to exercise due care regarding the management or operation of the corporation unless the act or omission involves intentional misconduct, fraud or knowing violation of the law.

5. Any Board meeting may be deemed a closed-door meeting, if the Board decides that such a meeting is warranted due to the subject material being discussed and/or decided.

6. Board members may participate in a meeting through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially. Such participation constitutes presence in person.

ARTICLE EIGHT - ELECTIONS

1) Election of Officers and Board members shall occur on the Third Monday in Oct each year. A plurality of members present at this meeting shall be required to elect.

2) Voting members that seek nomination for election in an Officer position or Board position in the Corporation must so state no later than 30-days before the election in October takes place.

- 3). All outgoing Officers, Board member will turn over any/all records, supplies and equipment to the incoming Officer or the Corporation President within ten (10) days of leaving office.
- 4) An individual or elected officer, Board member may be allowed to hold more than one appointed position if no others request said position.
- 5) The elected offices of Secretary and Treasurer may be held by one person. Under the condition that the officer holding more than one position cannot carry more than one vote in all matters.
- 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.
- 7) All officer and board members will maintain their position for one month after the annual election. All newly elected officers and board members will take office one month after the annual election.
- 8) All officers, board members and those seeking election must be voting members of the corporation as described in Article Four section 2 - a.
- 9) All officers and board members shall not own mining claims that jeopardies the Corporation small miners waver.
- 10) If the October annual election is delayed for any reason the election will be held as soon as possible. In the event of a delayed election, existing officers and board members will remain in their position until the delayed elections take place. Existing officers and board members will maintain their position for one month after the delayed election has taken place. Newly elected officers and board members will take office one month after the delayed election has taken place.
- 11) A failure to elect officers does not require the corporation to be dissolved. If the election is delayed an election must be held as soon as possible.
- 12) Only voting members of the corporation as described in Article Four section 2 - a. may vote for Officers and Board Members.

ARTICLE NINE - FINANCES

1. **There will be NO MEMBERSHIP DUES CHARGED.**
2. All activities will be financed by proceeds from merchandise sales, raffles, donations, advertisement sales, shows, and educational fundraising activities.
3. The President, Vice-President and Treasurer shall be signatories on a checking account opened.
4. Two of the three so authorized officers' signatures required on all main account checks.
5. The Treasurer shall maintain a Petty Cash Fund in the amount of \$100.00. These funds will be used only with the approval of the President or in his absence the Vice-President.
6. A quarterly audit will be conducted by the 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 Board and when accepted by vote, made available to the general membership.
7. The President may spend up to \$500.00 dollars on Corporation matters with the Treasurers notice that such funds exist after financial obligations considered. Receipts must be obtained on all expenditures and given to the Treasurer for recording. Any amount above that will require a majority approval from the Board.

ARTICLE TEN - OPERATING FUNDS

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

ARTICLE ELEVEN: ROBERTS RULE OF ORDER.

In any question of procedure, "Roberts rules of Order" shall dictate the proper procedure.

ARTICLE TWELVE- ADOPTION & AMENDING

1. These Bylaws shall become effective when adopted or amended by a majority vote of members present at a regularly scheduled meeting.
2. Amendments to the By-Laws will be presented to the Board of Directors and must be voted upon by the general membership with a 2/3 affirmative vote required for adoption.
3. The Bylaws must be readily available to the general membership at every meeting along with a copy of the most current minutes. A copy of the most recent approved Bylaws will be maintained on a public web site and a copy charge may be levied for replacement paper copies for existing members.
4. All request or challenges to these Bylaw's must be presented in writing to the Secretary of the Board of Directors, who will advise the Board Chairman. The full Board by a majority vote will decide if the request or challenge has merit at a regularly scheduled Board meeting and what action if any needs to be taken. A majority vote of the Board required to address such a request or challenge, if the Board fails to reach a majority vote the matter is dropped without further discussion.

5. SEVERABILITY: In the event that any Article, Section, or Resolution of these Bylaw's in whole or in part, is found by a court of competent jurisdiction to be invalid, all other Articles, Sections, or Resolutions shall be severable and shall continue in full force and effect.

GPAA of Northern Nevada Reno bylaws changes:

Amended on 08/18/2023 by approval of the board and 2/3rd vote of the membership.

- 1) Removed Claims Committee Chairmen position.
- 2) Added Assistant Secretary
- 3) Added that the Secretary and Assistant Secretary will serve a two-year term with 2023 being the 2nd year.

Revision and Amendments. Amended on April 15th 2024 by approval of the Board and 2/3rd majority vote of the membership.

- 1) Article 4 Members – Added #2 (a) and (b) subsections, Added # 10, # 11, # 12, # 13, # 14, # 15, # 16, # 17, # 19, # 20 and #21.
- 2) Removed general member from Article 4.
- 3) Article 4 #17 added "or grandchildren " twice.
- 4) Article 5 officers - Removed that the Secretary and Assistant Secretary will serve a two-year term with 2023 being the 2nd year.
- 5) Article 5, Officers - added:
5. Election and Term of Office: The officers and one Elected Board member shall be elected at the meeting following the annual meeting of the 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. The selection of officers and member(s) of the board by the general membership shall be ratified by the board without change. Newly elected officers or Board member will take office one month after the annual election. Current officers

not re-elected will hold their office for one month after the annual election to facilitate transfer of equipment, documents etc. to the new elected officer.

- 6) Article 5, 1 (Officers) Added Elected Board Member. Article 5 # 9 clarified Removal by adding Board Member.
- 7) Article 5 #5 added two-year staggered terms for Secretary and assistant Secretary.
- 8) Article 5 #6 Staggered Board members.
- 9) Article 5 #8 removed "the corporation" and changed to "these Bylaws"
- 10) Article 5 #10 Added . If at any time the Elected President is not able to perform his or her duties the Vice President will assume the position of President.
- 11) Article 6 #7 Added Membership Chairperson and the duties of.
- 12) Article 7 Board Members – Added Article 7
- 13) ARTICLE 8 – ELECTIONS Added - #2, # 5, # 7, #8, #9, #10, and #11.
- 14) Article 8 #10 replaced with: "10) If the October annual election is delayed for any reason the election will be held as soon as possible. In the event of a delayed election, existing officers and board members will remain in their position until the delayed elections take place. Existing officers and board members will maintain their position for one month after the delayed election has taken place. Newly elected officers and board members will take office one month after the delayed election has taken place.
- 15) Removed from Article 9 - Any two elected officers may authorize expenditures up to **\$200.00**. Any amount greater than what would require a vote of the members at a regularly scheduled meeting.
- 16) Added to Article 9 - The Treasurer shall maintain a Petty Cash Fund in the amount of **\$100.00**. These funds will be used only with the approval of the President or in his absence the Vice-President.
- 17) Article 9 #3 add Secretary to list of signatories as per article 6 section E
- 18) Article 9 #4 change "three" to "four" so authorized officers
- 19) Added Article 11 -Added: **ROBERTS RULE OF ORDER.**
- 20) Article 12 **ADOPTION & AMENDING** added #4 and #5
- 21) Article 12 # 2. Amendments to the By-Laws will be presented to the Board of Directors and must be voted upon by the general membership with a 2/3 affirmative vote required for adoption. (added "with a 2/3 affirmative vote required for adoption." at end of sentence)
- 22) Article 12 # 3. Bylaws and the rules and regulations must be readily available to the general membership at every meeting along with a copy of the most current minutes. A copy of the most recent approved Bylaws will be maintained on a public web site and a copy charge may be levied for replacement paper copies for existing members.
- 23) (Second sentence of Article 12 #3 changed to read as above.)