



Central Virginia Gold Prospectors

2015 BY-LAWS

CENTRAL VIRGINIA GOLD PROSPECTORS

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Article 1 Name and Purpose

Section 1.01 Name:

The name of the organization shall be “Central Virginia Gold Prospectors as known as “CVGP”. The organization is organized in accordance with Commonwealth of Virginia No-Stock Corporation Act, as amended. The organization has not been formed for the making of profit of *any* kind; nor for personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote the corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to an independent contractor for services provided for the benefit of the organization. The organization shall not endorse, contribute to, work for, or otherwise endorse (or oppose) a candidate for public office. The organization is organized exclusively for the purposes subsequent to section 501(c) (3) of the Internal Revenue Code.

Section 1.02 Purpose:

The Central Virginia Gold Prospectors organization is formed for teaching and sharing the knowledge of recreational gold prospecting, history, methods and opportunities throughout the Commonwealth of Virginia.

Article 2 Club Members

Section 2.01 Classifications of Membership:

There shall be three types of memberships: General Membership, Land Use Membership, and Life Membership.

Section 2.02 Qualifications

Section 2.02.1 General Membership

General Membership may be granted to an individual, family, or corporation that supports the mission and purposes of the organization, and will complete a Membership Application. This type of membership is open to all persons without charge of any dues or fees. If the General Member wishes to receive a Club identification card, Club Newsletter and other materials associated with the Club, a \$15.00 fee will be required in order to cover the cost of materials and mailing. General membership may vote on all issues except land lease issues.

Section 2.02.2 Land Use Membership

Land Use Membership may be granted to an individual or family unit that supports the mission and purposes of the organization, and completes a Membership Application. Each Land Use Member over the age of 18 years as set forth above shall have the right to vote on all issues that are brought before the membership and to use any of the leased properties for prospecting. Each Land Use Member shall have a maximum of two votes per family household.

All Land Use Members will be asked to attend at least two (2) monthly meetings and one (1) "Work Day" within each calendar year.

Section 2.02.3 Life Membership

This policy sets out the minimum criteria to be eligible for nomination for an award of Life Membership of the CVGP. This award exists to recognize the valuable contribution of individuals to the current and future existence of the Club. It is therefore only to be awarded in exceptional circumstances. In considering the award of Life Membership, an individual should have demonstrated significant, sustained, and high quality service enhancing the reputation and future of the overall Club.

A Life Membership may be awarded to any individual that has served in the CVGP for 10 or more years or has demonstrated a dedication of support to the Club.

Benefits of Life Membership

- Award of the Life Membership shall be at a CVGP general meeting.
- Exemption from all fees or dues associated with the registration costs.
- Exemption from all costs associated with social functions organized by the Club.
- Personal invitation to all events sponsored by the CVGP Club.
- May vote on all issues concerning CVGP.

A letter for nomination for this individual shall be brought before the Board of Directors no later than the last meeting of the year (November meeting) for consideration and award on the first meeting of the new year (March meeting).

Section 2.03 Duties of a Member:

Each member shall be asked to take part in activities sponsored by CVGP and to promote CVGP at every opportunity, whenever possible.

Section 2.04 By-Laws, Rules, and Regulations

All members will be given a packet of information that shall contain (among other items) a set of the By-Laws and all Rules and Regulations of CVGP. Additional copies may be purchased for a fee of \$5.00.

Section 2.05 Termination of Membership

Any Member, Board of Director Member, or Club Officer may be suspended or terminated if deemed appropriate by a majority of the membership by an affirmative vote of a quorum (two-thirds) of the members present at a meeting. The membership may suspend or expel any person of the Club who shall be in default of any rule or regulation that is established within these By-Laws and the CVGP Rules and Regulations. In addition, anyone can be removed for conduct unbecoming of a member, or prejudicial to the aims of CVGP. These rules and regulations shall also include all rules and requirements set forth by any of the property Owners and Land Managers.

Section 2.06 Resignation of Club Members

Any member of the Club may resign by providing a letter of resignation to the Secretary of CVGP.

Section 2.07 Land Fees

The Officers and Board of Directors shall establish the Land Use Fees on a yearly basis. The nominal land use fee shall be \$100.00 per year unless changed by the Officers and the Board of Directors. The land use fees shall be due at the first meeting of the year (weather permitting). Members who join between October 1st and February 1st of the following year shall pay half of the yearly fee.

Section 2.08 Meetings

All meetings shall be held on the 3rd Saturday of each month; unless otherwise announced. A minimum of 20 voting members shall constitute a quorum for transaction of business at a membership meeting.

The President will conduct meetings. In his /her absence, the Vice President will conduct the meeting. If both the President and the Vice President are absent, the meeting will be conducted by one of the following Officers: Secretary, Treasurer, and lastly, the Chairman of the Board of Directors. If however, none of the officers as listed above is available, said meeting shall be canceled.

Section 2.08.1 Annual Meeting

An annual meeting shall be held once a year for electing Officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2.09 Voting

Any motion brought up to the membership at a meeting must pass with a majority vote of 51% by the members present at that meeting. ~~to pass.~~ A quorum shall be no less than 20 members.

All issues brought before the membership may be voted on at that meeting, or tabled to the next regularly scheduled meeting.

Article 3 Authority of the Board of Directors

Section 3.01 Authority

The Board of Directors shall represent the wishes of the membership at all times in the decision-making process. All members of the Club are encouraged to seek out the Board of Directors to make their wishes, desires and concerns known at all times.

The Board of Directors is an advisory body and may exercise all the powers and authority granted by the Central Virginia Gold Prospectors and their By-Laws; and the requirements set forth by the Commonwealth of Virginia and the IRS 501(c) (3) requirements of a Not-for-Profit Corporation.

Section 3.02 Nominations, Election, and Tenure

The Board shall consist of a Chairman and not less than four (4) directors. Each director shall hold office for a term of 3 years. In the event of a tie vote, the Chairman will be the only person to break the tie vote.

Any vacancies existing because of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the membership. In the event of a tie vote, the President shall choose the succeeding director. The membership shall elect each of the directors.

The Board will be nominated in March and be elected in April, and take their position immediately.

Section 3.03 Resignation

Resignations are effective upon receipt of a written letter of resignation by the Secretary of the CVGP.

Section 3.04 Board of Directors Meetings.

The Board of Directors shall hold meetings to discuss any old business or new business; and to prepare for a regularly scheduled meeting. Meetings shall be at such times and places as the Board shall determine; but shall hold at least three regular meetings per calendar year (more often as may be required). All of the members are encouraged to attend these regularly scheduled meetings; and may be heard by the Board. It is also encouraged that an officer be in attendance at the meeting.

Section 3.05 Board of Directors Executive Meetings

The Board may hold Executive meetings at any time or place, as they may deem necessary. At these Executive Board meetings no other member of the Club shall be allowed; except that the Board may invite certain people that they may believe able to provide any additional information necessary to assist in their decision-making process. At the conclusion of the Executive Board meeting, a full report will be issued as to the reason of the meeting and its conclusion. The secretary shall be present to record all minutes of the meetings. All minutes need to be sent out in a timely manner.

Section 3.06 Quorum

A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by a majority vote of those present at a meeting at which a quorum is present. If less than a majority 3 out of 5 of the directors are not present at said meeting, the Board may adjourn the meeting on that occasion without further decisions.

Section 3.07 Participation in meeting by Telephone Conference Call

Members of the Board may participate in a meeting through the use of telephone conference call or similar communication equipment, so long as all members participating in such meetings can hear one another.

Article 4 Authority and duties of the Club Officers

Section 4.01 Officers

The Club Officers of the CVGP shall be:

President.

The President of the Club shall preside at the membership meetings of the organization.

Vice-President

The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the fulfillment of its leadership responsibilities.

Secretary

The Secretary shall give notice of all meetings of the Club, and have the authority to certify records, and copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board and business meetings.

Treasurer

The Treasurer shall be responsible for conducting the financial affairs of the Club as directed and authorized by the membership, and shall make reports of corporate finances as required, but no less often than at each business meeting and Board of Directors meeting.

Events Coordinator

The Events Coordinator is responsible for the conception, scheduling and execution of club events. The Events Coordinator may establish a team or group of members, as needed, to fulfill the duties and responsibilities of this office. When new opportunities to participate in local community events are identified; the Events Coordinator will gather all necessary information to report to the officers and board to decide if funds are available, and it will fit our schedule. Then it will be brought to the membership for final vote. The CVGP Board and Officers shall establish a base operation budget to support the funding of each event. This budget shall be based on the average cost of such past events.

Claims Director Coordinator

The Claims Director may appoint volunteers of one or more members to assist in needed surveillance of the claims for any evidence of damage (whether a result of bad weather or man-made by negligence or deliberate mischief, whenever damage is discovered. The Claims Director is responsible to notify the CVGP membership of any work that is necessary; and to recruit and schedule member volunteers to take whatever actions are appropriate to provide proper stewardship and preservation of these properties.

Section 4.02 Nominations and Elections of Club Officers

The Officers are nominated in September and elected in October. The officers will take their new positions over in March of the following year.

Section 4.03 Club President

The President shall preside over all Club meetings, and to provide general supervision of all work carried out by CVGP. The President shall also conform to all pertinent provisions set forth in the latest edition of Robert Rules of Order.

Other duties shall be (but not limited to) the following:

1. Schedule, plan, and officiate at all meetings
2. Coordinate activities of all Officers
3. May establish a committee or committees to take care of a specific project.

Section 4.04 Vice-President

The Vice-President shall preside over regularly scheduled meetings in the absence of or at the request of the President.

Other duties shall be but not limited to:

1. Maintain order at all meetings
2. Oversee the raffle and equipment sales activities, during the meeting and/or other outings of the Club.
3. The Vice-President shall be also conform to all provisions as set forth in the latest edition of Robert's Rules of Order.
4. May establish a committee or committees to take care of a specific project.

Section 4.05 Club Secretary

The Secretary shall be responsible for ensuring that accurate and sufficient documentation exists to meet the legal requirements of the Federal and State agencies.

In order to fulfill these responsibilities, and subject to the organization's By-Laws; the Secretary shall also prepare, at the President's direction, all Club correspondence; keep and maintain all of the Club's outgoing and incoming correspondence. The secretary will provide the Claims Director a current roster of all Land Fee members. The Secretary shall also conform to all provisions as set forth in the latest edition of Robert's Rules of Order.

Section 4.06 Specific Duties of the Secretary

Section 4.06.1 Minutes of all Meetings

The Secretary is responsible for ensuring that accurate minutes of club and board meetings are taken and approved by the President. Requirements of minutes may vary but should include at a minimum:

- Date, Time, location of meetings
- List of officers, Board members and any special guest present
- List of items discussed
- List of reports presented
- A written record of all motions presented and an accurate description of their disposition.

The Secretary shall sign a copy of the final, approved minutes and ensure that these copies are maintained in the Club's records. Minutes should be sent out in a timely manner.

Section 4.06.2 Membership records

The Secretary, along with the Treasurer; shall ensure that all official records are maintained. She/he shall ensure that these records are available when requested for reports, elections, other votes, etc.

Section 4.06.3 Up-To-Date set of By-Laws

The Secretary shall ensure that an up-to-date, signed copy of the current By-Laws is available at all meetings.

Section 4.06.4 Communication

The Secretary shall ensure that proper notification is given to all Members, Officers, and the Board of Directors of meetings.

Section 4.07 Club Treasurer

The Treasurer shall be responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements of the Federal and State agencies and filing of any Federal or State Tax Code requirements or forms.

In order to fulfill these responsibilities, and subject to the clubs By-Laws; the Treasurer shall also prepare, at the President's direction, all Club accounting records and keep and maintain all of the Club's outgoing and incoming financial reports.

The Treasurer, President and Chairman of the Board are authorized to sign or counter sign checks, applications, contracts or other documents on behalf of CVGP, as directed by the membership.

Section 4.07.1 Filing of Documents

The Treasurer may be the registered agent with respect to the laws of the jurisdiction of the Commonwealth of Virginia; as the person upon whom legal notice to the IRS, 501(c) (3). Not-for-Profit Corporation is served, and responsible for ensuring that documents necessary to maintain the IRS, 501(c) (3), Not-for-Profit Corporation are filed.

Section 4.07.2 Responsibilities of the Treasurer

1. The Treasurer shall be bonded.
2. Carries out the responsibilities as directed by the President.
3. Assists in the preparation of the budget.
4. Monitors the budget and may utilize the financial computer programs that the Club will/may provide for maintaining all financial records.
5. Ensures the Board's financial policies are being followed.
6. All purchase orders between \$500.00 and \$1,000.00 will be approved by the President and/or the Chairman. All purchase orders over \$1,000.00 will be brought before the membership for approval.
7. Reports to the President of the Club, the Board of Directors and the general membership on financial matters.
8. Prepares any required financial reporting forms as required documentation for an IRS, 501(c) (3) Not-for-Profit Corporation.
9. Maintains all bank accounts
All checks that are issued to one of the CVGP Bank Account Co-Signers for reimbursement of expenses, shall be signed by a different issue of the check.
10. Oversees all financial transactions.

Article 5 Financial Administration

Section 5.01 Financial Year

The fiscal year of the Club shall be January 1st – December 31st and may be changed by resolution of the Board of Directors and by approval by the membership.

Section 5.02 Checks, Drafts, etc.

All checks, purchase orders for the payment of monies, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers of the CVGP.

Section 5.03 Deposits and Accounts

All funds of CVGP, not otherwise employed, shall be deposited in the general or special accounts in such banks, trust companies, or depositories as the membership may now or hereafter designate. All monies (income) derived from any of the CVGP activities shall be turned over to the Treasurer within 10 days of the conclusion of the activity or next scheduled meeting; and be deposited and a report be made at the next scheduled CVGP meeting.

Section 5.04 Investments

Certain designated funds of CVGP may be retained in whole or in part to be invested and reinvested on occasion in such property, real, personal, in stock, bonds, or other securities as the Board of Directors, Officers and Membership deems appropriate and/or may deem desirable, but not without due regard to the limitations, if any, now imposed or which laws regarding such investments, may hereafter impose, and which are permitted to an organization exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5.05 Books and Records

Correct books of accounts of the activities and transactions of the Central Virginia Gold Prospector shall be kept at the Treasurer's Office of the CVGP. These shall include a copy of the Certificate of Incorporation from the Commonwealth of Virginia Corporation Commission, dated June 30, 2005, a copy of the signed set of the By-Laws on record, and a signed copy of the latest Rules and Regulations.

Section 5.06 Custodian of Records

The Treasurer shall ensure that the records of the organization are maintained as required by the law and make available when requested by an authorized person. These records may include founding documents, articles of incorporation, a list of the Board of Directors, financial reports, and other official records.

Article 6 Parliamentarian

The President with the approval of membership may appoint a person to serve as a Parliamentarian. He/she shall see that all meetings follow the latest edition of Robert's Rules of Order. The duty of the Parliamentarian is to provide advice to the President and or the Chairman of the Board of Directors based on his/her unbiased interpretation of Robert's Rules of Order. The President and/or Chairman of the Board of Directors may request advice from the Parliamentarian at any time on any issue that may arise during a meeting. The Parliamentarian may also call to the attention of the President or the Chairman of the Board of Directors any error in the proceeding that may affect substantive rights of any member or may otherwise do harm. All other duties of the Parliamentarian shall be prescribed by reference in the latest edition of Robert's Rules of Order. The Parliamentarian shall not vote on any matter of the CVGP unless so allowed by the majority of members present at any regularly scheduled meeting.

Article 7 Adoptions and Amendments of the By-Laws

1. These By-Laws shall become effective when adopted by a majority of the membership that is present at a regularly scheduled meeting

2. To modify, or amend the By-Laws shall require a majority of the members present at a regularly scheduled meeting. Any member that wishes to amend the By-Laws by modification or amendment shall submit (in writing) the reasons why the section requires an amendment and the appropriate wording that he/she thinks is needed to be considered as a replacement, to the President of the Club. Once the suggestion/recommendation has been considered; it will be brought in front of the membership for consideration. Once approved by the membership; the current edition of the By-Laws will be amended and the By-Laws will be printed and distributed to the membership.

Article 8 Certification of the By-Laws

The President of the Central Virginia Gold Prospectors and the Chairman of the Board of Directors of the Central Virginia Gold Prospectors shall certify that the forgoing is a true and correct copy of the By-Laws of the above organization, duly adopted by the Board of Directors, and sealed by the Secretary of the organization. A certified copy shall be kept on file at the organization's office of record.

I certify that the following is a true and correct copy of the By-Laws of the above named organization, duly adopted by the President and the Chairman of the Board of Directors.

Secretary: *Carolyn Williams*

Date:

April 18, 2015

These By-Laws are hereby approved and adopted on this date: April 18, 2015

Signed by:

CVGP President: *John Schlabach*

Date: April 18,

2015

CVGP Chairman: *Robert Williams*

Date:

April 18,2015

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