

Roadrunner Prospectors' Club, Inc.

BY-LAWS

PURPOSE:

To foster the science and art of prospecting and placer mining, in service to and for the RRPC general membership. To acquire and manage claims for the exclusive use of the general membership.

DEFINITIONS:

"RRPC" hereinafter refers to Roadrunner Prospectors Club, Inc.

"Directors" hereinafter refers to The Board of Directors of Roadrunner Prospectors Club, Inc.

"Officers" hereinafter refers to the President, Vice President, Secretary, and Treasurer of Roadrunner Prospectors Club, Inc. collectively.

"The Board" hereinafter refers to The Board of Directors and Officers of Roadrunner Prospectors Club, Inc. collectively.

"Membership" hereinafter refers to the Directors, Officers and Members of Roadrunner Prospectors Club, Inc. collectively.

"Commercial Activity" hereinafter used, the term includes: any type of business or activity, which is carried on for a profit.

"Expedient" hereinafter used, is defined as: whatever is suitable and appropriate in reason for the accomplishment of a specified object.

"Quorum" hereinafter used, is defined as: the number of members who must be present in a deliberative body before business can be transacted.

"Member in good standing" hereinafter used as it relates to membership dues and fees: a member who is not in arrears regarding membership dues and fees and is current in payment of dues and fees.

"Member in good standing" hereinafter used as it relates to individual conduct: any member who adheres to the Roadrunner Prospectors' Club, Inc. By-laws, Rules and Regulations, or State and Federal Regulations of governmental bodies under whose jurisdiction RRPC operates.

"Dues" hereafter used, relates to: The initial cost (dues) charged to join, Roadrunner Prospectors' Club, Inc., plus annual dues paid, until Life Member status is obtained.

"Fees" hereinafter used, relates to: The initiation fee (cost of processing application, to include Map Pack), the Annual Claim Maintenance Fee and Transfer fee (cost to transfer a Life Membership that has been sold/purchased).

ARTICLE I- MEMBERSHIP AND DUES

SECTION 1. Prospective members will be granted membership, upon return of the signed Application form; assenting thereto, to include that they read the By-laws, Rules and Regulations, and upon payment of dues and fees. Within the first year of membership, the new member is encouraged to attend a New Member Orientation meeting. A membership is assigned to an individual, but membership privileges, (with the exception of voting), are extended to the member's immediate family. The member's voting right may be exercised by the member's spouse, (or representative holding proxy in writing) at their request; but only one voting right per membership is allowed.

SECTION 2. The spouse or minor child of any member shall be entitled to RRPC privileges except that any minor child will not be admitted to any building or buildings where spirituous liquors are dispensed.

SECTION 3. Each member is entitled to all rights and privileges of RRPC, providing all membership dues and/or fees are current according to their contract, subject to Section 5, regarding expulsion or suspension. .

SECTION 4.

A. Members are allowed to bring guest(s) to any club function or to the RRPC's claims so long as the member assumes total responsibility for any applicable fees, and the actions of their guest(s).

B. No member shall be allowed to use RRPC claims or property, in the pursuit of any commercial activity, which is detrimental to the RRPC, for the purpose of business financial profit or gain. RRPC may approve sale of merchandise or other commercial activity at scheduled outings or activities.

SECTION 5.

A. The Board, by majority vote, shall have the power to expel or suspend a member for violation of RRPC By-Laws or Rules and Regulations, or repeated conduct that is detrimental to the benefit of the general membership. The member shall be given 30 days notice in writing prior to being expelled or suspended. Said member; shall have the right to appear, in their own defense, before The Board.

B. Membership privileges are automatically suspended for nonpayment of membership dues 60 days or more past due. Members with past due accounts will be notified and given 30 days to become current or they will be dropped from the membership database and all previously paid dues will be forfeited. Additionally, restoration of membership privileges or the granting of financial hardships may be done at the Board's discretion.

SECTION 6.

A. Any member who is expelled shall forfeit all rights and privileges in the RRPC and shall not have the right to recover any membership dues and fees previously paid.

B. RRPC Board, shall be empowered with authority to levy fines upon any member, who does not abide by RRPC Rules and Regulations, to include our Plans of Operations, Notices of Intent to Operate, U.S. Army Corps of Engineers Section 404 (Clean Water Act) and the act of leaving unfilled prospecting sites/holes on RRPC claims. Subject fines will be equal to the estimated cost or actual cost of reclamation for a specific area, based on guidelines as set by Bureau Of Land Management. General guidelines regarding handling of such situations and fines, will be incorporated into RRPC Rules and Regulations, by the Board.

SECTION 7. No member shall continue to use a RRPC mining claim or contiguous claims for more than fourteen (14) days in any thirty (30) day period or to exceed lesser limits imposed by Federal or State agencies in the claims' Plan of Operations.

SECTION 8. A Charter Member is one of the first **fifty (50)** members who joined the RRPC.

SECTION 9.

A. Upon reaching the age of 21 and before reaching the age of 22, a child of a Charter Member in good standing shall be granted membership by paying the current initiation fee.

B. Upon reaching the age of 21 and before reaching the age of 22, a child of a member holding a lifetime membership in good standing shall be granted membership by paying the current initiation fee and fifty percent (50%) of the then current rate of a lifetime membership. These benefits apply only to members in good standing as of January 1, 2002.

C. RRPC shall not be held responsible for injuries or damage sustained by members while on RRPC claims, property or at RRPC functions. RRPC will carry Liability Insurance to cover injuries or damages sustained by non-members, due to negligent acts of RRPC members.

SECTION 10. Charter membership status cannot be sold or transferred. Memberships that were in effect as of December 31, 1995, can be sold or transferred one (1) time. A transfer fee of \$250 will be assessed on any membership sale or transfer. Memberships acquired after December 31, 1995 are not transferable. Any sale or transfer of a membership is not effective until reported and accepted by the RRPC Treasurer. Memberships cannot be sold or transferred to non-members and can only be purchased by a member in good standing.

SECTION 11. Membership dues and initiation fees shall be recommended by The Board and approved by vote of the general membership. The RRPC offers a twenty (20%) discount of the remaining balance for payments of lifetime membership dues in full. In order to receive this discount, you must owe at least one years dues and must specify that you are taking the discount along with your final payment.

SECTION 12. No member, Officer or Director having a monetary interest in, or association with, any business before the RRPC or the Board, shall have a vote on said business.

SECTION 13.

A. A lifetime membership purchased before December 31, 1995 is based on the life of the primary member. If the primary member dies; the membership may be assumed, by the spouse, or common law spouse, until their death at which time the membership expires. The assumed membership can be transferred or sold pursuant to Article 1, Section 10, of these, By Laws.

B. A lifetime membership purchased after December 31, 1995 is based on the life of the primary member. If the primary member dies; the membership may be assumed by the spouse, or common law spouse, until their death at which time the membership expires.

SECTION 14. Annual Claim Maintenance fee:

A. Effective January 1, 2005 all members, both Life and Annual will be assessed an Annual Claim Maintenance fee of \$20. Fees are due prior to December 1st each year and will be applied to the following year club expenses. The amount of the Annual Maintenance Fee assessed to members, may change. Each September after payment of the clubs annual maintenance fee to BLM, the Board will review the amount paid per claim to BLM and increase the Annual Maintenance Fee proportionately (by the same percentage as the increase by BLM to the club) rounded up to the nearest dollar. Increases in Annual Maintenance Fee assessed to members, (currently \$20 annually) will be calculated based on the fees the club pays to BLM as of September 1, 2006 (baseline fee to BLM currently as \$125 per claim annually). Membership will be notified of any increase in fees by the newsletter.

B. Members who are not current with payment of the Claim Maintenance Fee will not be eligible to receive member privileges including, but not limited to, receipt of the monthly newsletter and will not be eligible to purchase tickets for or attend Spring Picnic or the annual Steak Fry.

ARTICLE II – PROPERTY

SECTION 1.

A. No property, rights, titles or monies shall accrue for the benefit of any individual of the RRPC. The Board will hold in safety, these items, for the RRPC membership collectively. The Board may commit RRPC funds for the purchase and maintenance of any and all property deemed necessary or expedient for the benefit of the RRPC. The Board may sell or dispose of claims or property; deemed by them to be unproductive or no longer desirable for the RRPC's stated purposes. The Board's actions on sales, purchases, and expenditures, without general membership approval, will be held to the dollar limits stated in Article III, Section 7 C.

B. The Board is authorized to grant membership privileges in return for services or property rendered that benefits the club.

SECTION 2. There shall be an annual review of the RRPC's financial transactions at the close of the **fiscal** year by a CPA. This review will be presented to The Board no later than October 31st. and be available at the club office for member review for 60 days and as applicable under Arizona statute.

ARTICLE III -BOARD OF DIRECTORS AND OFFICERS

SECTION 1. The entire management and business of the RRPC shall be vested in the Officers and Board of Directors, who shall be elected from among the regular members of the RRPC by the general membership at the annual meeting. All RRPC Officers and Board Members have the right to vote on issues before the Board, at the monthly Board Meetings or at Executive Meetings, subject to ARTICLE I, SECTION 12.

A. The Board of Directors is comprised of six (6) elected Directors; for a term of three years. Qualifications of nominees for Board members, shall be verified by the Board prior to inclusion on the ballot.

B. The Officers, consisting of President, Vice-President, Secretary and Treasurer, shall be elected for a two-year term from the general membership at the annual meeting. In the year 2000, the President and Secretary shall be elected for a two-year term and the Vice-President and Treasurer shall be elected for a one-year term. Thereafter, during even years the President and Secretary shall be elected for a two-year term and during odd years, the Vice-President and Treasurer shall be elected for a two-year term. Qualifications of nominees for Officers, shall be verified by the Board prior to inclusion on the ballot.

C. The Board shall use the following procedure to fill a vacancy created by any unfulfilled term. The next highest receiver of votes in the last election will fill the Board vacancy to complete the term. If the next highest vote recipient cannot serve for any reason, the subsequent highest vote recipients will be eligible until no candidate exists, in which case, the vacancy will be filled by nomination by the current Board.

SECTION 2. The Board shall adopt written Rules of Procedure.

SECTION 3. The Board shall not receive any compensation from RRPC.

SECTION 4. The date of regular meetings of The Board shall be made public. The Board shall be subject to call at any time or place by the President or Chairman of the Board, or at the request of two (2) or more Board Members..

SECTION 5. A majority of The Board shall constitute a quorum for the transaction of all business except as herein specified.

.SECTION 6. The Board shall adopt and enforce Rules and Regulations for the governance of the RRPC and the conduct of its members, consistent with these By-Laws. The Board of directors shall create such standing committees and special committees as they may determine to be necessary and convenient. All Directors and Officers shall serve on a committee

SECTION 7. The duties of the Officers shall be as follows:

A. The President shall preside at all general meetings of the membership, shall have general supervision of the affairs of the RRPC; and shall sign or countersign all certificates, contracts, and other instruments of the RRPC as authorized by the Board.

B. The Vice-President, shall act as President in the absence or disability of the President.

C. The Treasurer shall be custodian of the funds of the RRPC, and shall keep regular books of the account, and disburse the funds in the regular course of business of the RRPC; or as may be authorized by the Board, take proper vouchers for such disbursements; shall render to the Board of Directors, as they require, an account of all transactions executed by the Treasurer. The Treasurer shall have authority to issue payments of less than Five Hundred Dollars (\$500) without prior approval of the Board. On payments of Five Hundred (\$500) or more, but less than Two Thousand Dollars (\$2,000.00), approval of the Board is required. For payments of Two Thousand Dollars (\$2,000.00) or more, approval of the general membership is required.

D. The Secretary shall keep minutes at all general meetings of the membership, Board meetings and special meetings, issue notices of all special meetings, and make such reports and perform such other duties required by the Board.

SECTION 8.

A. Any candidate for office must have been in the club and in good standing for at least one (1) year.

B. Any member of the Board of Directors, office holder (President, Vice President, Secretary or Treasurer), whether elected or appointed, who resigns from his or her position prior to completion of their term in office, for any reason other than personal or immediate family health, or conflict of interest; will not be eligible for consideration or nomination for such positions, for two (2) years from the date of resignation.

SECTION 9. Any candidate for office shall have the right to address the general membership at an open meeting, two (2) months prior to the annual elections; and/or shall be allowed to make a statement in the newsletter, (limited to 100 words or less), of qualifications, experience and reason(s) for desiring to serve.

SECTION 10. Any Officer or Director may be removed at any time, with cause, by the affirmative vote of two-thirds (2/3) of The Board.

SECTION 11. The RRPC shall reimburse any person who incurs club related expenses by reason of the fact that he or she is or was an Officer, Director, employee, or agent of RRPC.

ARTICLE IV – MEMBERS’ MEETINGS

SECTION 1. The annual meeting of the general membership shall be held on the third Thursday in November at 7:00 p. m. at a place designated by the Board of Directors.

SECTION 2. The general membership meeting shall be held at a place designated by the Board of Directors on the third Thursday of each month at 7:00 p.m.

SECTION 3. The Board meeting shall be held at 7:00 p.m. at a place designated by the Board of Directors on the Tuesday following the general membership meeting.

SECTION 4. A special meeting of the membership may be called by the President, or two members of The Board at any time at their discretion or upon the written request of one hundred (100) members. Notice of such meeting shall be given in writing stating the objectives at least ten (10) days prior to the date of the meeting. At such special meetings, no business shall be transacted other than what is stated in the notice.

SECTION 5. A quorum for the transaction of business at a general membership meeting shall consist of a majority of the members entitled to vote thereat; present, in person, or by proxy in writing.

SECTION 6.

A. Every membership having the right to one (1) vote at a meeting of the members, shall be entitled to exercise such vote in person, by signed proxy, or ballot. All elections shall be determined, and all questions decided, by a majority of the votes cast.

B. The ballots for the election of the Board of Directors and Officers shall be mailed out five (5) business days after the October general membership meeting. All ballots must be received with the return name, and address label affixed and legible and will be checked off the membership list by the election official. All ballots must be received prior to the start of the annual meeting.

ARTICLE V -MISCELLANEOUS

SECTION 1. These By-Laws may be amended, modified, or repealed by a majority of votes cast by the membership. Proposed amendments(s) shall be submitted to the Board of Directors, three (3) months prior to any annual meeting or at any special meeting called for that purpose.

The foregoing BY -LAWS were adopted by all members at a consent meeting of the members held at Glendale, AZ., on the 15th day of September 1982.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 19th day of November 1986.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 18th day of November 1987.

As submitted by the BY-LAWS committee, Brian Blair, Chairman. The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 16th day of November 1988.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 16th day of November 1989.

As submitted by the BY-LAWS committee, Brian Blair, Chairman. The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 15th day of November 1990.

The foregoing BY-LAWS were amended or modified by vote of the Board of Directors on the 17th day of December 1991, in order to be in compliance with Arizona State Law.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., on the 19th day of November 1992.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., On the 18th day of November 1993.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members held at Phoenix, AZ., on the 16th day of November 1995.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., on the 16th day of November 1997.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., on the 18th day of November 1999.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., on the 15th day of November 2001.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix AZ., on the 21st day of November 2002.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, AZ., on the 20th day of November 2003.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, Az., on the 18th day of November 2004.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, Az., on the 17th day of November 2005.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, Az, on the 16th day of November 2006.

The foregoing BY-LAWS were amended or modified by all members at a consent meeting of the members, held at Phoenix, Az., on the 15th day of November 2007.