

NORTHWESTERN ONTARIO PROSPECTORS ASSOCIATION

BY-LAWS

ARTICLE 1-OFFICIAL NAME

The name of the association shall be the "NORTHWESTERN ONTARIO PROSPECTORS ASSOCIATION".

ARTICLE II-OBJECTIVES

The objectives of the Association are to represent and further the interests, serve the needs, and support the aspirations of the individual prospectors in Northwestern Ontario.

ARTICLE III-MEMBERSHIP

Section 1

Membership in the Association shall be open to those individuals who are interested in the furtherance of the objectives of the Association.

Section 2

All applications for membership shall be accompanied by the current annual subscription fee and shall be submitted to the Treasurer. The Board of Directors shall have the authority to delegate, to a sub-committee of its members or to an Officer of the Association, the duty to investigate applicants and to accept or reject the applications.

All applicants shall support the objectives of the Northwestern Ontario Prospectors Association which are to represent and further the interests, serve the needs and support the aspirations of the individual prospectors in Northwestern Ontario.

Section 3

The Board of Directors shall, from time to time establish classes of membership (i.e. Life Members) and establish, for each class, the annual membership fee.

Section 4

- (i) One's membership in the Association shall cease upon the resignation of a Member, failure to pay one's membership fees within sixty (60) days of the date on which the fee becomes due and payable, or upon his (See Article XIV) death. Membership shall not be transferable or assignable. Any Member may resign at any time, upon written notice. Upon such resignation, no refund of membership fees or other moneys paid in the connection therewith shall be given.
- (ii) A membership may be terminated by the affirmative vote of a majority of the Directors present at a meeting, called for such purpose, and provided a quorum is present.

ARTICLE IV-OFFICE

Section 1

The head office of the Association shall be located in the municipality of Thunder Bay, in the District of Thunder Bay, in the Province of Ontario, Canada, at the place therein appointed where the business of the Association may, from time to time, be conducted.

ARTICLE V-MEETING OF MEMBERS

Section 1- Annual Meeting

The Annual Meeting of the Members of the Association shall be held in each calendar year at such time and place as may be fixed by the Board of Directors. The agenda of the Annual Meeting may include presentation of the Association's financial statements with the election of Officers and Directors.

Section 2- Meeting of Members

A regular meeting of the members will normally be held on the third Thursday of each alternate month, excepting in special circumstances when notices of meeting date changes shall be given verbally at the preceding meeting, with notices mailed out to the general membership at least 10 working days prior to the next meeting. Chairs will be responsible for taking brief minutes as well as documenting attendees. Presentation of the Association's financial statements may be given at these meetings instead of the annual meeting.

Section 3-Special Meetings

Special Meetings may be convened by the Secretary on requisition of any of:

- (a) the President or Vice-President
- (b) five members of the Board of Directors
- (c) ten percent of the Members in good standing at the date of delivery of such requisition

In each case, the requisition and the notice calling such Special Meeting shall contain a brief summary of the purpose for which the meeting is being called and the business to be transacted thereat.

Section 4-Quorum

The presence in person of ten (10) Members shall be necessary and sufficient to constitute a quorum for the transaction of any business at any Meeting of Members. In the event of a quorum not being present within half an hour of the time for which the meeting is called, the meeting shall stand adjourned to the next business day at the same time and place and the Members then present shall constitute a sufficient quorum for the transaction of all business properly brought before the meeting.

Section 5-Voting

Each individual Member in good standing shall be entitled to one (1) vote in person at any Annual or Special Meeting or Bi-monthly Meeting of Members of the Association. A member in good standing is defined as a fully paid up member prior to such Annual, Bi-monthly or Special Meeting. Corporate memberships are non-voting memberships.

ARTICLE VI-OFFICERS and DIRECTORS

Section 1

The Association shall be administered by a Board of Directors (the Board) which shall be comprised of all Officers and Directors. A Member may be assigned a specific Committee to chair. These assignments shall be made by the Board shortly after elections have been held.

At the Annual General Meeting, the general membership in good standing shall elect, re-elect or acclaim for a one-year term, Officers as follows:

President; (Officer)
Vice-President; (Officer)
Secretary; (Officer)
Treasurer; (Officer)
Five Directors;

And such other Officers or assistant Officers as the Board may from time to time determine.

It is the express intent of the Association to use the office of Vice-President as part of its succession strategy with the incumbent being deemed the President-Elect.

The President shall not be eligible for re-election to a sixth consecutive one-year term in office as president.

Section 2

Any Officer or Director may be removed from office at any time by a resolution to the Board. An Officer may resign at anytime, provided such resignation is in writing, and his office shall be vacated on receipt of such resignation by the President or Secretary without formal acceptance thereof by the Board.

Section 3

It shall be the duty and responsibility of all Officers to implement the policies and instruction of the Board of Directors, as defined in the minutes of their proceedings. Subject to the foregoing, the Officers shall have the duties normally attached and incidental to their office.

Section 4

The assumption of any executive office shall automatically confer Directorship upon the incumbent.

Section 5

All exercisable powers required by the laws of the Country and by these by-laws shall, on behalf of the Members, be exercised by the Board.

Section 6

The office of a Director shall be automatically vacated:

- (i) if the Director shall resign his office by delivering a

written resignation to the President or the Secretary of the Association;

- (ii) if he ceases to be a member of the Association in good standing;
- (iii) if he is found to be a lunatic or becomes of unsound mind or incoherent from drugs or alcohol;
- (iv) if at a Special Meeting of Members, duly called and held, a resolution is passed by three-quarters of the Members present, that he be removed from office;
- (v) on his death.

Section 7

The Director's primary responsibility is to ensure the Association is adequately represented in the field over which he has dominion and that the general Membership is apprised of developments as they relate to the Association. A Director's ancillary function is to establish the short and long term objectives within the normal scope of the Association and then, with the approval of the Board of Directors, implement such policies necessary to achieve those objectives.

Section 8

Regular meetings of the Board may be held at such place and times as shall be fixed by a resolution of the Board. Special meetings of the Board shall be convened by the Secretary on the instruction of the President or two (2) members of the Board of Directors.

Section 9

In circumstances which are deemed by the President or any five (5) members of the Board to be urgent, the President or such five (5) Members may themselves, or through the Secretary or the President, communicate to the members of the Board the terms of a resolution for consideration by the Directors and if sixty percent (60%) of the Directors signify by letter, e-mail or telefacsimile approval of such resolution, the resolution shall be fully passed by the Board of Directors without amendment and shall have the same force and effect as if it had been passed at a meeting of the Board duly called and held for that purpose.

Section 10

On any resolution to come before the Board of Directors, the Chairperson shall be entitled to vote and in addition, in the case of a tie vote, shall have an additional or casting vote.

Section 11

Any meeting of the Board of Directors whose Agenda includes the administration of Association business will not be deemed effective unless a quorum [simple majority (5) of Officers and Directors] is actually in attendance at such a meeting.

ARTICLE VII-DIRECTORS EMERITUSSection 1

At its sole discretion, the Nominating Committee reserves the right to nominate from the membership-at-large, individuals for the positions of Directors Emeritus, to recognize either long standing service or extraordinary contributions to the Association. Nominees permitting their names to stand for election will be voted in by simple majority at the Annual General Meeting of Members of the Association.

Section 2

The positions of Directors Emeritus are normally to be conferred for a lifetime or some portion thereof as directed by consent of either the Directorship or Director Emeritus. As honoraria, the title "Director Emeritus" conveys neither obligations or authorities to the recipient.

ARTICLE VIII-NOMINATING COMMITTEESection 1

The Board of Directors shall appoint a nominating committee, whose duty it shall be to present at the Annual Meeting, a list of members duly nominated and seconded for each and every Office and Directorship.

Section 2

At the Annual Meeting, the Nominating Committee Chairperson shall preside over the election of incoming Officers and Directors. In accordance with normal election proceedings, the Nominating Committee Chairperson shall take the necessary measures to ensure the requisite Board offices are filled. During the course of the election, the Chairperson shall announce sequentially the names of those Members duly nominated who have let their names stand for election. Upon announcing each Office, the Nominating Committee Chairman shall call for further nominations from the floor. Any two Members, present and in good

standing may nominate and second from the floor during the election's proceedings, any other qualified Member for any Office.

ARTICLE IX-FUNDS OF THE ASSOCIATION

Section 1

Money received by the Association shall be under the control of the Directors who shall:

(A) Designate the bank or banks, trust company, or trust companies to act as bankers or depositories to the Association,

(B) Delegate the Officers who shall have custody of moneys, signing authority or securities and the mode of operation of bank account or accounts of the Association.

Section 2

Single item expenditures in excess of three hundred dollars (\$300.00) require prior approval by a simple majority of the Board of Directors.

Section 3

The Directors shall each year at the Annual Meeting of Members, present financial statements showing the financial status and operations of the Association for the previous fiscal period (January 1-December 31).

Section 4

Attendance at a conference or meeting by a member of the Board with costs exceeding \$300 shall be discussed and voted upon at a board meeting; acceptance will require a simple majority. A goal or mandate for attendance at the requested conference or meeting shall be established before approval.

ARTICLE X-AUTHENTICATION OF DOCUMENTS

Contracts and obligations on behalf of the Association may be signed by the President or Treasurer. Notwithstanding any provisions to the contrary contained in the By-laws of the Association, the Board may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular instrument may or shall be signed.

ARTICLE XI-RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Association when they shall be confirmed, and in default of confirmation, at such Annual Meeting of Members, shall at and from that time cease to have force and effect.

ARTICLE XII-AMENDMENT OF BY-LAW

These By-laws may be amended by a By-law passed at an Annual or special General Meeting of Members provided notice of the proposed amendment is mailed or e-mailed to the Members with the notice calling the meeting, and provided the same is sanctioned by at least two-thirds of the votes cast at such General Meeting.

ARTICLE XIII-LANGUAGE OF THESE BY-LAWS

In all sections of these BY-LAWS, words such as he, his, him, and others denoting only masculine gender, must be interpreted as indicating both masculine and feminine gender with no intent to discriminate.

Approved at Annual General Meeting dated: April 3, 2007

To be reviewed every 5 years (or amended as required):

Next Review Date: 2011-2012