

**NORTHWESTERN ONTARIO PROSPECTORS ASSOCIATION
BY-LAWS**

ARTICLE VI – OFFICERS AND DIRECTORS

Section 8

In circumstances which are deemed by the President or ~~any five (5)~~ **50% of the** Members of the Board to be urgent, the President or such ~~five (5)~~ **50% of the** 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 9

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 10

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)~~ **(50%)** of Officers and Directors] is actually in attendance at such a meeting.

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.

AMENDMENTS/ADDITIONS:

Approved at Annual General Meeting dated:	April 3, 2007
Approved at General Meeting dated:	May 15, 2008
Approved at Special Meeting dated:	November 11, 2010
Approved at Annual General Meeting dated:	April 2, 2013
To be reviewed every 5 years (or amended as required):	
Next Review Date:	2018-2019