

## **Bylaws of the Oregon Kayak and Canoe Club, Inc.**

### **ARTICLE I**

#### *Name and Corporate Status*

The name of this corporation shall be Oregon Kayak and Canoe Club, Inc. It shall be an Oregon nonprofit mutual benefit corporation.

### **ARTICLE II**

#### *Purposes*

The purposes of the corporation are:

- a) To promote kayaking and canoeing activities in the Pacific Northwest.
- b) To promote river safety through training, education and practice.
- c) To support conservation and protection of river, lake and oceanfront resources, including freedom of navigation and fair public access.
- d) To support competition and develop more proficient competitors in recognized forms of kayak and canoe competition.

### **ARTICLE III**

#### *Members and Membership Meetings*

3.1 Qualifications. Membership in the corporation shall be open to any person or organization. Members shall be required to sign waivers of liability and such other documents as may be from time to time required by the corporation, and to pay such dues as may be established. Members in good standing shall be entitled to one vote at the annual meeting. Any family membership, corporate membership or other such group membership shall be entitled to only one vote in the aggregate.

3.2 Suspension of Membership. The membership and voting privileges of any member (or group membership) may be suspended or revoked by the Board of Directors for failure to pay dues or comply with any other membership qualification, or for any other good cause.

3.3 Annual Meeting. There shall be an annual meeting of the members of the corporation as such a time and place as may be designated by the Board of Directors.

3.4 Special Meetings. Special meetings of the membership may be called by the Board of Directors or if five percent or more of the members sign, date and deliver to the Secretary of the corporation a request for a special meeting, describing the purpose for which it is to be held. Upon the occurrence of such events, the Secretary shall set the time and place for the special meeting and provide notice to the membership by first class mail, email or other notification commonly used to conduct club business at least ten days prior to the meeting.

3.5 Quorum. At the annual meetings, a quorum shall consist of those voting members present at the meeting, in person. At special meetings, a quorum shall consist of ten percent of the membership, present in person. A majority of a quorum may decide any question that may come before an annual or special meeting.

3.6 Voting. Votes at any annual or special meeting may be in person, or, when called for the by Board of Directors, by mail ballot or an electronic voting utility chosen by the secretary and approved by the Board of Directors.

### **ARTICLE IV**

## *Board of Directors*

4.1 Number, Election and Term. The affairs of the corporation shall be managed by a Board of Directors (hereinafter "Board") of at least five and no more than nine members, who must be members of the corporation. The directors shall be elected by the members each year at the annual meeting, and shall serve a term of one calendar year.

4.2 Removal and Vacancy. Any director may be removed from the Board by a majority vote of a quorum of the members of the corporation. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

4.3 Annual Meeting. There shall be an annual meeting of the Board such a time and place as may be designated by the Board.

4.4 Special Meetings. Special meetings of the Board may be called by the President or if any two members of the the Board of Directors sign, date and deliver to the Secretary of the corporation a request for a special meeting, describing the purpose for which it is to be held. Upon the occurrence of such events, the Secretary shall set the time and place for the special meeting and provide notice to the Board by first class mail, email or other notification commonly used to conduct club business at least ten days prior to the meeting.

4.5 Quorum. A quorum shall consist of more than half of the members of the Board or 4 members of the Board whichever is greater. A majority of a quorum shall be sufficient to decide any matter before the Board.

4.6 Voting. Board votes at any annual or special meeting must be in person

## **ARTICLE V**

### *Officers*

5.1 Designation of Officers. The officers of the corporation shall be a president, a vice president/secretary, a treasurer, and such other officers as the Board may create from time to time.

5.2 Election and Term. The Board of Directors shall select from its members the officers of the corporation, and they shall serve a term of one calendar year.

5.3 Removal and Vacancy. Any officer may be removed from office by a majority vote of a quorum of the Board of the corporation, or by a majority of a quorum at any meeting of the membership. In the event of death, resignation, or removal of an officer, a successor shall be selected by the members of the Board and shall serve for the unexpired term of the predecessor.

5.4 Duties. The president shall call for and preside at all meetings of the membership and the Board, and shall arrange schedules for club activities. The vice-president/secretary shall act in the place of the president in the event of the president's absence or inability to act. The vice president/secretary shall also record the votes of the Board and keep minutes of all meetings of the Board and the members. The treasurer shall receive and deposit in bank accounts all funds of the corporation and shall disburse such funds as directed by the Board. The treasurer shall also sign all checks, collect dues, supervise and arrange for the keeping of proper books of account, and prepare an annual budget and statement of income and expenditures to be presented to the membership at the annual meeting.

## **ARTICLE VI**

### *Dues*

6.1 Dues. Dues shall be payable annually in such amount as may be recommended by the Board and approved by the membership.

## **ARTICLE VII**

### *Amendments*

7.1 These Bylaws may be amended at any annual or special meeting of the members by a vote of a majority of a quorum of the members. However, amendments to the Bylaws shall not be made without a Notice of Bylaws Amendment being filed with the Secretary and notice being mailed or sent by email or other notification commonly used to conduct club business to the membership at least thirty days prior to any annual or special meeting where such amendment is to be considered.

## **ARTICLE VIII**

### *Dissolution*

8.1 Upon dissolution of the corporation, its assets after payments of all fees and debts shall be distributed to conservation oriented 501 c 3 qualified corporations that advance river and water protection and public access as determined by the Board of Directors."

Last modified December 17, 2020

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Russ Pascoe, OKCC Secretary