

BYLAWS for Willamette Kayak and Canoe Club, Inc. incorporated July, 2006

NOTE: These bylaws are, in general, adopted from bylaws of the for-profit WKCC adopted in 1993 and revised in 2004.

ARTICLE I – PURPOSE OF CLUB

The Willamette Kayak & Canoe Club (Club) is a nonprofit mutual benefit corporation operated on behalf of its members. No members shall receive financial benefit from membership; all club funds shall be used for the benefit of the club and its members in aggregate and to support the work of other non-profit organizations.

The purposes of the Club are to:

- A. Promote the enjoyment, challenges, thrills, and camaraderie of kayaking and canoeing.
- B. Organize river and surf outings for its members.
- C. Promote water safety.
- D. Help members acquire the confidence and skills needed for kayaking and canoeing.
- E. Help conserve, preserve and protect the free-flowing rivers of Oregon.

ARTICLE II – MEMBERSHIP

A member is anyone who has paid dues established by the Board of Directors for the current calendar year, and who has executed an official Willamette Kayak and Canoe Club Membership application containing a Waiver of Liability and Assumption of Risk Agreement. Members participating in Club activities are expected to demonstrate survival skills and a responsible attitude toward safety.

Rights of Members: All members shall have the same rights and obligations with respect to voting, dissolution, transfer, or any other matter respecting the Club. No member may transfer a membership or any right arising therefrom.

Membership Liability: A member of the Club is not personally liable for the acts, debts, liabilities or obligations of the Club merely by reason of being a member. A member may become liable to the Club for dues, assessments or fees. A resolution adopted by the Board of Directors imposing dues, assessments or fees does not, of itself, create liability to pay the obligation, but nonpayment may constitute grounds for expelling or suspending the member, or suspending or terminating the membership.

Dues: Dues shall be kept at a minimum and shall be used primarily for the cost of producing and mailing the newsletters and for organizing club outings and meetings.

Resignation: A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the Club as a result of obligations incurred or commitments made prior to resignation.

Suspension: The Board of Directors, by unanimous vote, may expel, suspend or terminate a member. Said action by the Board of Directors requires fifteen days prior written notice and the designation of a time and place for the Club member to be heard orally or in writing not less than five days before the effective date of the expulsion, suspension or termination by the Board of Directors. Any written notice given by mail shall be first class or certified mail sent to the last address of the member shown on the Club's records.

Any proceeding challenging an expulsion, suspension or termination shall be heard by the Club membership at a noticed hearing, which may be in conjunction with a regular Club meeting, where notice of such action is published in the Club newsletter. A majority of the Club members present at such meeting, voting by secret ballot, shall be sufficient to suspend, expel, or terminate membership.

ARTICLE III – CLUB MEETINGS AND VOTING

The Club shall hold a membership meeting annually and from time to time as called by the Board of Directors. Notice of the membership meetings shall be published in the Club newsletter. At the Club meetings, the president or any other member of the Board of Directors shall report on the activities and financial condition of the Club. The members of the Club shall consider and act upon such matters as are noticed in the Club newsletter announcing the Club meeting and on matters brought forth during the meeting.

Special Meetings: A special meeting of the membership may be called by resolution of the Board of Directors or by written demand of ten percent of the membership presented to the Board of Directors. The Board of Directors shall give notice to all members by mail of the special meeting at least fifteen days prior to the hearing and within forty-five days of presentation of the demand. The demand for a special meeting presented to the Board of Directors shall state the issues to be considered at the meeting, and the notice of the special meeting mailed shall inform the membership of said issues. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, or consideration of particular issues unless the member raises an objection at the beginning of the meeting or prior to consideration of the issue.

Voting: Each Club member is entitled to one vote on each matter voted on by the membership. The Club member must be present at the meeting to cast a vote, or must provide written indication of their vote to the Board of Directors prior to the meeting. Memberships issued to a family shall be entitled to one vote per family (not per person) unless each member of the family has complied with the membership requirements set forth in Article II. Those voters represented by

attendance at a meeting shall constitute a quorum. The affirmative vote of a majority of a quorum is the act of the Club members.

ARTICLE IV – DIRECTORS AND OFFICERS

The business and affairs of the Club shall be managed by its Board of Directors. The Directors shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of the Club as they may deem proper which are not inconsistent with these bylaws and the law of the State of Oregon. The Board shall have the power and authority, among other things to regulate expenditures and to exercise all powers necessary to carry out the purposes of the Club as set forth in these by-laws.

Number and Election: The Club shall be managed by seven directors. The term of office for the Board of Directors shall be two years. Three members of the Board of Directors shall be elected in odd numbered years and four members in even numbered years. The election shall be held at the first Club meeting following October 1 of each year. A majority of the quorum present at the Club meeting shall be sufficient to elect any member to the Board of Directors. The terms of office of such directors shall begin January 1 following the election.

Vacancies: Whenever any vacancy shall occur in the Board of Directors through death, resignation, disqualification or from any other cause, the vacancy may be filled by a majority vote of a quorum of the Board of Directors for the remaining term of vacancy.

Removal of Directors: Club members may remove one or more directors with or without cause at a special or membership meeting. Notice of such proposed action must be given to all Club members within fifteen days of the meeting designating the proposed action and time and place of said meeting. The Board of Directors may remove a director from office after three unexcused absences from board meetings.

Delegation of Duties: The Board of Directors may authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by the Board. To the extent so authorized, any such person or persons shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

Officers: The officers of the Club shall consist of a president, vice president, secretary, treasurer, and three at-large officers. Each officer shall be elected by the Board of Directors. The same person may hold one or more offices in the Club as determined by the Board of Directors, except that a person may not simultaneously hold the offices of president and secretary.

Removals: All of the officers of the Club shall be subject to removal at any time by the Board of Directors.

Duties of Officers: The president shall preside at all meetings of the Board of Directors and club meetings, and shall perform such other duties as the Board of Directors may from time to time authorize. The vice-president shall act in stead of the president when she or he is absent. The secretary shall subscribe the minutes of all meetings. The treasurer shall have charge of all funds belonging to the Club. At Large officers shall have duties and responsibilities specially delegated by the Board of Directors.

Voting by Board of Directors: A quorum of the Board of Directors shall be four. A majority vote of a quorum at a noticed Board of Directors meeting shall be a vote of all directors. Actual notice to the members of the Board of Directors shall constitute sufficient notice.

ARTICLE V – AMENDMENT OF BY-LAWS:

The Club's Board of Directors may amend or repeal the Club's by-laws. The Club's members may amend or repeal the bylaws even though the by-laws may also be amended or repealed by the Board of Directors. Amendment or repeal by the Club members shall be final. Two-thirds vote of the Board of Directors or Club members shall be required to amend the by-laws.

ARTICLE VI – AMENDMENT OF ARTICLES OF INCORPORATION:

Articles of Incorporation shall be renewed annually and updated whenever changes to the Board of Directors require such changes. Major amendments of the Articles of Incorporation may be made by Club members only, after fifteen days notice, and a two-thirds vote of those members present at the Club meeting.