

# **SPOKANE CANOE AND KAYAK CLUB BYLAWS**

*(Approved February 2024)*

## **ARTICLE I - Name**

The name of this corporation is the Spokane Canoe and Kayak Club.

## **ARTICLE II - Purposes**

### Primary and Ancillary Activities

The primary activities are to promote human-powered paddle-craft instruction, education, and safety, and to provide outings. Ancillary activities may include access and conservation as well as anything else which supports the primary activities as decided by the paddle board.

## **ARTICLE III - Membership**

### Section 1 - General Membership

All members will complete all dues, forms, documents, and waivers as required. Parental supervision may be required for minors.

### Section 2 - Honorary Membership.

The club may elect to "honorary membership" any person whom in its judgment has given special service to the club or who has especially promoted its purposes. Honorary members shall pay no dues, but shall be entitled to all privileges.

### Section 3 - Suspension of Membership

Membership privileges of any member delinquent in dues, forms, documents, or waivers is automatically suspended without notice. A suspended member shall be reinstated upon completion of delinquent items.

### Section 4 - Membership Sanctions and Revocation

A member who violates established rules of the club or abuses the privileges of the club can be fined for any damages caused by such abuse, denied use of the club equipment or facilities, or have their membership revoked. A member facing sanctions/revocation must receive written notification of such a possibility in advance and can appeal in writing to the paddle board. The paddle board must uphold the sanction(s) by a quorum.

## **ARTICLE IV - Officers and Directors**

### Section 1 - Paddle Board

The Board of Directors of the Spokane Canoe and Kayak Club, Inc. shall consist of President, Vice-President, Secretary, Treasurer (Officers) and the General Board Members. It shall be known as the Paddle Board.

### Section 2 - Board Members

The board shall consist of the four officers of the club, as defined under Article IV, Section 1, and three general board members. Each board position mentioned herein shall have full voting privileges.

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## **Section 3 - Paddle Board Powers and Duties**

The paddle board, hereafter referred to as 'board,' supervises, reviews, establishes, and enforces policy, management, control, and direction for the entire club. All decisions must be in the support and benefit of the club membership. All the corporate powers, except the right to amend, alter or change the Articles of Incorporation and the bylaws, are hereby vested in, and will be exercised by the board. The board may, by general resolution, delegate such powers as they see fit.

- a) **President**: The president oversees the activities of the club, presides at board meetings, makes certain a quorum is always present when a vote is to be taken, supports the functional needs of organizer and board interactions and communications, and manages any issues facing the organization as needed. The President has a discretionary expense of \$100 per expenditure that will then be reported to the board for approval before any further funds are approved by the president.
- b) **Vice-President**: The VP is the second in command to the president and supports their direction and execution. The VP also works to promote the club through membership meetings, community engagements, social media, etc. The VP also acts as the de-facto president if the president is unavailable.
- c) **Secretary**: The secretary records the motions, discussions, and votes during board meetings. They provide those records in the form of minutes distributed to the board members in a timely manner for review and comment. Minutes are approved at the succeeding board meeting. The secretary also acts as custodian of the minutes.
- d) **Treasurer**: The treasurer collects and holds all monies due the club and pays all debts contracted by the club with no single expenditure to exceed \$100.00 without board approval. If a member is approved to spend personal funds on behalf of the club, they must provide the treasurer with a receipt prior to being reimbursed. The treasurer will complete and file all required documentation to the appropriate entity(ies) to maintain the club's legal status. The treasurer's financial records are subject to audit at any time. Upon the end of a treasurer's term of office they shall conduct a financial review with the incoming treasurer. The treasurer must keep receipts for seven years.
- e) **General Board Member**: Board members are required to attend board meetings to review, discuss and vote on motions brought before the board. Individual board members are encouraged to identify a specific need, create action plans, and carry them out with the assistance of fellow club members.

## **Section 4 - Qualification for Office**

No person shall be permitted to be nominated for or hold office on the paddle board unless said person is a member in good standing of the club. Suspension or termination of a member shall immediately result in suspension from the paddle board and create a vacancy on the board.

## **Section 5 - Nominations**

Nominations for office may be made by any member in good standing. All nominations, including self-nominations, must be seconded and accepted by the nominee. Nominations for general board members shall be collected into one group. The three nominees with the most votes shall join the board. There is no limit to the number of nominations made by any club member or for any board position.

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## **Section 6 - Elections**

Election of the paddle board shall be held annually. A majority of the returned votes from the club membership determines the results. The election shall be publicized prior to the vote.

## **Section 7 - Resignation**

Any paddle board member may resign at any time by written notice to the president or verbally at any paddle board meeting.

## **Section 8 - Replacement**

Replacements to paddle board vacancies, outside the regular election cycle, shall be appointed by the president.

## **ARTICLE V - Meetings**

### **Section 1 - General Membership Meetings**

General Membership Meetings shall be held as decided by the paddle board and publicized in advance.

### **Section 2 - Paddle Board Meetings**

Paddle board meetings shall be held at the request of the president or at the request of a majority of the paddle board. A majority of the existing paddle board will determine meeting time, place, and serve as a quorum for the transaction of business.

### **Section 3 – General Membership and Paddle Board Meetings**

Meetings do not need to be in person. Robert's Rules of Order shall govern all meetings so far as practicable and consistent with the articles of incorporation and these bylaws.

## **ARTICLE VI – Committees and Activity Chairs**

### **Section 1 – Committees**

The president shall create, subject to approval of the paddle board, committees as the need and opportunity arise.

### **Section 2 – Activity Chairs**

Activity chair positions shall be added or removed as decided by the paddle board. These are not elected positions and do not have a vote on the paddle board. Activity chairs can also be board members. Activity chairs are encouraged to bring their and membership concerns to the paddle board. Activity chair positions may include, but are not limited to, Membership, Paddle, Social, Communications, etc.

## **ARTICLE VII – Events**

### **Section 1 - Event Coordinator**

Every club event shall have an event coordinator. The president, VP or activity chair shall have the right to reject and/or remove any event from the schedule. The paddle board shall have the right to reject and/or remove the event coordinator status of any member.

### **Section 2 - Event Coordinator's Responsibility and Authority**

It shall be the responsibility of the event coordinator to schedule the outing, establish meeting time & location, and to publish it on the club's designated platform(s). The event coordinator has the final

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authority to screen potential participants and turn away any member deemed not sufficiently equipped or experienced. The event coordinator is NOT responsible for the safety of the participants.

## **ARTICLE VIII - Miscellaneous**

### **Section 1 - Compensation**

No salary shall be paid to a paddle board member for their services to the paddle board. Reimbursement is allowed for approved official expenditures. Nothing herein contained shall preclude any paddle board member from receiving compensation as a result of their service to the club in a capacity other than paddle board member.

### **Section 2 - Fiscal Year**

The fiscal year of the club shall begin January 1 and end December 31 for the purposes of the club's accounting.

### **Section 3 - Books and Records**

The books and records of the corporation shall be at such places as designated by the paddle board.

## **ARTICLE IX - Amendments**

### **Section 1 - Bylaws**

These bylaws may be amended, altered, or repealed by a majority of the returned votes from the club membership.

### **Section 2 - Articles of Incorporation**

The Articles of incorporation may be altered or amended in the same manner as Section I, above, using the voting criteria as defined by the Revised Code of Washington. i.e. "two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast."

### **Section 3 - Proxy Voting**

The use of voting by proxy is specifically authorized for the votes taken under Section I and Section 2 of this Article. Such proxies when actually cast by members, will count toward the quorum requirement of Section 4. The phrase "represented by proxy" is interpreted to include only those proxy votes actually cast and to exclude those not cast. Proxies shall be counted at the meeting at which a vote occurs, and shall be added to the votes cast by members present at such meeting, to be included in the calculation of the majority requirement of Sections I and 2.

### **Section 4 - Quorum & Voting Members**

As allowed under the Revised Code of Washington, a quorum shall be defined as ten percent of the entire membership entitled to vote. A member entitled to vote is defined as each individual member of a household over the age of eighteen with a currently paid club membership and an up-to-date waiver.

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Section 5 – Notice

Prior notice is required for any of the votes under this Article. Adequate notice will be accomplished by publishing an announcement to the membership via the club’s official platform(s) at least two months immediately prior to the vote.

**ARTICLE X - Dissolution**

In the event of dissolution, all assets shall be distributed to local organizations most currently financially supported by the club. As of this writing these include Spokane Riverkeeper, Spokane River Forum.

These amended bylaws are accepted and approved February 16, 2024 by a two-thirds vote of the club and its paddle board.

Barbara Kowalski

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Darcy Varona

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Brian Durheim

Debbie Pierce

Stan Myrzgod

Stacey Sorg

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