

BYLAWS
OF
SPOKANE CANOE AND KAYAK CLUB
[Amended February, 2011]

ARTICLE I

Name

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

ARTICLE II

Purposes

Section 1. Purposes.

Our express purposes are: 1) To educate the public regarding boating practices on lake, sea, river and wild water relating to canoes, kayaks and rafts. 2) To educate the public to issues of environmental conservation with particular emphasis on wild and scenic waterway designation and protection. 3) To conduct canoe and kayak paddling clinics covering basic skills and safe paddling judgment. 4) To encourage a spirit of good fellowship among lovers of outdoor life. 5) To maintain a program of paddling.

Section 2. Publication.

The official publication of the Club shall be known as "The Eddy Line."

ARTICLE III

Membership

Section 1. General Membership.

Membership is open to all persons who are interested in the objectives of the Spokane Canoe and Kayak Club and who have paid their dues and initiation fees. Children under eighteen whose parent(s) are member(s) may avail themselves of the facilities and activities of the Club, under the care and supervision of said parent(s) and with the consent of the activity or facility leader on a space available basis.

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. Notice of Dues; Suspension of Membership.

Prior to January 1, the membership chairperson shall send a notice by The Eddy Line to all members that dues for the ensuing year are payable January 1 and will be delinquent March 1. Membership privileges of any member delinquent in dues are automatically suspended without notice. Any suspended member may reinstate themselves by bringing current delinquent dues and shall be automatically reinstated.

Section 4. Membership Termination; Reinstatement.

A. Authority. A quorum of the Paddle Board shall have the authority, after a fair hearing, to terminate any member for just cause. Just cause shall include but not be limited to delinquency in dues.

B. Fair Hearing. No action for termination of membership may be taken until such action has been proposed at a previous meeting of the Paddle Board and the offending member notified and given opportunity to present that member's position at a meeting of the Paddle Board not less than one month later.

C. Reinstatement of Termination. Any terminated member may petition for reinstatement. A quorum of the Paddle Board shall have the authority, after a fair hearing to reinstate any member. No action on reinstatement of any member, however may be taken until such action has been proposed at a previous meeting of the Paddle Board, the membership notified of petition for reinstatement and any objecting member has been given an opportunity to present that member's views at a meeting of the Paddle Board not less than one month after notification of the petition for reinstatement.

ARTICLE IV
Officers and Directors

Section 1. Paddle Board.

The Board of Directors of the Spokane Canoe and Kayak Club, Inc., shall be known as the Paddle Board, and its members shall be the officers of the corporation.

Section:2. Officers.

The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Membership Chairperson, Librarian, Conservation Chairperson, Trip Coordinator, three members at large (one of which will be the Past President), Newsletter Editor, Safety and Instruction Chairperson, Access Chairperson, Clinic Registration Chairperson, Racing Coordinator, Sea Kayak Coordinator, Kayak Coordinator, and Canoe Coordinator. Each officer mentioned herein shall have a voting privilege.

Section 3. Powers and Duties.

The Paddle Board shall have general supervision of all affairs of the Club and enforcement of its rules. All the corporate powers, except the right to amend, alter or change the Articles of Incorporation and the Bylaws, shall be and are hereby vested in and shall be exercised by the Paddle Board. The Paddle Board may, by general resolution, delegate to committee such powers as they see fit.

- a. President. The duties of the President shall be: (1) to preside at all meetings of the Club and Paddle Board; (2) to be an ex officio member of all committees; (3) to have general supervision of all affairs of the Club; (4) to enforce the rules and regulations thereof.
- b. Vice President. The Vice President shall perform all the duties of the President when the President is absent or fails to act in accordance with his/her duty. The Vice President shall become the President in the event of a vacancy in the office of President. The Vice President shall be in charge of publicity and general meeting programs and facilities.
- c. Secretary. The duties of the Secretary shall be to keep an accurate and true record of all meetings.
- d. Treasurer. The duties of the Treasurer shall be to collect and hold all monies due the Club and pay all debts contracted by the Club with no single expenditure to exceed \$100.00 without Paddle Board approval; keep separate financial records of the Club which shall be surrendered to an auditing committee at any time; be responsible for all funds during the term of office; keep any receipts for expenditure paid for by the Treasurer of any Club member with personal funds and request and seek approval of the Paddle Board for any reimbursement; make financial records available for audit when transferring records to any officer at the end of the term. The Treasurer must keep receipts for seven years.
- e. Membership Chairperson. The Membership Chairperson shall send a notice by the Eddy Line to all members that dues for the ensuing year are payable January I and will be delinquent March I thereafter. The Membership Chairperson shall keep an updated list of general members, suspended members, honorary members and expelled members.
- f. Librarian. The duties of the Librarian shall be to maintain an available Club library.
- g. Conservation Chairperson. The duties of the Conservation Chairperson shall be to be aware and report to the Paddle Board and membership on pertinent conservation issues.
- h. Trip Coordinator. The trip coordinator shall be responsible for the scheduling of the Club's regularly scheduled outings.
- i. Members at Large. The duties of the members at large shall be designated from time to time by the President. The immediate Past President will serve as a member at large.
- j. Newsletter Editor. The newsletter editor shall be responsible for the regular publishing of the Eddy Line .
- k. Safety and Instruction Chairperson. The Safety and Instruction Chairperson shall be responsible for addressing the Club's safety issues, including instilling an attitude of safety among the membership. Further, the Chairperson shall be responsible for the Instruction Programs, including coordinating with the Clinic Registration Chairperson for timing of clinics, and for coordinating instructors for the clinics and for the development of new instructors.
- l. Access Chairperson. The Access Chairperson shall be responsible for coordination of Access Issues.
- m. Clinic Registration Chairperson. The Clinic Registration Chairperson shall be responsible for coordinating with the Safety and Instruction Chairperson for timing of clinics, and registering participants in the Club's Clinics.
- n. Racing Coordinator. The Racing Coordinator shall be responsible for scheduling any Club-sponsored races. and shall be responsible for coordinating with races sponsored by other organizations. ;
- o. Sea Kayak Coordinator. The Sea Kayak Coordinator shall be responsible for promoting sea kayak events and representing the sea kayak members to the Board.
- p. Kayak Coordinator. The Kayak Coordinator shall be responsible for promoting kayak events and representing the kayak members to the Board.
- q. Canoe Coordinator. The Canoe Coordinator shall be responsible for promoting canoe events, and for representing the canoe members to the Board.

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 from the Paddle Board or from the floor at the elections meeting. All nominations must be seconded. A member may nominate or second only one candidate for each office.

Section 6. Elections.

All Voting Officers shall be elected on an annual basis at a general membership meeting in October called by the Paddle Board. The balloting will be by a show of hands, unless moved and seconded by the membership to by secret ballot. The election shall be publicized prior to the vote, via publication in the Eddy Line, and by verbal announcement prior to the election. If a secret ballot is called for, the balloting shall be by paper ballot and counted by a committee of no less than three (3) appointed by the President. The member receiving the highest number of votes for a particular office shall be declared duly elected. No member may hold more than one office at a time. In case of a tie in the vote, the winner shall be decided by a second ballot with only the names of the tied candidates being considered. If there is a tie between two, the presiding officer shall not vote, thereby breaking the tie on the next vote. Those elected shall take office at the election meeting. The vote for officers of the Club shall be by individual office or ballot.

Section 7. Resignation.

Any office holder of the Club may resign at any time by written notice to the President or verbally to any meeting of the Paddle Board.

Section 8. Replacement.

Replacements to Paddle Board vacancies shall be appointed by the President.

ARTICLE V
Meetings

Section 1. General Membership Meetings.

Regular meetings of the Spokane Canoe and Kayak Club shall be held monthly in October, November, January, February, and March and as otherwise called by the Paddle Board and publicized in the Eddy line. The specific day of the meetings will be based on a Vote of the Paddle Board. The Paddle Board may refer the vote on meeting days to the general membership.

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 members. Meetings shall be held on an as-needed basis and at times and places agreed upon by a majority of the Paddle Board. A majority of the Paddle Board shall constitute a quorum for the transaction of business.

Section 3. Order of Business.

The following order of business shall be followed at Paddle Board meetings:

- Call to order.
- Reading and adoption of the minutes of the last meeting.
- Officers' reports.
- Committee reports.
- Unfinished business.
- New business.
- Elections.
- Adjournment.

Robert's Rules of Order shall govern all membership and Paddle Board meetings so far as practicable and consistent with the Articles of Incorporation and these Bylaws.

ARTICLE VI
Committees

The President shall appoint, subject to approval of the Paddle Board, all committees as the need and opportunity arises.

ARTICLE VII

Outings

Section 1. Trip Coordinator & Designated Coordinator.

Every Spokane Canoe and Kayak Club outing shall have a Designated Coordinator who has volunteered for that assignment and who has coordinated said outing with the Trip Coordinator. The Paddle Board or Trip Coordinator shall have the right to reject and remove any Designated Coordinator or any trip from the schedule.

Section 2. Designated Coordinator's Authority.

It shall be the responsibility of the Designated Coordinator to schedule the outing with the Trip Coordinator and to establish the meeting times and places of trips which will appear on the Trip Schedule as one of the Club's regularly scheduled outings.

ARTICLE VIII

Miscellaneous

Section 1. Salary. No salary nor emolument shall be paid or given to any officer of the Paddle Board, or any member of the Spokane Canoe and Kayak Club.

Section 2. Fiscal Year; Election Cycle.

The fiscal year of the Club shall begin January 1 and end December 31 for the purposes of the Club's accounting, including members' dues. The year for commencement of officers' duties shall follow the election year cycle referred to Article IV, Section 6.

Section 3. Offices.

The registered office of the corporation shall be at the office of Richard W. Kuhling, 1200 Washington Trust Financial Center. Spokane. Washington. The corporation may also have offices at such other places as the Paddle Board may, from time to time, appoint or the purposes of the corporation may require.

Section 4. Books and records.

The books and records of the corporation shall be at such places in the State of Washington, County of Spokane, as may be designated by the membership. Unless otherwise so directed, the books and records of the corporation shall be maintained at the home of its Treasurer.

ARTICLE IX

Amendments

Section 1. Bylaws. The Bylaws of the Club shall constitute its regulations and may be altered or amended at regular meetings of the Club by a two-thirds majority of members present and members represented by proxy only after a majority of the Paddle Board has approved any such alteration or amendment and memorialized the proposal in writing so that it may be immediately affixed to the Bylaws. Any member at any time may propose an amendment to the Paddle Board.

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. Proxies must be mailed together with the regularly published Eddy Line, to be postmarked at least two weeks prior to a vote. 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 two-thirds 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. Member is defined as an individual who has memorialized such membership by a signature on the waiver section of the Club's "Membership Application/Renewal" held on file by the membership chairman.

Section 5. Notice. Prior notice is required for any of the votes under this Article. Adequate notice will be accomplished by publishing an announcement in the Eddy Line at least two months immediately prior to the vote.

ARTICLE X
Dissolution

This Club shall not be dissolved if there are five (5) or more dissenting votes. In the event of dissolution, all assets shall be distributed to the Foundation Northwest or its successor.

These amended Bylaws are accepted and approved this 25th day of October, 2010.
by a two-thirds vote of the Club and its Paddle Board.

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_____	_____
_____	_____
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_____	_____

CONSENT TO SERVE AS REGISTERED AGENT

I, Richard W. Kuhling, hereby consent to serve as Registered Agent in the State of Washington, for the following corporation: Spokane Canoe and Kayak Club. Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation: to forward all mail to the corporation: and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated this _____ day of _____, 201 ____.

Richard W. Kuhling

Office Address
1200 Washington Trust Financial Center
Spokane, Washington 99204