

Hood River Outrigger Canoe Club

BYLAWS

November 16, 2020

ARTICLE I - NAME

This club shall be known as Hood River Outrigger Canoe Club (HROCC) hereafter referred to as the "Club."

ARTICLE II - OFFICE

The principal office shall be in the City of Hood River, County of Hood River, State of Oregon, or at such other location as determined by the Board of Directors.

The Club may also have offices at such other places within or without the State of Oregon as the Board of Directors may from time to time determine or as the business of the Club may require.

The Club shall have and continually maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may, but need not, be identical to the principal office in the State of Oregon, and the address of the registered office may be changed from time to time.

The Club's fiscal year shall be January 1st through December 31st.

ARTICLE III – PURPOSE

The Club shall be organized as a 501(c) 3 "public charity" and operated exclusively for educational, social and recreational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of the Club shall be to engage in any lawful activity, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c) 3 of the Internal Revenue Code of 1986 (or its corresponding future provisions).

The Club's primary purpose shall be, as a "public charity" and shall be to provide opportunities for education, fitness and camaraderie through paddling sports; to organize teams for local, national, and international paddling competition; and to provide a competitive

environment where outrigger canoe, surf ski and other paddlers of all ages and abilities have fun and are successful.

ARTICLE IV - GOVERNANCE

Section 1: Composition of the Board of Directors

The affairs of the Club and the government of the Club shall be carried out by a Board of Directors composed of four or more Directors, the number of Directors prescribed by the Board.

Section 2: Selection of Directors

Following the adoption of these Bylaws by Incorporators the Board of Directors shall be elected by majority vote of all votes cast at a Special Membership Meeting. Thereafter, the Board of Directors shall be elected, for terms beginning January 1st, at the Annual Membership Meeting of the Club held at 6PM, the second Friday in October or, with cause, at another place, date and time as determined by the Board of Directors; by majority vote of the votes cast at the Annual Membership Meeting. Elections of Directors shall be conducted by voice vote if only 1 candidate or in the case of two or more candidates, by secret ballot and forwarded to the Secretary. There are no proxy ballots. The elected Board of Directors of the Club shall fill the offices of PRESIDENT, PAST PRESIDENT, PRESIDENT ELECT, SECRETARY, TREASURER, SERGEANT at ARMS and MEMBER at Large . While it is preferred that each office is filled by one Director, individual Directors may fill as many as two Board of Directors positions, except that a single Director may not hold the offices of both President and Secretary. A minimum of four Directors shall serve on the Board of Directors at any one time and the club will attempt to maintain an odd number of directors at all times.

Section 3: Term of Office – Director

The term of office for a Director, other than the office of PRESIDENT ELECT, shall be three years, and shall be staggered to ensure Board continuity. A Director may be re-elected without limitation on the number of terms They may serve. The term of the President Elect shall be for one year, at the completion of which the President Elect shall assume the office of the President for a term of one year. The sitting President shall then assume the office of the PAST PRESIDENT for a one year term.

Section 4: Duties and Powers of the Board of Directors

The Board of Directors shall have authority to exercise all corporate powers regarding the

management of the affairs and finances of the Club, subject to a majority vote of the Directors in attendance at any meeting at which a quorum is present. Where the law requires a majority vote of the Board of Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law. The Board of Directors shall have full control of all Club property, shall make all appropriations and shall review and sign the Bylaws on a yearly basis.

Section 5: Powers of Directors

Each Director shall have one (1) vote.

Section 6: Authorized Signatories

The Club shall have two (2) approved signatures on file with the bank; the authorized signatures shall be the Treasurer and one other Director, either the President or the President Elect.

Section 7: Management of Finances

Any requests for club improvement purchases valued at \$1,500 or less must be pre-approved by a majority of a quorum of the Board of Directors. Any requests for club improvement purchases valued at more than \$1,500 must be reviewed and pre-approved by a majority of a quorum of the Board of Directors and a majority vote of at least 10% of members of the Club at the Annual Membership Meeting or a Special Membership Meeting called for that purpose. The Board of Directors shall request, review and pre-approve, in writing, any budget proposal for events, races, equipment and committee work for activities arranged by the club.

Section 8: Vacancies

Any vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise, and any newly created Board of Director position, may be filled by a majority vote of the Directors in attendance at any meeting at which a quorum is present, for the remainder of said term.

Section 9: Removal

Any Director of the Club found negligent in her/his duties, may be removed from office

upon the vote of two-thirds (2/3) of the Board of Directors.

Section 10: Quorum of the Board

A minimum of four (4) Board members present at a Board of Directors meeting shall constitute a quorum of the Board of Directors for the transaction of Club business.

Section 11: Board Meetings

Regular Board meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the time, date, place or purpose of these meetings is required.

Section 12: Action by Consent, Telephonic, & Electronic or Video Meetings

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board meeting may be taken without a meeting if a consent by electronic mail or in writing, setting forth the action to be taken or so taken, shall be approved by a majority of Directors. Directors may conduct or participate in Board of Directors meetings, membership meetings, or the Annual Membership Meeting by internet, text or telephonically, in which all Directors attending may simultaneously view texts, emails or hear each other during the meeting.

Section 13: Information to Members

The Board of Directors shall make available to the members the financial statements and all other records of the Club at all reasonable times throughout the fiscal year.

Section 14: Duties of the PRESIDENT

The PRESIDENT shall serve as Chair of the Board of Directors and shall be the Official Representative of the Club. They will call and preside at all meetings and shall ensure that the goals of the Club are met. They shall oversee all committees and shall plan for the betterment of the Club. They are empowered to sign documents obligating the Club to financial and service commitments as approved by the Board. They will appoint 1 or more representatives to attend regional, racing governing association meetings; if possible the Head Coach or a Director plus one regular member. Any Club Member is welcome to attend these meetings.

Section 15: Duties of the PRESIDENT ELECT

The PRESIDENT ELECT shall assist the President in all her/his duties, and collaborate with the President to learn the role of the President, to become familiar with the programs of the Association and its governance. They shall be the Chairperson for the Fundraising Committee. They will be responsible for forwarding insurance payments collected from the membership, managing insurance policy issues, and tracking of waiver due dates as necessary. The President-Elect shall recommend safety guidelines for all activities of the Club, to be implemented by the Sergeant at Arms, Coaches, assistant Coaches, and Steers in accordance with insurance policy requirements. They shall be responsible for keeping an up-to-date insurance roster.

Section 16: Duties of the PAST PRESIDENT

The PAST PRESIDENT shall provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the HROCC. The Immediate Past President supports the President and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President.

Section 17: Duties of the SECRETARY

The SECRETARY shall keep accurate and complete records of the Club's business, which shall include the minutes of the Annual Membership Meeting, any Special Membership meetings and Board of Directors meetings, and shall distribute correspondence and emails as directed by the President. They shall update the Bylaws as needed, and shall perform any other duties as directed by the Board of Directors. They shall be the Chairperson for the Race Committee. The Secretary shall timely collect membership dues and forward all membership dues to the Treasurer for deposit. Furthermore, he/she shall collect all insurance dues as necessary and forward these dues to the President-Elect for mailing. The Secretary shall keep a master roster listing current members, including the master insurance roster, if necessary and advise the Board of all delinquent accounts and the status of new and inactive members.

Section 18: Duties of the TREASURER

The TREASURER shall receive and keep custody of all Club funds; shall deposit them in a bank approved by the Board of Directors; shall disburse such funds as authorized by the Board of Directors; shall keep accurate books at all times. They shall render a financial statement to the Board of Directors one week before the annual membership meeting and within seven working days after the request of the President and on an as needed basis (see above) to the

general membership, as requested by the Board of Directors. They shall file year-end tax information to all the appropriate agencies as required. They are empowered to sign documents obligating the Club to financial and service commitments as approved by the Board. They shall sign all checks, obtain a second Director's signature if required, and disburse all checks.

Section 19: Duties of the SERGEANT at ARMS

The SERGEANT at ARMS shall aid the President in maintaining order and decorum during Club meetings. In coordination with an Equipment Manager and/or a Facilities Manager, the SERGEANT at ARMS shall oversee all construction, work parties, maintenance of racing equipment (canoes, trailers, etc.) and physical property of the Club. They shall keep a yearly inventory of canoes and related equipment. They will supervise all sales and purchase of equipment as necessary with the **pre-approval of the Board of Directors** as stated in Section 6 and 7. They will make all necessary arrangements for loading/unloading, rigging/un-rigging, and transportation of canoes. They shall be the Chairperson for the Facilities, Equipment and Safety Advisory Committee.

Section 20: MEMBER at LARGE

The MEMBER at LARGE shall serve the board's strategic needs as determined by the President at any given time, including Club communications and other special projects.

Section 21: No Salary

Directors shall receive no salaries for their service to the Club.

ARTICLE V – INDEMNIFICATION

Unless expressly prohibited by law, the Club shall fully indemnify the Board of Directors and any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a Director, Contractor, or Agent of the Club or serves or served any other enterprise at the request of the Club, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

ARTICLE VI – MEMBERS

Section 1: Classes of Members

There shall be one class of members of the Club. Each member shall be entitled to one (1) vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Club. No members shall vote by proxy.

Section 2: Club Member

A member is a person, 14 years of age or older, who has paid dues in accordance with the payment schedule set by the Board of Directors; and who has signed all waivers of claims, obtained all insurance required by the Club, and met the responsibilities of the members to comply with rules and regulations, including safety rules, established by the Club and by other associations in whose activities the Club's members participate.

Section 3: Obligations of Membership

Each member shall be required to complete annual work hours deemed necessary by the Board of Directors and approved by the membership for the maintenance of Club property or to fulfill the requirements of Club leased facilities. Work hours may be performed by a family member or another Club member in the name of a member. Substitute performance of work hour obligation may be arranged with approval of the Board of Directors.

Section 4: Termination of Membership & Appeal

Any member may bring charges of dishonesty or working against the principles of the Club against any other member, by a written statement to the Board of Directors. The Board of Directors shall appoint a committee to investigate the charges and make a report to the Board. The Board of Directors shall give the member at least 15 days written notice by first class mail if it is determined, by a vote of the majority of the Board, to terminate the member. Written notice shall include reasons for the termination, and an opportunity for the member to appeal the decision to the Board of Directors, orally or in writing, no less than five days before the effective date of the termination. Failure to do so will result in the exhaustion of all rights of appeal. The Appeal must be in writing and must identify and discuss which conditions are being appealed and must contain additional specific information in support of a reversal, including the identification of any right which the appellant believes has been violated. The Board of Directors at its discretion, can seek further information through formal or informal discussions with its advisors, the applicant or any other party. Membership of the accused member may be terminated by a vote of a majority of a Quorum of the Board of Directors

conducted by secret ballot. The decisions of the Board of Directors shall be final and shall not be reviewable by any court.

Section 5: Unpaid Dues

Members not in good standing with the Club (e.g. any back monies owed) shall not be allowed to vote on Club business or participate in Club activities, including practices and competitions.

ARTICLE VII - COACHES

Section 1: Election of Head Coach

The Head Coach(es) shall be nominated by the Board of Directors at the Annual Membership Meeting and approved by a majority vote of the members present.

Section 2: Duties of the Head Coach

The Head Coach shall have overall responsibility for: coordinating activities of Assistant Coach(es); scheduling of practices; structuring the workouts; developing a training plan; and designing a paddling orientation for new members. Working within the confines of the race committee, They will be responsible for the placement and classification of all paddlers, and may, at his or her discretion, bestow that authority to Board approved steers men/women. The head coach(es) shall select his/her coaching staff with final approval by the Board of Directors. However, the head coach retains all rights and has the final say in coaching decisions regarding selection crews and steers men/women for both practice and race events.

Section 3: Duties of Approved Steers

The Approved Steers shall assist the head coach in running the practices. They will structure the practices in the absence of the Head Coach. In conjunction with the head Coach(es), the Approved Steers shall help determine the placements and classifications of all paddlers and may, at their discretion, bestow that authority to steersmen/steerswoman from a Board approved list of Approved Steers or experienced guests deemed by the Head Coach and approved by the Board to have adequate skill and knowledge.

ARTICLE VIII - COMMITTEES

There shall be such committees created by the Board of Directors as may be necessary to

carry on the work of the organization. The Board of Directors shall appoint, by the majority vote of the Board of Directors, chairpersons for all Club committees for a term of one year to coincide with the fiscal year of the Club. Neither an individual nor a Committee shall obligate the Club in any way, assume the duties of a Director, or amend the Club's Bylaws.

All Committees shall submit written budget proposals to the Board of Directors for approval at a Board of Directors meeting, approval requiring a majority vote of Directors in attendance at any meeting at which a quorum is present for events, races, equipment and committee work.

The Club's permanent standing committees are as follows:

Facilities, Equipment and Safety Committee

The Facilities, Equipment and Safety Committee shall be chaired by the Sergeant at Arms. The Committee, which shall include an Equipment Manager and/or Facilities Manager, shall undertake routine maintenance of the Club's equipment and facilities and make recommendations to the Board regarding equipment, facility maintenance, and safety measures including huli drills. The Sergeant at Arms shall report findings, recommendations, violations and concerns regarding Club safety or equipment to the President Elect.

Fundraising Committee

The Fundraising Committee shall be chaired by the President Elect. The committee shall concern itself with fundraising for the benefit of the Club. The Committee shall investigate and determine fundraising projects and shall work with other committees. It shall submit all reports and recommendations to the Board of Directors for final approval.

Race Coordination Committee

The Race Coordination Committee shall be chaired by the Secretary. This committee may propose, for approval by the Board of Directors, plans for the Club to annually host one or more competitive races, shall ensure compliance with the race rules and safety guidelines, and other duties. The committee may also guide Club participation in races and regattas throughout the year.

ARTICLE IX - DUES

Section 1: Annual Dues

Annual membership dues will be collected by April 15th of the Club fiscal year (Jan. 1 – Dec. 31) or as determined by the Board of Directors. Persons joining the Club at another time of the year will have their membership fees prorated as follows:

Members returning from the previous year will pay the full dues by April 15th regardless of when the member re-start paddling.

Membership dues for the following year shall be decided by the Board of Directors prior to the Annual Membership Meeting and the amount announced at the Annual Membership Meeting held in October.

Any individual member adjustments to the dues will be at the Board of Directors discretion and require Board approval by a majority vote of the Directors in attendance at any meeting at which a quorum is present. The Board of Directors will consider proposals on a case-by-case basis. No individual Director or Coach may make unilateral decisions to adjust the dues for any member.

Section 2: Additional Fees

The Board of Directors will also establish fees, with the assistance of the Head Coach(es), for occasional paddling, race technique, safety or other clinics offered to Club members and the public and race fees to be charged to club members if they choose to compete with HROCC.

Section 3: Insurance Fees and Liability Waivers

Club Members shall be responsible for payment of all applicable insurance fees and submitting required liability waivers in order to be considered a member in good standing. Insurance must be paid as necessary and required liability waivers completed by guests, monthly paddlers and new members before paddling.

Section 4: Reimbursement of Fees

The Board of Directors shall review written member requests for reimbursement in the event a member discontinues membership with the Club or the member becomes ineligible for

membership. Annual dues paid in full shall be reimbursed for those memberships that are discontinued, under both voluntary and involuntary circumstances, according to the following schedule:

Insurance fees and Race fees paid by members shall not be reimbursable by the Club. Requests for reimbursement must be submitted in writing to the Treasurer and presented to the Board.

Section 5: Race Fees

Club members shall be responsible for payment of all racing fees and individual race insurance for each division They participate in. When possible the race fees shall be due to the member's Crew Steersperson no later than one (1) week prior to the race day in order for the member to be eligible to participate in a PNW-ORCA race. Fees for races that require formal deposits will be due at a time determined by the race committee. Team members shall be responsible for collecting and organizing additional race costs as needed (transportation, meals, lodging.)

ARTICLE X - MEETINGS Section 1: Directors Meetings

The Annual Board of Directors Executive Meeting shall be held during the month of October or, with cause, at another date, place and time as determined by the Board of Directors for the purpose of conducting Club business and preparing for the Annual Membership General meeting to follow later in October.

Regular Board of Directors meetings shall be scheduled to conduct Club business as necessary; at a date, time and place to be determined by the Board of Directors.

Section 2: Annual Membership Meeting

The Annual Membership Meeting, not later than November, at a place to be determined by the Board of Directors. The Annual Membership Meeting shall be for the purpose of electing Directors, considering a report by the President showing the condition of the Club, and for the transaction of such other business with agenda items for discussion provided in the meeting notice. There shall be a minimum of 1 membership meeting per year, that meeting being the Annual Membership Meeting.

Section 3: Special Membership Meetings

Special Membership Meetings of the Club membership may be called by the President or by written request of 5% of the Club Membership. Only items of business identified on the meeting notice shall be conducted during a special meeting. Every member shall be notified of all special meetings by written notice or email, with notice also posted on the Club website (or Team Cowboy). The location of a meeting and the purpose of a meeting will be posted at least 7 (seven) days prior to the scheduled date.

Section 4: Quorum of Members

A quorum at the Annual Membership Meeting or a Special Membership Meeting shall be 10% of all Club members eligible to vote

Section 5: Quorum of Board of Directors

A minimum of four (4) individual Members of the Board of Directors shall constitute a quorum to call the meeting to order and conduct the Club's business.

Section 6: Order of Business

- A. Meeting Called to Order**
- B. Roll Call and Introduction of Guests**
- C. Reports by members of the Board of Directors**
- D. Coaches' Report**
- C. Committees' Report/s**
- D. Reports from the regional racing governing association**
- E. Old Business**
- F. New Business**
- G. Announcements**
- H. Selection of next meeting date**
- I. Adjournment**

ARTICLE XI - CONDUCT AND DISCIPLINE

Section 1: Personal Conduct

The personal conduct of all members of the Club shall be above reproach at all times. Any member who by her/his personal conduct directly reflects discredit upon this Club shall be subject to such action as deemed appropriate by the Board of Directors. The Board of Directors reserves the right to take further action if deemed necessary.

Section 2: Drugs and Alcohol

Drugs and intoxicating beverages will not be permitted nor tolerated during racing competition and/or before or during practices. Any member observed acting under the influence of drugs or intoxicants shall be barred from further participation in the regatta/race/practice scheduled for that day. It will be up to the Board of Directors to take further actions if deemed necessary.

Section 3: Code of Ethics

Each Club member shall abide by the Code of Ethics as outlined in the PNW-ORCA Official Race Rules.

Section 4: Violations

Any violation of the Constitution and Bylaws of this Club shall render a member subject to disciplinary action at the discretion of the Board of Directors.

ARTICLE XII - CONSTRUCTION OF BYLAWS

On all questions arising as to the construction of, addition to, deletion of, or meaning of these Bylaws, the decision of the Board of Directors shall be final unless rescinded by a vote of two-thirds (2/3) of the voting members present at the Annual Membership Meeting or a Special Membership Meeting called for that purpose.

ARTICLE XIII - AMENDMENT TO BYLAWS

Any amendment or adoption to the Bylaws shall be carried by a majority vote of the Directors in attendance at any meeting at which a quorum is present; or a two-thirds (2/3) vote of the voting members present at the Annual Membership Meeting or a Special Membership Meeting called for that purpose. In the event of a vote of the members, the proposed amendment shall be stated in the call of the meeting. Prior to adoption of the amendment, each member shall be given at least 7 days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider amendment of the Bylaws and shall contain a copy of the proposed amendment. The signature of two-thirds (2/3) of the voting members of the Club shall also render valid any amendment of which due notice has been given.

ARTICLE IX - DISSOLUTION OF CLUB

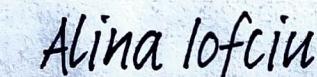
In the event of dissolution of this Corporation known as the Hood River Outrigger Canoe Club all property and remaining funds shall be given to a recognized non-profit organization promoting the preservation of outrigger canoe racing or other paddle sports. In the event of an outstanding debt, at the time of dissolution, the liquidation of assets shall be used to satisfy that debt(s) as deemed necessary by the Board of Directors.

END Approved and adopted by the Board of Directors of the Hood River Outrigger Canoe Club, meeting on November 16, 2020.

Signature by Officers of the Board



Name: Bernie Boglioli



Past President Signature

President Signature

Name Alina Iofciu



Secretary Signature

Name Terese Roeseler



Treasurer Signature

Name Becca Sanders

Wayne Robson

Sergeant at Arms Signature

Name Wayne Robson

Joan Martocello

Member at Large Signature

Name Joan Martocello

President Elect

Name VACANT