

**Coeur d'Alene Canoe and Kayak Club, Inc.
An Idaho Nonprofit Corporation**

Bylaws

**ARTICLE I
ACTIVITIES**

Section 1: Primary Activity

The primary activities of the Coeur d'Alene Canoe and Kayak Club are to promote canoe and kayak instruction, education, safety, and recreation.

Section 2: Ancillary Activities

Other activities may include conservation, public relations, community service, and such others that may serve to assist in conducting the primary activity.

**ARTICLE II
MEMBERSHIP AND DUES**

Section 1: Admission Requirements

The following are requirements for admission to and membership in the Coeur d'Alene Canoe and Kayak Club:

- a. The new member must prepay the club dues for the remainder of the fiscal year.
- b. The new member shall sign an event waiver form prior to each trip.
- c. The new member shall, during all club-sponsored outings, possess and use a set of safety equipment appropriate to the outing. *Trip coordinators shall have final authority to turn away any member deemed not sufficiently equipped or experienced for the day's excursion.
- d. The new member must read the club bylaws and all posted rules and regulations and agree to abide by them by signing an Assumption of Risk & Release form. Failure to do so will result in revocation of membership without refund of dues.

Section 2: Classes of Membership and Summary of Dues

The Coeur d'Alene Canoe and Kayak Club shall have three classes of membership: General, Honorary, and Governing. Club dues are to be set by the board on an annual basis at the November meeting.

- a. General membership: General membership is open to any paddler eighteen years of age or older meeting the requirements for admission set out in Section 1 above. General membership entitles the holder to have a vote at the annual meeting of the general membership; to use club equipment as assigned by the appropriate authority; to hold office; and to serve on club committees. General membership also entitles members to have access to club activities, rescue clinics, and safety classes offered throughout the year scheduled at the board of directors' discretion.
- b. Honorary membership: An honorary membership may be bestowed upon any person by a vote of the governing board. An honorary member pays no membership dues for the current year and has all of the privileges of a general membership.
- c. Governing membership or governing board is defined as members of the board of directors, who make all administrative decisions regarding membership safety, club direction, and all financial matters pertaining to club activities.

Section 3: Sponsoring Organization

Any organization or business that donates \$100.00 or more to the club shall be listed as a sponsoring organization for that year. The board of directors has the power to accept or reject an offer of funds, trophies, or merchandise from a prospective sponsoring organization or business.

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 club equipment or facilities, or have his/her membership revoked. Such sanctions can be appealed to the governing members at regular meetings. These governing members must uphold the sanction(s) by a two-thirds majority vote. A member facing sanctions/revocation must receive written notification of such a possibility in advance and be given opportunity to present his/her case at the meeting.

Section 5: Meetings of Members

- a. **Annual meeting:** The annual meeting of the membership and board of directors of the Coeur d'Alene Canoe and Kayak Club shall be held on the first Thursday of November in each year. The purpose of the annual meeting is to elect directors and four officers (president, vice president, secretary and treasurer) to succeed those whose terms will expire on the first Thursday of January of the following year and for the transaction of business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next business day.
- b. **Regular meetings:** Regular meetings of the membership to conduct normal or special affairs of the corporation shall be held on the first Thursday of quarterly months throughout the year. Regular meetings shall be held at a public meeting place specified in the club newsletter, other mailing, or club website.
- c. **Special meetings:** Special meetings of the membership for any purpose(s) may be called from time to time by any of the following: the president, the board of directors, or not less than 25 percent of the general members of the corporation.
- d. **Notice of special meetings:** Written notice of the day and hour, place and purpose of all special meetings shall be delivered not less than seven or more than fifty days before the date established for the meeting. Delivery shall be effective when accomplished in the manner specified in the Idaho Nonprofit Corporation Act (30-3-50), as amended or reenacted, and shall be given by or at the direction of the secretary, but if the secretary should refuse, neglect, or be unable to provide timely notice, notice may be given by or at the direction of any person permitted to do so by the Idaho Nonprofit Corporation Act (30-3-50), as amended or reenacted.

Section 6: General Membership Quorum

The Coeur d'Alene Canoe & Kayak Club defines general membership quorum as the number of people in attendance at annual, regular, and special meetings of the general membership as defined in Section 5: Meetings of Members where voting or business is being transacted.

ARTICLE III **BOARD OF DIRECTORS**

Section 1: Number and Quorum

The business and property of the Coeur d'Alene Canoe and Kayak Club shall be managed by a board of not less than four or more than nine directors. Governing board quorum constitutes two-thirds maximum number of directors to transact business for all club interests. If a quorum is not present, business cannot be conducted and all actions taken by the group in the absence of a quorum are considered invalid.

Section 2: Election and Term

The directors of the corporation shall be elected by a majority vote, in person, of the general membership of the corporation at the annual meeting of the membership. The term of office of the directors of the corporation shall be for one year, from the first Thursday of January following the annual meeting to the first Thursday of January of the following year.

Section 3: Meetings

The board of directors of the corporation shall hold regular meetings either immediately before or immediately after each regular general membership meeting and such regular meetings as the board shall deem necessary for the competent management of the affairs of the corporation.

Section 4: Notice

Notice of the regular meetings of the board of directors shall not be required if the day and hour and place thereof shall have been fixed by resolution of the board of directors and if said resolution has been delivered to each director at least five days before the first meeting specified in said resolution. Notice of special meetings or of regular meetings (if required) shall be given by the secretary or the person calling the meeting by e-mail, web-site posting, or by any means of personal communication (telephone or otherwise), and must be given at least three days prior to the meeting. Should notice under this paragraph be given by mail, it shall be deemed complete when deposited with the United States Postal Service, postage prepaid, addressed to the last known address of such director, provided that there be added to the notice requirement above stated an additional three days for the purpose of transaction through the mails. Notice need not specify the business to be transacted at, or the purpose of, such meeting.

Section 5: Action without a Meeting/Waiver of Notice

Nothing in this Article shall prevent board of director action without a meeting or prevent a director's waiver of meeting notice requirement set forth herein. These bylaws merely incorporate those provisions of the Idaho Nonprofit Corporation Act (30-3-51), as amended or reenacted, which may from time to time authorize and set out the procedure governing director waiver of notice requirements, or action by the board of directors without a meeting.

Section 6: Compensation

No salary shall be paid to directors, as such, for their services, but by board of director resolution, directors may be paid their expenses, if any, for the purpose of reimbursement of funds contributed by a director or member to transact business for the club solely. Nothing herein contained shall preclude any director from receiving compensation as a result of his/her service to the corporation in a capacity other than director.

Section 7: Voting

Each member of the board of directors shall possess one vote, in person, in matters coming before the board.

Section 8: Vacancies

Any vacancy occurring in the board of directors by reason of the death, resignation, or removal of a director may be filled by the remaining directors in the manner permitted by the Idaho Nonprofit Corporation Act (30-3-72), as amended or reenacted, provided that such procedure shall not be exclusive and the general or governing members shall be permitted to fill such vacancy. Such appointee shall serve during the unexpired term of the director whose position has become vacant.

Section 9: Removal from Office

Any director may be removed from office by two-thirds vote of the membership present at any regular or special meeting of the membership of the corporation. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause for the proposed removal. Unexcused absence from two consecutive meetings of the board of directors shall be due cause for removal of the director.

**ARTICLE IV
DUTIES OF OFFICERS**

Section 1: President

It shall be the duty of the president to oversee the activities of the club, to preside at directors' and members' meetings, to make certain a quorum is present at all times a vote is to be taken during a meeting, and to perform such other duties as the board of directors may designate. The president shall vote only to break a tie.

Section 2: Vice-President

It shall be the duty of the vice-president to perform such duties as may be requested by the president and in his/her absence to act in his/her stead. The vice-president must administer club bylaws, rules and regulations of the organization, and advocate the use of parliamentary procedure during annual, regular, and special meetings of the board of directors and general membership.

Section 3: Secretary

It shall be the duty of the secretary to record and keep minutes of all meetings of the general membership and board of directors and to conduct the official correspondence of the club as directed by the president, board of directors, and general membership in meeting. He/she will maintain official club documents, help prepare agendas and, in cooperation with the treasurer, must keep an accurate list of the general membership. He/she shall also distribute regular and special meeting notices to current members and ensure members are notified of annual membership renewal requirements at the beginning of each calendar year.

Section 4: Treasurer

It shall be the duty of the treasurer to receive all monies due the Coeur d'Alene Canoe and Kayak Club and deposit them in the club fund, to pay all authorized bills, to keep an accurate account of monies received and spent, and to render reports to the president, board of directors, and general membership at each meeting or as requested by them. He/she shall also keep a roster of the paid-up membership and keep an updated file of member applications and signed Assumption of Risk and Release forms for current members.

**ARTICLE V
AMENDMENTS**

These bylaws may be amended, altered or repealed by a majority vote of the general membership present at any meeting, or by the majority vote of the board of directors at any meeting; provided, however, the power of the board of directors hereunder is expressly subject to the power of the members to change or repeal such amendments.

**ARTICLE VI
FISCAL YEAR**

The fiscal year of the Coeur d'Alene Canoe and Kayak Club is January 1 through December 31.

**ARTICLE VII
EXPENDITURE OF FUNDS**

Section 1: Authority of Treasurer

The treasurer and president together are authorized to make payments for recurring and normal expenditures such as newsletter costs, stamps, and other materials required for club business up to \$200.00 per expenditure.

Section 2: Authority of Board of Directors

The governing board of directors will authorize by majority vote all expenditures of funds not covered in section 1 that are permanently dedicated to club activities or to an exempt purpose.

Section 3: Distribution of Assets on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of Kootenai County, Idaho, exclusively for the purposes or to such organizations; such court shall determine to be consistent with the purposes of the Corporation.

Bylaws as altered and amended by vote of the board of directors on the 13th day of June, 2006.

X _____ Date: _____.

Nancy Corege,

Secretary, Coeur d'Alene Canoe and Kayak Club, Inc.