

CONSTITUTION AND BY-LAWS

WASHINGTON RECREATIONAL RIVER RUNNERS

ARTICLE I – NAME

- 1.1 NAME: This organization shall be known as Washington Recreational River Runners Association.
- 1.2 REFERENCES: References in this Constitution and By-Laws to “Association” shall refer to the Association as set forth in section 1.1 above.

ARTICLE II – TAX EXEMPT STATUS

- 2.1 TAX-EXEMPT STATUS: No provision of these By-Laws shall be construed to vest any power or authority in the Board of Directors, or any individual, director, officer, employee, or agent that is not allowed a nonprofit corporation exempt from any tax by Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III – OBJECTIVES

- 3.1 OBJECTIVES: The Association is formed for:
- 1) The promotion of the safe, recreational use and enjoyment of all rivers.
 - 2) The provision of a means for river users to meet and exchange information, ideas, and opinions.
 - 3) To encourage adequate training in relevant river skills.
 - 4) The recognition and respect of land owner rights.
 - 5) The educational purpose of informing river users of river development plans, environmental laws which can protect river and governmental programs which can study and manage rivers.
 - 6) The Association shall encourage state-wide participation.

ARTICLE IV – GOVERNMENT

- 4.1 GENERAL POWERS: The Association shall be governed by a Board of Directors selected from active (paid) members for the Association and shall have and exercise all of the powers and authority granted by the law, the Articles of Incorporation, and by these By-Laws as herein provided.
- 4.2 COMPOSITION: The Board shall consist of nine (9) Directors. Five Directors shall be Directors-At-Large, and four Directors shall be the Officers of President, and Vice Presidents for the Association. The Board of Directors may recommend to the general membership that Director positions be created or deleted provided that no fewer than eight (8) Director positions exist. Such recommendation requires agreement by a two-thirds (2/3) majority vote of all the Directors and ratification by a vote of the membership. A simple majority of the votes received from the membership shall ratify. Voting by the membership on such a recommendation shall take place at the next scheduled general membership meeting.
- 4.3 DIRECTORS-AT-LARGE: A Director-At-Large is a voting member of the Board of Directors. No specific duties are assigned to a Director-At-Large other than representation for the membership on the Board of Directors. He/She may accept appointments to committees or be assigned special tasks by the Board of Directors.
- 4.4 TERM OF OFFICE: Directors-At-Large shall be elected for a one (1) year term and shall be limited to election as Director-At-Large for three (3) consecutive terms, but shall be eligible for election again

after a period of one (1) year has elapsed. Each director shall hold office until his/her successor shall have been elected and qualified, unless he/she resigns or is removed.

- 4.5 ELECTION: Directors-At-Large shall be elected by the general membership of the Association, by balloting held in November of each year.
- 4.6 CHAIRPERSON: The Members of the Board of Directors shall designate one of its members as the Chairperson (Chairman of the Board) who shall preside at meetings of the Board. The Chairman shall insure that the policies and By-Laws of the Association are carried out. In the event that the Chairman of the Board of Directors is temporarily unable to carry out his/her duties, the Chairman may appoint a member to the Board to carry out said duties, or in the case of resignation, long duration absence or inability, the Board may select a new Chairperson.
- 4.7 REGULAR BOARD MEETINGS: The Board of Directors shall hold regular meetings, at least once each quarter, or as designated by the Chairman. Such meetings shall be announced in advance in the newsletter; a written agenda shall be included. Provisions shall be made for Board members to attend these meetings who can't otherwise attend due to distance or other circumstances. Board meetings shall be open to the membership, and their comments are welcome; however, only Board members shall vote.
- 4.8 SPECIAL BOARD MEETINGS: There shall be Special Meetings of the Board of Directors, as requested by the Chairman of the Board, the President of the Association, or by any three members of the Board. Special Board Meetings called shall have a specific statement of the reasons for the meeting, and only such business so indicated may be voted upon at such special meetings.
- 4.9 QUORUM: A quorum of the Board, for the transaction of business, shall consist of at least one-half (1/2) of the Board members and shall include at least two (2) officers of the Association and two (2) Directors-At-Large. Ballots (votes) may not be cast in absence or proxy. Non attending Directors shall be notified by the Secretary or a designated Board member within ten (10) working days of any actions taken by the Board. Absent Directors have fourteen (14) calendar days from the date of notification to indicate in writing disagreement with the actions of the Board. When the total of absent and attending members disagreeing with the Board action exceeds the number of attending members agreeing with the action, a new vote shall be taken at the next Board meeting.
- 4.10 VACANCIES: Any vacancy on the Board of Directors, may be filled on an interim pro-tem basis, by a two-thirds (2/3) vote of a quorum of the remaining Directors. The Director Pro-Tem may serve the remaining term until the next regular held election. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election during the annual election.
- 4.11 REMOVAL: An Officer or Director-At-Large may be suspended indefinitely, pending removal, by a vote of two-thirds (2/3) of the Directors; removal shall be ratified by a majority vote of the Association membership attending the next General Membership meeting.
- 4.12 ABSENCES: Should any Board member be absent from two (2) consecutive regular Board meetings without reasonable excuse, as may be determined by the Board, his/her office shall be declared vacant as per section 4.11 above.
- 4.13 COMPENSATION: The Directors shall serve without compensation. However, to the extent allowed non profit corporations exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, Directors or members may be compensated for expenses incurred on Association business if such compensation is approved by a vote of the Board of Directors.
- 4.14 PRESUMPTION OF ASSENT: A Director of the Association present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her dissent to such action with the person acting as the Chairperson of the meeting before the adjournment thereof, or

unless he/she forwards such dissent by certified mail to the Vice President of Business Affairs, postmarked within five (5) days after the adjournment of the meeting. A Director who voted in favor to such action may not dissent.

- 4.15 **ACTIONS TAKEN BY DIRECTORS WITHOUT A MEETING:** Any action required or permitted to be taken at a meeting of the Board, may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.
- 4.16 **RULES OF ORDER:** Roberts Rules of Order shall be the rules of parliamentary procedure for use at all meetings of the Association, as appropriate.

ARTICLE V – AUTHORITY AND RESPONSIBILITY OF THE BOARD OF DIRECTORS

- 5.1 **VOTE REQUIREMENT:** All actions of the Board of Directors on behalf of the Association shall be by a majority vote of a quorum, unless other requirements are specified in these By-Laws.
- 5.2 **OPERATION:** Without limiting the general power granted to it, the Board of Directors shall be responsible for the administration of the policies and By-Laws of the Association and its activities. The Board shall approve payments and written policies of operation including the duties of the elected officers. Such payments and policies shall be reported to the membership in the Association newsletter.

ARTICLE VI – MEMBERSHIP

- 6.1 **MEMBERSHIP:** Membership in the Association shall be open to anyone having an interest in the recreational usage of all rivers and upon payment of the annual dues as set by the Association. Membership will be without regard to race, religion, sex, creed, or national origin.
- 6.2 **DUES PAYMENT:** The dues of this Association shall be payable in advance.
- 6.3 **DUES AMOUNT:** The Board of Directors shall by majority vote recommend an appropriate amount of annual dues to the membership for a vote at a regular membership meeting. The Board of Directors may submit a request for an assessment or change in dues to the membership at any time. Any assessments or increases in dues require notice in the Association Newsletter. The proposed assessment or increase shall be voted on by majority vote of the members attending the next scheduled General Membership meeting.
- 6.4 **DELINQUENCY:** Any member who shall fail to pay the dues and assessments required by this Constitution within thirty (30) days of the due date (one year from last payment), shall be notified by the Vice President of Financial Affairs, or his/her designated Board member, that he/she/they are delinquent and will be automatically suspended if payment is not made within thirty (30) days after such notice. Delinquent and suspended members are not entitled to voice or vote in Association affairs.
- 6.5 **VOTING RIGHTS:** Single memberships shall have one vote and family memberships shall have two votes in Association affairs.
- 6.6 **GENERAL MEMBERSHIP MEETINGS:** General membership meetings shall be held on a regular basis, not less than once each quarter. The date, time, and place of General Membership meetings shall be announced in advance in the newsletter.

- 6.7 ANNUAL MEMBERSHIP MEETING: An Annual Membership Meeting shall be held in October. Candidates for office shall be introduced at this time. The date, time, and place of the meeting shall be announced in advance in the newsletter.
- 6.8 MEMBER CONDUCT: Members are expected to act in a civil manner towards other members and organizations that may be encountered by the member, both on and off the river.
- 6.9 REVOCATION OF MEMBERSHIP: A member who fails to conduct themselves per section 6.8 above, may have their membership revoked by the following process:

Initial Warning: After the first incident; when agreed upon by at least 2 of the 4 Officers of the Association, a written warning shall be delivered to the offending member describing the reason for the warning, and the potential for membership revocation should further incidents occur.

Final Action: After a second incident; when agreed upon by at least 3 of 4 Officers of the Association, the offending member's membership shall be revoked for the remaining duration of their annual membership without refund of membership dues paid

ARTICLE VII – OFFICERS AND DUTIES

- 7.1 OFFICERS: The Officers of the Association shall consist of the President, Vice President of Operations, Vice President of Business and Vice President of Financial Affairs. They shall be elected from the general membership. Officers shall be responsible for the implementation of Association policies and in charge of daily operation of the Association. Officers shall be limited to election for three (3) consecutive terms to the same office, but shall be eligible for election again after a period of one (1) year has lapsed.
- 7.2 PRESIDENT: The President shall preside at General and Annual Membership meetings of the Association and any committees assigned to him/her. The President shall carry out any assignments and policies as directed by the Board of Directors, appoint chairpersons of any special committees, (other than those specially appointed by the Board of Directors) and is empowered to see that the Officers and committees carry out their assignments promptly and efficiently. The President shall assume the powers and duties, but not the voting rights, of any of the Vice Presidents in their absence. The President, or his/her designated representative, shall act as the Association representative at meetings and functions affecting river running as directed by the Board of Directors. The President shall be responsible for developing a program of presentation for each general membership meeting.
- 7.3 VICE PRESIDENT OPERATIONS: The Vice President Operations shall be responsible for the club's river events including the planning, preparation, logistics, execution and communication of the club's on river events. He/She will also be responsible for the club's river and safety programs, and such other duties as the Board or President may assign. The Vice President Operations shall, with the concurrence of the Board of Directors, create committees and appoint chairpersons to aid in fulfilling his/her responsibilities and duties.
- 7.4 VICE PRESIDENT BUSINESS AFFAIRS: The Vice President of Business Affairs, as the secretary of the Association, shall ensure that all Association correspondence is completed in a timely manner. He/She shall act as the secretary to the Board of Directors, including taking roll, recording of minutes, and providing notice of meetings. A file of official minutes of meetings of the membership and Board shall be maintained. The Vice President of Business Affairs shall be responsible for publication of the Association newsletter on a schedule as determined by the Board; The Vice President of Business Affairs shall be responsible for managing the Sponsorship contracts including the tracking, recording, and fulfillment of the agreements between the Associations and its Sponsors; And such other duties as determined by the Board. The Vice President of Business Affairs shall, with the concurrence of the

Board of Directors, create committees and appoint chairpersons to aid in fulfilling his/her responsibilities and duties.

- 7.5 VICE PRESIDENT OF FINANCIAL AFFAIRS: The Vice President of Financial Affairs, as treasurer of the Association, shall be responsible for all Association funds, ensure the safety of funds received, and recommend to the Board the types and locations of accounts best meeting the Association needs. He/She shall prepare and present a proposed annual budget to the Board. Said budget shall be published in the February newsletter. He/She shall see that an accurate and itemized account of all receipts and disbursements are kept. He/She shall file required IRS forms each year as required by law. He/She shall cause presentation of financial reports at all Board and General Membership meetings and within four (4) working days of a request by a Board member. The reports shall show itemized operations costs, status of the budget as to receipts and expenditures and balances in all accounts. The Vice President of Financial Affairs, or his/her designee, shall ensure that the Vice President of Business Affairs is notified of any additions or deletions to the membership list. He/She shall make recommendations to the Board concerning advertising rates and discounts for the Association newsletter. The Vice President of Financial Affairs shall, with the concurrence of the Board of Directors, create committees and appoint chairpersons to aid in fulfilling his/her responsibilities and duties.
- 7.6 TERM OF OFFICE: Officers shall be elected for a one (1) year term. Officers shall be limited to election for three (3) consecutive terms in the same office but shall be eligible for election again after a period of one (1) year. Each Officer shall behold office until his/her successor shall have been elected and qualified, unless he/she resigns or is removed.
- 7.7 SUCCESSION: In the event that the President is unable to carry out his/her duties or is removed, the temporary succession of office shall be as follows: Vice President of Business Affairs, Vice President of Financial Affairs, Vice President of Operations, Chairman/person of the Board.
- 7.8 COMPENSATION: Officers shall serve without compensation. However, to the extent allowed nonprofit corporations exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, by Board resolution, officers may be paid their expenses, if any, on Association business.
- 7.9 REPLACEMENT OF OFFICERS: All vacated Officers positions shall be filled immediately by the Board of Directors, with an Officer-Pro-Tem by a two thirds (2/3) vote of a quorum of the remaining directors. The Officer-Pro-Tem may serve the remaining term until the next regularly held election.

ARTICLE VIII – ELECTIONS

- 8.1 ELECTIONS OF DIRECTORS AND OFFICERS: Elections of the Association Officers, and Directors-At-Large shall take place during the month of November, from a slate submitted in writing to all Directors by the nominating Committee at least thirty (30) days before the annual meeting.
- 8.2 QUALIFICATION: Only members in good standing for the eight (8) months prior to October 31st may be eligible to be a candidate for office. No two members of one immediate family may serve as Director or Officer concurrently.
- 8.3 ELECTIONS AND BALLOTING TIME AND METHOD: Annual elections shall take place in November of each year. Balloting shall be by secret ballot. Ballots shall include “write-in” opportunity for each position voted on. Absentee ballots shall be sent to the Elections Committee postmarked not later than midnight of the Thirtieth (30) day of November. Results shall be published in the next newsletter and announced at the next General Membership meeting.

ARTICLE IX – COMMITTEES AND THEIR DUTIES

- 9.1 COMMITTEES: Committees and Committee Chairpersons shall be appointed as deemed necessary by the Board of Directors and Officers of the Association. These committees shall carry out their assignments promptly and efficiently.
- 9.2 MEMBERS: The chairperson of any committee may select any members of the Association to aid and serve on a committee. Non-Association member persons may serve on committees with advance approval of the Board of Directors.
- 9.3 REPORTS: All committee shall report verbally their proceedings and findings at each meeting of the Board except when a definite time has been named for making a report. All final reports shall be made in writing. All final reports shall be signed by a majority and minority of the committee. No committee shall be discharged until all obligations assumed by said committee have been completed and carried out to the full satisfaction of the Board or removed for cause by the Board.
- 9.4 CHAIRPERSONS TERM: All committee chairpersons shall serve one year or until the committee has fulfilled their duties, which ever is shorter unless excepted by the Board. Whenever a vacancy exists in a chairmanship of a committee, the appointing authority shall make an appointment to fill the vacancy.
- 9.5 STANDING COMMITTEE: Special or standing committees shall include, but are not limited to the following: Membership Committee, Auditing Committee, Nominating Committee, Elections Committee, and River Watch Committee. These committees and their respective Chairpersons shall be appointed by the Board of Directors. A member of the Board may serve as a standing committee member or chairperson. The Chairman of the Board of Directors shall oversee the activities of the standing committees as directed by the Board of Directors.
- 9.6 MEMBERSHIP COMMITTEE: The Membership Committee shall be responsible for the recruitment and retention of members. Each year in October, they shall set goals for the addition of new members and retention of old members. Such goals shall be presented to the Board, and to the membership through the newsletter. The Vice President of Financial Affairs and the Membership Committee shall work together as necessary.
- 9.7 AUDITING COMMITTEE: The Auditing Committee shall be responsible for causing audits of the Association Financial Affairs, transactions, and books. Such audits shall take place not less than once a year or when called for by the Board of Directors. The results of such audit shall be presented to the Board, to the membership at a membership meeting, and published in the newsletter.
- 9.8 NOMINATING COMMITTEE: The Nominating Committee shall be responsible for providing a slate of eligible members for each election. The Nominating Committee shall be formed not less than sixty (60) days prior to any election.
- 9.9 ELECTION COMMITTEE: The Elections Committee shall be responsible for establishing elections rules and for conducting all election. Any persons whose name appears on a ballot shall not simultaneously serve on the Elections Committee. Election rules shall be established by the Elections Committee, and shall be approved by the Board of Directors prior to the election. Once approved, any conflicts or problems shall be resolved solely by the Elections Committee.
- 9.10 RIVER WATCH COMMITTEE: The River Watch Committee shall establish and maintain a method of monitoring the pertinent sources to ensure that members are informed of Federal, State, and Local actions that may affect rivers or river recreation.

ARTICLE X – FINANCES, BANK TRANSACTIONS, SIGNATURES AND LIQUIDATION

- 10.1 OPERATING FUND: All receipts from fees, contributions, donations and miscellaneous gifts which have not been designated by the donor to be used for special purposes, shall accrue to the General Operating Fund and be used to meet the approved operating expenses of the Association.
- 10.2 SIGNATURES AND BANK TRANSACTIONS: Checks drawn on accounts and withdrawals from saving accounts shall be signed by the Vice President of Financial Affairs with the counter signature of another Officer or Director.
- 10.3 LIQUIDATION, DISSOLUTION, OR DISTRIBUTION: Upon liquidation, dissolution, distribution or abandonment by the Association affecting any of its property, said property shall not inure directly or indirectly the benefit of any member, Officer, or Director of the Association, unless such individual, organization or Association is designated by a vote of the Board, and is entitled to the applicable tax exemption, as stated in the Articles of Incorporation.

ARTICLE XI – INDEMNIFICATION

- 11.1 INDEMNIFICATION: To the extent permitted tax exempt corporations under the Federal Internal Revenue Laws and under the Washington Nonprofit Corporation Act, the Board of Directors may approve and authorize the indemnification of persons serving as Directors or Officers of the corporation or any other persons acting for or on behalf of the corporation for any expense (including attorney's fees), judgments, fines, or the like incurred in any judicial, administrative, or investigative proceeding.

ARTICLE XII – REFERENDUM

- 12.1 PETITION FOR REFERENDUM: The members of the Association in all of their affairs shall have recourse to the initiative, referendum, and recall. On petition of seven percent (7%) of the general membership, the Board of Directors shall be required to consider or reconsider a policy, course of action, issue or Board decision. On petition of fifteen percent (15%) of the general membership the Association shall vote on an initiative, issue or recall. The Board shall take the designated action within thirty (30) days or as designated in the petition.
- 12.2 BUSINESS REQUIRING REFERENDUM: All business requiring a referendum vote of the Association shall be ordered by the Board. Referendum ballots shall be completed within forty-five (45) days except as provided herein. All matters approved by a referendum vote, and contemplating expenditure in excess of available Association moneys, shall be funded as prescribed by the committee in charge, and approved by the Board of Directors.

ARTICLE XIII – USE OF NAME

- 13.1 USE OF NAME: Official Association endorsements or use of the Association's name or logo for any cause, action, or project shall be ratified by a vote of three-fourths (3/4) of the entire Board of Directors after application and presentation of all facts and information, both pro and con. If the concurrence of the Board is obtained, the name of the Association may be lent or attached to such endorsement, support, sanction, or opposition. The results or board action shall be reported in the next newsletter and at the next General Membership meeting. Members of the Association desiring to take

the matter to the membership may take advantage of the petition referendum provisions of these By-Laws.

ARTICLE XIV – AMENDMENTS

- 14.1 AMENDMENTS: This Constitution/By-Laws may be amended at any regular or special meeting of the Board of Directors, provided that said proposed amendments are published in the newsletter, and presented to the Board of Directors not less than thirty (30) days prior to the Board meeting so called for such purpose; provided also that said amendments are carried by a two-thirds (2/3) majority vote of all Directors, and ratified by a vote of the membership. A simple majority of the votes received shall ratify.
- 14.2 EFFECTIVE DATE: These By-Laws shall be in force from the date of adoption, and supersede and take the place of any Constitution or By-Laws of this Association which were in force prior to said date and said Amendments to these By-Laws shall be in force and effect on the date of acceptance and shall render null and void any prior section in conflict with such amendment.
- 14.3 PRINTING OF BY-LAWS: The Vice President Business Affairs, at his/her earliest convenience, after the adoption of these By-Laws, shall have printed sufficient copies of the same for the membership of this Association, and he/she shall distribute a copy of same to each member of the Association

Original By-Laws Approved October 11, 1987

Revised By-Laws Approved by membership by vote on August 13, 2011

PRESIDENT

VICE PRESIDENT OF BUSINESS AFFAIRS

CHAIRMAN, BOARD OF DIRECTORS