

**MOUNTAIN HOME CANOE CLUB
BYLAWS**

As Amended February 13, 2024

ARTICLE I – NAME

This club shall be known as Mountain Home Canoe Club (MHCC), hereafter referred to as the "Club".

ARTICLE II - OFFICE

The principal office shall be in the City of Portland, County of Multnomah, 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 and operated exclusively for social and recreational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this 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)(7) of the Internal Revenue Code of 1986 (or its corresponding future provisions).

The Club's primary purposes shall be to provide opportunities for fitness and camaraderie through paddling sports; to organize teams for local, national, and international paddling competition; and to provide a competitive environment where outrigger and dragon boat 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 an odd number of Directors, not less than five.

Section 2: Selection of Directors

The Board of Directors shall be elected at the annual meeting of the Club by majority vote of a quorum of the members. Elections of Directors shall be conducted by secret ballot and forwarded to the Secretary. There are no proxy ballots.

The elected Board of Directors of the Club shall consist of the PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and SERGEANT of ARMS.

Section 3: Term of Office – Director

The term of office for each Director of the Club shall be two (2) years or until their successor is elected. A Director may be reelected without limitation on the number of terms they may serve. The offices of President and Secretary will expire at the annual meeting occurring in the next odd-numbered calendar year following election. The offices of Vice President, Treasurer, and Sergeant of Arms terms will expire at the annual meeting occurring in the next even-numbered calendar year following election.

Section 4: Duties and Powers of the Board of Directors

The Board of Directors shall have authority in the management of the affairs and finances of the Club. The Board shall have full control of all its property and shall make all appropriations. The Board of Directors shall review the Bylaws on a yearly basis.

Section 5: Powers of Directors

Each Board member 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 Board Member.

Section 7: Management of Finances

At least two (2) of the Board of Directors shall discuss and pre-approve all estimates for bills and expenditures. The full Board of Directors shall approve estimates for bills and expenditures in excess of \$500.00. Purchases and improvements of value greater than \$2,500.00 must be approved by a majority vote of the members of the Club, if a quorum is present, at a special meeting of the general membership called for that purpose, or at the next General Membership meeting.

Section 8: Vacancies

Any vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise, may be filled by the majority vote of the Board of Directors for the remainder of said term.

Section 9: Removal

Any Director of the Club found negligent in their duties, may be removed from office upon the vote of three-fourths (3/4) of the Board of Directors.

Section 10: Quorum of the Board

A majority of the Board shall constitute a quorum of the Board for the transaction of Board business.

Section 11: Special Board Meetings

The Secretary on the order of the President, or any two Directors may call special meetings of the Board of Directors at any time. The Secretary shall give the Board of Directors notice of the date and place of said meeting at least one week in advance.

Section 12: 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 13: 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. They will appoint 2 representatives to attend regional, racing governing association meetings, one Board Member and one regular member. Any Club Member is welcome to attend these meetings.

Section 14: Duties of the VICE-PRESIDENT

The VICE-PRESIDENT shall assist the President in all their duties and shall perform the duties of the President in the absence of that director. 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. The Vice-President shall recommend safety guidelines for all activities of the Club in accordance with insurance policy requirements. They shall be responsible for keeping an up-to-date insurance roster.

Section 15: Duties of the SECRETARY

The SECRETARY shall keep accurate and complete records of the Club's business, which shall include the minutes of all membership meetings, special meetings and Board of Directors meetings, and shall distribute correspondence and emails as directed by the President. The Secretary will maintain and monitor the master roster of all current members. In connection with this duty, the Secretary will coordinate with the Treasurer to account for all membership dues and coordinate with the Vice President to account for insurance records as needed. The Secretary will advise the Board of all delinquent accounts and the status of new and inactive members. They shall update the Bylaws as needed and will perform any other duties as directed by the Board of Directors. They shall be the Chairperson for the Race Committee and the Membership Committee.

Section 16: Duties of the TREASURER

The TREASURER shall receive, maintain, and monitor 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 each Board meeting or within seven working days after the request of an Officer and quarterly to the general membership. The Treasurer shall file year-end tax information to all the appropriate agencies as required. The Treasurer is empowered and authorized to sign documents obligating the Club to financial and service commitments. They shall sign and disburse all checks.

Section 17: Duties of the SERGEANT of ARMS

The SERGEANT of ARMS shall aid the President in maintaining order and decorum at Board of Directors, general membership and special meetings. In coordination with an Equipment Manager and/or a Facilities Manager, the SERGEANT of 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/unrigging, and transportation of canoes. They shall be the Chairperson for the Facilities, Equipment and Safety Advisory Committee.

Section 18: 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 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.

Section 2: Club Member

A member is a person 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 meet 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: Termination of Membership

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 shall appoint a committee to investigate the charges and make a report to the Board. The Board shall give the member at least 15 days written notice by first class mail of the termination and reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. Membership of the accused member may be terminated by a vote of a majority of the Board. The decisions of the Board shall be final and shall not be reviewable by any court.

Section 4: 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 shall be elected at the annual meeting by a majority vote of the members if a quorum is present.

Section 2: Duties of the Head Coach

The Head Coach shall have overall responsibility for: coordinating the activities of Assistant Coach(es); scheduling of practices; structuring the workouts; developing a training plan; and designing a paddling orientation for new members. They will be responsible for the placement and classification of all paddlers. The head coach shall select his/her coaching staff, with final approval by the Board on the number of Assistant Coaches. However, the head coach retains all rights and has the final say in coaching decisions.

Section 3: Duties of Assistant Coaches

The Assistant Coach(es) 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, the Assistant Coach(es) shall help determine the placements and classifications of all paddlers.

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 Chair shall designate 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 Board member, or amend the Club's Bylaws. All Committees shall submit a budget proposal for events, races, equipment and committee work to the Board for pre-approval.

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 of 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 of Arms shall report findings, recommendations, violations and concerns regarding Club safety or equipment to the Board of Directors.

Fundraising Committee

The Fundraising Committee shall be chaired by the Vice President. 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 shall propose, for approval by the Board, 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 shall also guide Club participation in races and regattas throughout the year.

Membership Committee

The Membership Committee shall be chaired by the Secretary and may be co-chaired by a regular full member selected by the Board of Directors. The Membership Committee is responsible for managing guest paddlers, onboarding new members, and spearheading new member recruitment efforts.

ARTICLE IX - DUES

Section 1: Annual Dues

Annual membership dues will be collected on the Club fiscal year (Jan. 1 – Dec. 31) and persons joining the Club at another time of the year will have their membership fees prorated. Members returning from the previous year will pay the full dues regardless of when they re-start paddling.

Membership dues are decided by the Board prior to the annual meeting. There is no monthly fees structure.

Any individual member adjustments to the dues will be at the Board's discretion. The Board will consider proposals on a case-by-case basis. No individual Board member or Coach may make unilateral decisions to adjust the dues for any member.

Section 2: Insurance Fees

The Club shall maintain appropriate insurance for members and Club activities. Member insurance must be paid and the necessary paperwork (e.g., waiver and release forms) must be completed before paddling.

Section 3: Reimbursement of Fees

The Board shall review written member requests for reimbursement in the event the 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:

Less than 2 months membership	75% refund
Between 2 and 5 months membership	50% refund
Greater than 5 months membership	No refund

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.

Section 4: Race Fees

Club members shall be responsible for payment of all racing fees for each division they participate in. The race fees shall be due to the Crew Steersperson one (1) week prior to the race day in order for the member to be eligible to participate in the race. Team members shall be responsible for collecting and organizing additional race costs as needed (transportation, meals, lodging).

Section 5: Head Coach

The Head Coach shall have their annual membership and insurance fees waived in exchange for their coaching. The Head Coach shall be responsible for their individual race fees.

ARTICLE X – MEETINGS

Section 1: Annual Meeting

The Annual Meeting of all Members shall be held during the month of October and not later than November. The Annual 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 as necessary.

Section 2: Membership Meetings

There shall be a minimum of 2 club meetings per year including the Annual Meeting.

Section 3: Special Meetings

Special meetings of the General Membership may be called by the President or by written request of 10% of the total membership. Every member shall be notified of all Special Meetings, the location of the meeting and the purpose of such a meeting at least one week prior to the scheduled date.

Section 4: Quorum of Members

A quorum shall consist of 30% of qualified voting members.

Section 5: Quorum of Directors

Three-fifths (3/5) 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
- E. Committees' Report/s
- F. Reports from the regional racing governing association
- G. Old Business
- H. New Business
- I. Announcements
- J. Selection of next meeting date
- K. 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 their personal conduct directly reflects discredit upon this Club shall be subject to such action as deemed appropriate by the Board of Directors. The Board 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 to take further actions if deemed necessary.

Section 3: Code of Ethics/Conduct

Each Club member shall abide by the Code of Ethics as outlined in the PNW-ORCA Official Race Rules, and the Club's Code of Conduct, if available.

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 or meaning of these Bylaws, the decision of the Board of Directors shall be final unless rescinded by a two-thirds (2/3) vote of the members of the Club, if a quorum is present, at a special meeting called for that purpose.

ARTICLE XIII - AMENDMENT TO BYLAWS

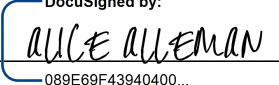
An amendment to the Bylaws shall be carried by two thirds (2/3) vote of the voting members present, if a quorum is present, at a regular or special meeting of the Club. In the alternative, amendments may be approved via electronic means (e.g., email, online poll) by 30% of the voting members, as long as votes can be recorded and verified. Notice of 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 14 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 30% 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 Mountain Home Canoe Club all property and remaining funds shall be given to a recognized non-profit organization promoting the preservation of outrigger canoe racing. 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

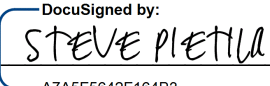
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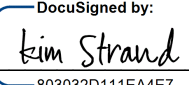
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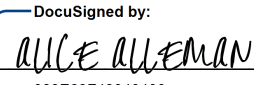
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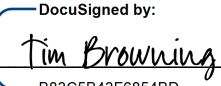
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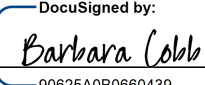
Review by Board 2024

 President
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 Vice President
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 Secretary
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 Treasurer
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 Sergeant of Arms
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