

# CAROLINA CANOE CLUB BYLAWS

## ARTICLE I – NAME

The name of the Corporation shall be: CAROLINA CANOE CLUB, INC., and it is sometimes referred to in these Bylaws as CLUB.

## ARTICLE II – PURPOSES

1. The purposes for which the CLUB is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to foster and promote the interest of those individuals who find recreation and relaxation in paddling canoes, kayaks, and other similar watercraft on the many beautiful waterways of the Carolinas and neighboring states; to bring together canoeists and kayakers of this region for companionship in group activities; to exchange information of special interest to all canoeists; to develop and conduct classes in all phases of cruising techniques and safety; and to act together toward the preservation of the wilderness character of our waterways by advancing public relations with governmental agencies and the public in general.
2. The CLUB is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the CLUB is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-For-Profit Corporation Law of the State of North Carolina. The CLUB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. The purposes of the CLUB are promoted through an education program, including distribution of a CLUB publication, The Paddler, directed toward members, their families and community; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article III.

## ARTICLE III – BASIC POLICIES

1. The CLUB shall be non-commercial and non-partisan.
2. The name of the CLUB or names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the CLUB.
3. The CLUB shall cooperate with other similar organizations to support the preservation and improvement of natural waterways and water safety.
4. The CLUB shall cooperate with other organizations and agencies concerned with canoeing & canoe ways but before any commitment made by any person shall be binding upon the CLUB, such a commitment must be approved by a majority of the Board of Directors and two-thirds (2/3) majority of members' votes cast during a designated voting period except as specified in Article III, item 5.
5. The CLUB may establish a Conservation Contingency Fund. The source of money for this fund shall be voluntary contributions, both separate contributions and additional money included with dues. All contributions to the fund shall be differentiated from the General Fund and a separate fund balance shall be maintained. The CLUB may vote to redirect assets of this Fund during a designated voting period. Disbursements from this fund shall require approval of the majority of the Board of Directors, but not a 2/3 majority of members' votes cast specified by Article III, item 4, as long as the following criteria are met:
  - (a) The disbursement will be used to address an issue having a direct effect on river conservation/ use as determined by the Board.
  - (b) There is inadequate time to obtain normal full CLUB approval per Article III, item 4.
  - (c) The issue involves a geographical area reasonably accessible to in-state (NC) CLUB members in a three-day weekend.
  - (d) The issue affects rivers that members would reasonably paddle.

6. The CLUB may establish an Access Reserves Fund. The source of money for this fund shall be from any unallocated balance defined in Article III, item 7 as decided by the CLUB membership during a designated voting period. All contributions to these funds shall be differentiated from the General Fund and separate fund balances shall be maintained. The CLUB may vote to redirect assets of this Fund during a designated voting period. Disbursements from this fund shall require approval of the majority of the Board of Directors, but not a 2/3 vote of members as specified by Article III, item 4, as long as the following criteria are met:
  - (a) The disbursement will be used to address an issue having a direct effect on river access as determined by the Board.
  - (b) There is inadequate time to obtain normal full CLUB approval per Article III, item 4.
  - (c) The issue involves a geographical area reasonably accessible to in-state (NC) CLUB members in a three-day weekend.
  - (d) The issue affects rivers that members would reasonably paddle.
7. The CLUB will not carry an unallocated balance in its bank account from one calendar year to the next in excess of 60 percent of the current year's budget. The CLUB's Secretary/Treasurer will provide a statement of the amount of the excess, if any, at the CLUB's December meeting. The CLUB membership present at the meeting will decide how to allocate or distribute the excess.
8. Minors may not participate in CLUB organized trips unless accompanied by a parent or by a responsible adult during the trip. The responsible adult must be appointed by the parent and must accept the designation. The responsible adult must have been given written permission to authorize medical treatment for the minor, information on how to contact the minor's parents, and insurance information for the minor.
9. Designated voting periods to accomplish voting on CLUB business will be determined by a majority of the Board of Directors and communicated to the membership by a means deemed by the Board of Directors to reasonably reach the most possible members. The means of accomplishing any vote by the membership to conduct CLUB business will be the means that most reasonably involves the most members possible. Notice of designated voting periods, issues, and mechanisms of voting will be made to the membership at least 30 days before the beginning of the designated voting period.
10. The CLUB web site, [www.carolinacanoecub.org](http://www.carolinacanoecub.org) , will be the official means of communication of club business. It will be the CLUB policy to make active notice to members of CLUB business published on the CLUB website via the CLUB email listserve, [groups.yahoo.com/group/ccclist](mailto:groups.yahoo.com/group/ccclist).

#### ARTICLE IV – MEMBERSHIP & DUES

1. Any individual who subscribes to the purposes and basic policies of the CLUB may become a member of the CLUB subject to compliance with provisions of the Bylaws. Membership in the CLUB shall be available to any interested person without regard to race, color, creed, sex, or national origin. Membership in the CLUB shall entitle each member to participate fully in all CLUB functions and activities. Persons residing in the same residence shall be entitled to a family membership and are also eligible to participate fully in all CLUB functions and activities. Each family membership shall be entitled to only one vote.
2. The CLUB shall conduct enrollment of members at any time.
3. Only members in good standing of the CLUB shall be eligible to participate in its business meetings, voting or to serve in any of its elective or appointive positions.
4. People attending Week of Rivers must be CLUB members. It is permissible to join the CLUB at Week of Rivers. Exceptions are only allowed by a majority vote of the Board of Directors prior to the event. Anyone seeking an exception must get his or her case to the Board of Directors in time for a decision prior to the start of Week of Rivers.
5. Members may bring guests to CLUB events other than Week of Rivers. The primary purpose is to allow guests to learn more about the CLUB and consider if they want to join. Guest status is not to be considered as a way to attend many CLUB events without becoming a member.
6. Membership dues shall be due and payable on or before the anniversary month of membership. The price(s) for membership dues shall be set by the Board of Directors subject to approval of 2/3 majority of members' votes cast during a designated voting period.

## ARTICLE V – OFFICERS AND THEIR ELECTION

### 1. Officers

- (a) The officers of the CAROLINA CANOE CLUB shall consist of the President, Cruise Chairman, Secretary-Treasurer, Education Chairman, Safety Chairman, Conservation Chairman, Membership Chairman, and a Member-at-Large. The Member-at-Large shall not be eligible to serve more than two consecutive terms.
- (b) The officers shall be elected annually by ballot in a voting period between November 1 and the December meeting.
- (c) The officers shall assume their official duties following the close of the annual meeting in December and shall serve for a term of one year and until the election and qualification of their successors.

### 2. Election

- (a) There shall be a nomination committee composed of three members, one of whom shall be selected by the CLUB at a regular meeting in July or at least one month prior to the election. The nominating committee shall designate one of its members to serve as the chairman. Members of the nominating committee are not disqualified from being nominated for any of the offices to be filled.
- (b) The nominating committee shall nominate at least one eligible person for each office to be filled and report its nominees in the club web site 15 days prior to the start of electronic voting.
- (c) Club members who wish to stand for office shall be allowed to submit their name for inclusion on the electronic ballot via a request to the nominating committee or to the CCC individual who is responsible for setting up the ballot. Names will be accepted until the day before the end of the electronic voting period.

### 3. Impeachment

Any officer of the CLUB absent without good reason from two regularly scheduled CLUB meetings during his/her term of office shall be subject to a vote of impeachment and removal from office by the general membership at the first meeting following the absences.

### 4. Vacancy

A vacancy occurring in any office due to removal of the officer by the impeachment process shall be filled by an election held at the same time as impeachment and a voting period as described in Article III, item 9. Election will be by majority vote of the general membership. Replacement of a vacancy occurring for reasons other than impeachment shall be made by appointment by the Board of directors of a volunteer solicited from membership for the vacant position. The appointee will then assume the duties of the vacant position and will be subject to the next general officer election process.

## ARTICLE VI – DUTIES OF OFFICERS

1. The President shall preside at all meetings of the CLUB and of the Board of Directors at which he/she may be present, shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the CLUB or by the Board of Directors, and shall coordinate the work of the officers and committees of the CLUB in order that the purposes of the CLUB may be promoted.
2. The Cruise Chairman shall act as aide to the President and shall perform the duties of the President in the absence or inability of the officer to act; shall plan and develop the formal schedule of cruises including the appointment of volunteer trip coordinators for same; and shall maintain the calendar of scheduled trips and events.
3. The Secretary-Treasurer shall record the minutes of all meetings of the CLUB and of the Board of Directors; shall perform other duties as may be delegated, including the routing of correspondence received by the CLUB to the appropriate CLUB officers; shall keep a full and accurate account of the receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors. The Secretary-Treasurer shall present a financial statement at every meeting of the CLUB and at other times when requested by the Board of Directors and shall make a full report for the maintenance of such book of account and records in conformance with the requirements of the Bylaws.
4. The Safety Chairman shall plan and develop activities of an educational nature and investigate current development affecting water safety, safety in the use of canoes, kayaks, and other watercraft.
5. The Education Chairman shall plan and develop activities of an educational nature, which promote development, and improvement of paddling skills for CLUB members. He/she shall acquire and distribute educational materials (such as pamphlets, films, slides, videos) to achieve the goals of this office.

6. The Conservation Chairman shall plan and develop activities of a conservation nature and investigate current development affecting natural resources and advise the membership; propose group action to oppose physical or political obstruction to the usage of canoeable waters and wilderness areas.
7. The Membership Chairman will collect dues and keep appropriate membership records, work with the other officers of the CLUB and be responsible for exploring and initiating ways to attract new members to the CLUB as well as sustaining current memberships.
8. The Member-at-Large shall serve as a liaison between the Membership and the Board, serving as a conduit for suggestions, complaints, and concerns; and keeping the sources anonymous when possible. The preference is for the Member-at-Large to be someone not residing in North Carolina.
9. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

#### ARTICLE VII – BOARD OF DIRECTORS

1. The Board of Directors shall consist of the officers of the CLUB and the immediate past-president of the CLUB. The members of the Board of Directors shall serve until the election and qualification of their successors.
2. The duties of the Board of Directors shall be:
  - (a) To develop a proposed annual budget for the CLUB, to be published in the CLUB web site in time to be reviewed and voted on by the CLUB membership in the first calendar quarter of the year by means described in Article III, item 9..
  - (b) To transact necessary business in the intervals between the meetings of the CLUB and its membership and such other business as may be referred to the Board of Directors by the CLUB and its membership;
  - (c) To create special committees and to approve the plans of work of these committees;
  - (d) To present a report at the regular meetings of the CLUB;
  - (e) To appoint an auditor or an auditing committee at least two weeks before the annual meeting.
  - (f) The person(s) appointed will audit the CLUB's financial statements and produce a report documenting the accuracy of the statements.
  - (g) To approve routine bills within the limits of the budget.
  - (h) To appoint a Business Manager and assist this volunteer with the development and distribution of The Paddler, the CLUB publication.
  - (i) To appoint a Webmaster and assist this volunteer with keeping the CLUB's web site current.
3. Regular meetings of the Board of Directors shall be held prior to the regular business meetings, the time to be fixed by the Board at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of members of the Board.

#### ARTICLE VIII – MEETINGS

1. The regular meetings of the CLUB shall be held on a spring weekend to coincide with the novice/intermediate clinics, on one of the Saturdays during Week of Rivers, in September or October as set by the Board of Directors, and the first full weekend in December. The time and place of the meetings will be announced at least ten days in advance in the CLUB web site, unless otherwise provided by the Board of Directors. Week of Rivers will occur on the week that includes July 4th. When July 4th falls on a Saturday, Week of Rivers will start on the preceding Saturday (June 27th). When July 4th falls on a Sunday, Week of Rivers will start on Saturday, July 3rd.
2. The Board of Directors may call special CLUB meetings, thirty days notice having been given in the CLUB web site.
3. The annual meeting shall be in December.
4. Any family member who is at least 15 years old may represent the family at any meeting. Ten members having cast ballots or attending a meeting shall constitute a quorum for the transaction of business of the CLUB.

ARTICLE IX – SEAL

The seal of the CLUB shall be as more particularly shown in the following impression:



ARTICLE X – AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by majority of members' votes cast during a designated voting period of the CLUB, provided notice thereof is published in the CLUB web site, including a verbatim copy of the change to be considered, the designated voting period and mechanism or the time and place of the meeting during which the change will be acted upon, which notice will be made to the members at least one month prior to the meeting date.

This document was last revised on November 13, 2007. The revision was approved by membership vote on August 30, 2007 and administratively modified to incorporate a definition of the dates of Week of Rivers to comply with a Club vote at the December 1998 meeting.

REVISION HISTORY (Revision History begun 11/7/07)

**11/7/07** Club President Larry Ausley administratively added the language “Week of Rivers will occur on the week that includes July 4th. When July 4th falls on a Saturday, Week of Rivers will start on the preceding Saturday (June 27th). When July 4th falls on a Sunday, Week of Rivers will start on Saturday, July 3rd.” to define the period of Week of Rivers as language to implement a vote to define Week of Rivers by a membership vote (prior to electronic voting) at the December 1998 meeting, as recorded in the minutes of that meeting.

**5/2/09** The Club approved proposed changes in the wording in Article IV, Item 6 and Article V, Item 4. The original wording in Article IV, item 6 included specific dollar amounts for dues which required a change in the bylaws to affect a change in the amount for dues. The new wording allows the Board of Directors to propose a change in dues to be voted on by the Club membership – eliminating the need to go through a change in the bylaws. The wording in Article V, Item 6 was changed to add “Replacement of a vacancy occurring for reasons other than impeachment shall be made by appointment by the Board of directors of a volunteer solicited from membership for the vacant position. The appointee will then assume the duties of the vacant position and will be subject to the next general officer election process.”

**12/5/09** The Club approved proposed changes to remove the wording in Article V Item 1 (b) and Item 2 (b) that allowed for “nominations from the floor” and added wording to specify how CCC members can get their name on the ballot and the deadline for submitting names.