

# **SIRENS PADDLING CLUB BYLAWS**

## **ARTICLE I - NAME**

This club shall be known as Sirens Paddling Club, 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 be organized and operated exclusively for social and recreational purposes. The purposes of this Club shall be to engage in any lawful activity, none of which are for profit.

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

## **ARTICLE III – MISSION**

This Club's mission is to provide competitive paddling opportunities to women of all ages and abilities, foster sportsmanship, encourage fitness and camaraderie in a respectful and emotionally supportive environment.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **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: Nomination and Election of Board of Directors**

The Board of Directors shall be nominated and elected at the annual meeting of the Club by majority vote of a quorum (60%) of the members. Elections of Directors shall be conducted by secret ballot and forwarded to the Vice President. There are no proxy ballots.

### **Section 3: Term of Office**

The term of office for a Director shall be one year. A Director may be reelected without limitation on the number of terms this person may serve.

#### **Section 4: Duties and Powers**

Subject to special action by the Club, the Board of Directors shall have entire authority in the management of the affairs and finances of the Club, and shall have full control of all its property. They shall make all appropriations.

Each Board member shall have one (1) vote. A majority of the Board shall constitute a quorum of the Board for the transaction of Board business.

#### **Section 5: 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 6: Removal**

Any Director of the Club found negligent in their duties, may be removed from office upon the vote of three-fifths (3/5) of the Board of Directors.

#### **Section 7: Board Meetings**

The Board shall meet quarterly, prior to each general membership meeting.

#### **Section 8: Special Board Meetings**

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

#### **Section 9: 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 10: No Salary**

Directors shall not receive salaries for their service to the Club.

### **ARTICLE V – OFFICERS**

#### **Section 1: Composition**

The elected officers of the Club shall consist of the PRESIDENT, VICE-PRESIDENT, SECRETARY, and TREASURER.

## **Section 2: Nomination and Election of Officers**

The Officers shall be nominated and elected at the annual meeting of the Club by majority vote of a quorum (60%) of the members. Elections of the Officers shall be conducted by secret ballot and forwarded to the Vice President. There are no proxy ballots.

## **Section 3: Term of Office**

The term of office for an Officer shall be one year. An Officer may be reelected without limitation on the number of terms this person may serve.

## **Section 4: Duties of the PRESIDENT**

The PRESIDENT shall serve as Chair of the Board of Directors and shall be the Official Representative of the Club. This person will call and preside at all meetings and shall insure that the goals and the mission of the Club are met. This person shall oversee all committees and shall plan for the betterment of the Club. This person is empowered to sign documents obligating the Club to financial and service commitments up to \$200. This person will appoint representatives to attend regional racing governing association meetings.

## **Section 5: Duties of the VICE-PRESIDENT**

The VICE-PRESIDENT shall assist the President in all Presidential duties and shall perform the duties of the President in the absence of that officer.

## **Section 6: 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 as directed by the President. This person shall perform any other duties as directed by the Board of Directors.

## **Section 7: 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. This person shall render a financial statement quarterly to the Board of Directors and quarterly to the general membership. This person shall countersign all checks over \$200. This person shall keep record of membership fees and advise the Board of Directors of all delinquent accounts and the status of new and inactive members. This person shall file year-end tax information to all the appropriate agencies if required. This person is empowered to sign documents obligating the Club to financial and service commitments up to \$200.

## **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 Officer of the Club found negligent in their duties, may be removed from office upon the vote of three-fifths (3/5) of the Board of Directors.

### **Section 10: No Salary**

Officers shall not receive salaries for their service to the Club.

### **Section 11: Authorized Signatories**

The Club shall have three (3) approved signatures on file with the bank; the authorized signatures shall be the President, Vice President, and Treasurer. Two (2) signatures shall be required on all checks issued over \$200.00.

## **ARTICLE VI – COMMITTEES**

### **Section 1: Organization of the Committees**

There shall be such committees created by the Board of Directors as may be necessary to carry on the work of the organization. These committees may include but are not limited to *Merchandise*, *Fundraising*, *Race Coordination*, and *Social and Volunteer*. Each member on the Board of Directors shall be the Chairperson to one committee each.

### **Section 2: Approval**

The Board of Directors must approve all monetary decisions. No Committee or its members are empowered to sign documents obligating the Club to financial or service commitments without prior approval from the Board of Directors.

## **ARTICLE VII – 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, Officer, 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 VIII - COACHES**

### **Section 1: Election of Head Coach**

The HEAD COACH shall be elected at the annual meeting by a majority vote of a quorum (60%) of the members. Election of the Coach shall be conducted by secret ballot and forwarded to the Secretary. There are no proxy ballots.

### **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. This person will be responsible for the placement and classification of all paddlers. The Head Coach shall select their 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 IX - 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, or the Bylaws of the Club.

### **Section 2: Becoming a Member**

A person shall become a member of the Club by paying the annual dues set by the Board of Directors, signing a waiver of claims, fulfilling a trial period to be determined by the coach and/or Board of Directors, obtaining a DragonsportsUSA membership, and meeting 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 or potential 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 certified 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 three-fifths (3/5) of the Board. The decisions of the Board shall be final and shall not be review able 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 X - DUES**

### **Section 1: Annual Dues**

Annual dues will be collected within the first 30 days of the Club fiscal year (Jan.1- Dec. 31). These dues consist of the paddling fees and nonrefundable membership fees. Fees are prorated for persons joining the Club after practices start.

The Board of Directors decides annual dues. There is no monthly fee structure.

### **Section 2: 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.

### **Section 3: Hardship Clause**

Any member unable to pay annual dues or race fees in full may apply in writing to the Board of Directors for reasons of financial hardship to reduce or waive membership. If needed, a payment schedule can be set up with the Treasurer.

### **Section 4: Dues Waived**

The full-time Head Coach, Caller, and Tiller shall have their annual dues and any race fees waived in exchange for their services to the Club. 'Full Time' is defined by the Board of Directors.

## **ARTICLE XI - MEETINGS**

### **Section 1: Annual Meeting**

The Annual Meeting of all members shall be held during the month of January and not later than February. The Annual Meeting shall be for the purpose of electing Directors and Officers, reviewing the current status of the Club from Officers and Committees, and for the transaction of such other business as necessary.

### **Section 2: Quarterly Meetings**

There shall be quarterly general membership meetings throughout the year.

### **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 60% 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.

### **ARTICLE XII - 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 conduct directly discredits this Club shall be subject to such action as deemed appropriate by the Board of Directors.

#### **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 Officers 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 DSUSA, IDBF, and USDBF Official Race Rules.

#### **Section 4: Violations**

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

### **ARTICLE XIII - 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 by all members of the Club.

#### **ARTICLE XIV - 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 (60%) is present, at a regular or special meeting of the Club and 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 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 XV - DISSOLUTION OF CLUB**

In the event of dissolution of this Club known as the Sirens Paddling Club all property and remaining funds shall be given to a recognized non-profit organization promoting the preservation of Dragon Boat Racing. In the event of an outstanding debt, at the time of dissolution, the Board of Directors shall use the liquidation of assets to satisfy that debt(s) as deemed necessary.

Adopted on Date: \_\_\_\_\_

Signature by Officer: \_\_\_\_\_