

BYLAWS OF Seattle SAKE Paddling Club

Article I. - OFFICE

The principal office of Seattle SAKE Paddling Club (the “Club”) shall be located in King County, Washington State. The address of the Club office shall be designated by the Executive Board of Directors (“Directors”).

Article II. - PURPOSE

This Club is organized exclusively for charitable and educational purposes for public benefit, more specifically to promote amateur athletes in the paddle sports, including but not limited to the sports of Dragon Boat, Outrigger Canoe, Stand Up Paddle Board, and Kayak, in order to participate in Recreation and Regional, National and International competition.

Article III. - EXECUTIVE BOARD

Section 3.01 - General Powers - The affairs of the Club shall be managed by the Directors. The only issues that do not fall under the direct authority of the Directors are those requiring a majority vote of the Extended Board, as described in Article VI.

Section 3.02 - Qualifications - Directors shall be Members of the Club. Other qualifications may be required by amendments to these Bylaws.

Section 3.03 - Number - The number of Directors holding offices shall consist of no fewer than five but no greater than ten. The number of Directors may be changed by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 3.04 - Directors - Description/Terms of Offices

- A. **President** - The President shall be the chief executive officer of the Club and, subject to the Executive Board’s control, shall supervise and control all of the assets, business and affairs of the Club and preside over meetings of the Directors. The President shall perform all duties assigned to the office of President by the Executive Board.

The President shall serve for one year, and shall take office on the first of January.

- B. **President-elect** - The President-elect shall: (a) have the responsibilities and powers of the office of President at the request of, and for the duration specified by the President; (b) fill the office of President in the event that the office becomes vacant; (c) supervise all Standing and Special Committees; and, (d) be an ex-officio Member of all Committees.

The President-elect shall assume the office of President after fulfilling a one-year term as President-elect. A new President-elect will be elected annually, and shall take office on the first of January following election.

- C. **Secretary** - The Secretary shall: (a) prepare agendas and keep the minutes of all Club meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the non-financial corporate records of the Club; (d) sign with the President, or other officer authorized by the President or the Executive Board, deeds, mortgages, bonds, contracts, or other instruments; (e) lead/facilitate the annual election process; and, (f) in general perform all duties incident to the office of Secretary and such other duties assigned to him or her by the Executive Board.

The Secretary shall serve for two years, and shall take office on the first of January in even years, following election.

- D. **Treasurer** - The Treasurer shall: (a) be responsible for all funds and securities of the Club; (b) receive and give receipts where appropriate, including appreciation letters to donors, for moneys due and payable to the Club (c) oversee collection of annual dues and updated waivers each year; (d) supervise the collection of rental fees; (e) encourage corporate donations and deposit all such moneys in the name of the Club in banks, trust companies or other depositories; (f) supervise the issuance and usage of any credit or debit cards in the name of the Club used by Board members; (g) review the monthly financial situation and track progress on a five-year budget plan presented to the Board for approval; (h) complete and file all financial reports and pay all taxes and fees required for non-profit organizations; (i) review, revise as needed and renew the Club's liability and marine insurance each year; and, (j) in general perform all of the duties incident to the office of Treasurer and such other duties assigned to him or her by the Executive Board.

The Treasurer shall serve for two years, and shall take office on the first of January in odd years, following election.

- E. **Equipment Manager** - The Equipment Manager shall: (a) execute policy based upon the directions of the Executive Board; (b) manage and schedule all equipment use, including the boats, boat related equipment, life jackets, paddles, locks, and dragon head/tail/drum; (c) inventory equipment and periodically check equipment condition for safety; (d) manage boat storage off season; (e) maintain and manage moorage; (f) set and maintain boat etiquette and safety; (g) track and maintain locks and keys; and, (h) in general perform all duties incident to the office of Equipment Manager and such other duties assigned to him or her by the Executive Board.

The Equipment Manager shall serve for two years, and shall take office on the first of January in odd years, following election.

- F. **Communications Manager** - The Communications Manager shall: (a) manage all general communications within the Club; (b) manage the content and appearance of the Club website; (c) manage club calendar and registration system, and, (d) perform communications activities as delegated by the Executive Board.

The Communications Manager shall serve for two years, and shall take office on the first of January in odd years, following election.

- G. **Membership/Public Relations Manager** - The Membership/Public Relations Manager shall be responsible for Club SAKE membership growth strategy and public relations.

For Membership, the Manager shall: (a) develop, implement, and/or manage, a membership recruitment and retention strategy; (b) manage or delegate electronic record-keeping such as monitoring of waivers and membership payment, updating of RSVPs systems, and management of other recruiting systems; and, (c) perform other membership activities as delegated by the Executive Board.

For Public Relations, the Manager shall: (a) manage communications between the Club and the media, the community and the general public; (b) produce printed, visual or electronic promotional materials; (c) develop and implement, and/or manage, a public relations strategy; (d) develop and implement, and/or manage, a corporate sponsorship program; and, (e) perform public relations or marketing activities as delegated by the Executive Board. The Membership/Public Relations Manager shall serve for two years, and shall take office on the first of January in even years, following election.

Section 3.05 Appointed positions with voting rights -

- A. **Head Coach** - The Head Coach is appointed by the Executive Board of Directors. The Head Coach shall: a) Manage and direct all coaches in the club, b) Create an overall training program, spanning the entire year (racing, off season), c) Create paddler and crew evaluation program. d) Schedule steerspersons for races and events, e)

Provide input to Safety Officer on safety standards f) Create coaching policy that reflects direction from the executive board/race committee g) Represent all coaches to the executive board, race committee, membership, and external parties. H) Define the roles and select the coaching staff. i) Grow the skills of the coaching staff. j) Create a succession plan for all coaches (including head coach).

- B. **Safety Officer/s** - The Safety Officer shall: a) periodically review and revise the Safety Manual and steering exam(s) and have the authority to make changes as s/he deems worthwhile; b) review, and revise as needed, changes of the club safety rules to maintain compliance with United States Dragon Boat Federation rules and communicate such changes promptly to the appropriate members of the club; c) review and obtain approval of the Board of all Club safety rules on an annual basis and for major changes made during the interim; d) enforce the safety rules and notify the board members in advance of such actions; e) promote and help train new steerspersons; f) be responsible to oversee certification of steerspersons; g) publish the list of certified steerspersons on the SAKE website; h) with the approval of the Club President, have the authority to appoint an Assistant Safety Officer to help improve the safety of the Club. The Assistant will serve as Safety Officer when the Safety Officer is unavailable.

The Safety Officer shall serve for two years, and shall take office on the first of January in even years, following appointment.

Section 3.06 - Extended Leadership Roles - The extended leadership roles are not Directors and are non-voting positions.

- A. **Merchandising Manager** - The Merchandising Manager shall: a) be responsible for all products being sold to SAKE club members that bear the SAKE logo; b) serve as the club's source and procure official club apparel and equipment for purchase by the members and special purchases upon request and approval by the board; c) work with the Equipment Manager to obtain pricing and procure equipment for club use; e) provide ongoing equipment purchase opportunities to individual members; f) establish and maintain vendor relationships; g) identify discount opportunities for the benefit of the club and the membership.

Section 3.07 - Election

A. Election Process

- a. Director candidates must be nominated for a specific position by one Member and seconded by another Member. This may be done verbally, or in writing, including email. A Member may run for any number of positions, subject to the constraints of the Bylaws.
- b. Candidates shall be elected using a single vote plurality system. Each Member may vote for one candidate in each open position. The candidate with the highest vote count will be the winner of the position. If two or more candidates have the highest count, there will be a runoff election between the candidates with the highest count.

B. Election Guidelines

- a. A candidate can accept only one elected position. Following an election, a candidate who has won more than one position must choose only one to accept. A declined position is then offered to the candidate with the next highest vote count.
- b. Following an election and prior to taking office, the winning candidate is identified as a Director-elect. A Director-elect has no rights or authority to his/her elected position until he/she takes office.

- C. **Election Timing** - Elections will be held each year in December. (See section 4.06 for voting mechanism.)

Section 3.08 - Term of Office - Unless a Director dies, resigns, or is removed, he/she shall hold office until the end of their term in which his/her successor is elected. If an election is held, and the office of a Director is left empty, the Directors can fill that position by appointing any Club Member in good standing.

Section 3.09 - Executive Board Meetings

- A. **Quorums** - A quorum of Directors is required to transact official business at an Executive Board meeting; which is defined as greater than 50% of the number of Directors in office. If a quorum is not present, a majority of the Directors present may adjourn the meeting without further notice.
- B. **Actions of the Executive Board** - The act of the majority of the Directors present at a meeting at which there is a quorum shall be the official act of the Executive Board, unless otherwise required by these Bylaws or applicable Washington state law.

These actions shall be exclusively used to conduct business and operations, create and amend its Bylaws and administer and regulate club activities as exercised by its offices granted by Washington State Law.

Section 3.10 - Rules of Procedure - At the request of any Director, a meeting shall be run using *Robert's Rules of Order on Parliamentary Procedure*, as long as such rules of order are not inconsistent with the Club Bylaws and/or Rules and Regulations.

Section 3.11 - Resignation of a Director - Any Director may resign at any time by (1) delivering written notice to the President or the Secretary, or (2), by giving oral or written notice at any meeting of the Executive Board.

The Executive Board does not have to accept a Director's resignation to make it valid. The time and date when a Director's resignation takes effect is identified as the "Take Effect Date". The Take Effect Date of a written resignation shall be as specified in the written notice. Once notified by written resignation, the Executive Board may choose to make the Take Effect Date sooner or immediately.

The Take Effect Date of a verbally delivered resignation shall be at the meeting when the resignation is announced. If a Take Effect Date is not specified, resignation shall take effect upon delivery.

Section 3.12 - Removal of a Director (Recall Meeting) - A Director can be involuntarily removed only through the process of a Recall Meeting. This can happen only if that Director has violated the Club Bylaws, or Rules and Regulations, or has been found by the Board to be derelict in his/her duties.

- A. **Process** - If a Club Member ("Complainant") wishes to call a Recall Meeting he/she must send out a written notice of the reason for the action to the Club body. Any non-accused Director shall assist in this. He/she must gather signatures of at least 75% of the Club Membership. The Accuser must then present to a quorum of the Executive Board these signatures for verification. After the signatures are verified, the Recall Meeting can be scheduled no earlier than 10 days in advance.

At the Recall Meeting, a Recall Quorum of Club Members must be present to proceed. A Recall Quorum is defined as 66% of the verified Member respondents. At that point, the charges are to be read, after which the accused Director has the right to respond to the charges. Then, the verified Members present, in person or by proxy, will vote by secret ballot whether or not to remove the Director. Removal requires a majority vote in favor.

- B. **Removal Guidelines** - Only one Director can be removed at any one Recall Meeting.. Once a Director has been removed by vote, he/she is immediately changed to the status of Club Member.

The other Directors must hold a Recall Election for the empty Executive Board seat within four weeks. Nominations and Elections are to follow the process as described in Section 3.05.

Section 3.13 - Director Vacancies

Vacancies on the Executive Board that occur in mid-term must be filled as soon as possible.

The Directors shall fill a vacancy on the Executive Board by appointment, requiring only a majority vote of the remaining Directors. The appointed Director shall serve out the remainder of the vacant term.

Vacancies on the Executive Board may be temporarily filled by a Director in an Acting capacity, until the position is filled either by appointment or general election.

Section 3.14 - Executive Board Committees/Actions - The Board may create committees as needed, such as fundraising, housing, etc. The Directors shall appoint all committee chairs. The actions of any committee are limited to its sole purpose of being formed and shall not encroach upon, limit or supersede duties of any Directors as outlined in Article III Section 3.04.

- A. **Committee Quorum** - A majority of the number of Committee Members of each Committee shall constitute a quorum and shall represent the decision of the Committee.
- B. **Committee Resignation** - Any Member of any Committee may resign at any time by (1) delivering a written resignation to his/her Committee Chairperson, the Vice President, or to any other Director, or (2) by giving oral or written notice at any meeting of such Committee.

Any resignation shall take effect at the time specified in writing. If a time is not specified, resignation will take effect upon delivery. Acceptance of a Committee Member's resignation shall not be necessary to make it effective, unless otherwise specified in the resignation.

- C. **Removal of Committee Member** - The Executive Board may, by majority vote, remove any Member of any Committee at any time.

Section 3.15 - Executive Board Compensation - No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above. Exceptions are:

- A. Reasonable reimbursement of exceptional expenses incurred in service to the club.
- B. Reasonable compensation for time commitment may be provided to the Head Coach in the form of waived fees due the Club for annual dues, race fees, and team gear.

Article IV. - MEMBER MEETINGS AND VOTING

Section 4.01 - Purpose of Member Meetings - All Club Member meetings must be open to and communicated to the entire membership and must be for the sole purpose of determining the majority opinion of the Membership.

Section 4.02 - Quorum - Twenty percent of the Members of the Club entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members is represented at a meeting, a majority of the Members so represented may adjourn the meeting without further notice.

Section 4.03 - Place of Meetings - All meetings of Members shall be determined by the Directors.

Section 4.04 - Notice of Meetings - Any Member calling a meeting shall provide written notice to all Members 14 days in advance and shall include the purpose, place, date and time of the meeting.

Section 4.05 - Voting Measures - All measures, whether brought forth by the Executive Board or Members entitled to bring forward such measures, must be submitted in writing to the Secretary and Meeting Organizer at least five days before a meeting. All measures must have a unique title and revision date. The Secretary shall distribute the meeting agenda, including all relevant measures, within three days of the scheduled meeting.

Section 4.06 - Action of Meetings - Unless a greater proportion is required by applicable Washington law or these Bylaws, a measure will be passed when a simple majority of the votes cast a) by Members represented in person or by proxy at a meeting at which a quorum is present, or b) via an online tool (such as Survey Monkey or Team Cowboy), regardless of the number of members who cast a vote.

Any determination (with the exception of recalling a Director) passed by majority vote during a meeting of Members shall be passed along to the Executive Board for consideration. It shall be billed and executed if approved by the Executive Board.

Section 4.07 - Proxies - Proxies only apply when voting is occurring in person; they do not apply for online or electronic voting. A proxy is defined as the granting of voting rights by one Member expecting to be absent from a meeting, to another Member expecting to be present at such meeting.

To arrange a proxy, the Absent Member shall designate in writing a Present Member to act and vote for him or her. The written designation shall include: date of meeting, purpose of meeting, name of Absent Member, name of Present Member, and original signature of Absent Member.

The Present Member shall give the written designation to the Secretary of the Club no later than the beginning of the meeting.

Each proxy shall be valid only for the specified meeting, and expires at the adjournment of that meeting.

Section 4.08 - Actions by Members without a Meeting - Members may act and make unofficial resolutions without a formal meeting. The results of such informal meetings are only informational and advisory, requiring no action by the Executive Board or the Club.

Section 4.09 - Annual Meeting - The Annual Meeting of the Members shall be held in March. The purpose of the meeting shall be to explain the state of the Club, with emphasis on finances, equipment, membership, practices, and races.

Article V. - EXECUTIVE BOARD AND COMMITTEE MEETINGS

Section 5.01 - Regular Executive Board Meetings - There shall be a minimum of one Executive Board meeting per quarter, and a minimum of four per calendar year. By resolution, the Executive Board may specify the date, time, and place to hold regular Executive Board meetings without other notice than such resolution. Only Directors may be present at Executive Board meetings unless a majority of the Executive Board grants attendance to a specific individual.

Section 5.02 - Special Executive Board and Committee Meetings - Any Executive Board meeting that is not regularly scheduled shall be defined as a Special Executive Board meeting. Such Special meetings may be called by, or at the written request of the President or any two Directors. A Special Committee meeting may also be called by either the Vice President or the Chairman of the Committee.

Section 5.03 - Executive Board Meetings by Telephone - Directors or any Committee designated by the Executive Board may participate in a meeting of such Executive Board or Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5.04 - Place of Meetings - All Executive Board meetings shall be held at any place as designated by a majority of the Executive Board.

Section 5.05 - Notice of Meetings - Directors shall be notified of upcoming Executive Board meetings at least ten days in advance. Notification can take any form that is agreeable to each Director.

Article VI. - EXTENDED BOARD

Section 6.01 - General Powers/Purpose - The Extended Board shall represent all Club Members, advise the Executive Board, and vote on issues as specified in these Bylaws.

The Extended Board is convened to comment and vote on issues brought forth by the Directors as in keeping with the purposes outlined in Article II.

Section 6.02 - Number - The Extended Board shall be composed of the Executive Board; at least four and no more than eight Member representatives, and the current committee leads.

Section 6.03 - Method of Selection - Member representatives may volunteer or accept a nomination, and are subject to approval of the Executive Board.

Section 6.04 - Voting Rights - For issues brought to the Extended Board, each member of the Extended Board will have one vote.

Section 6.05 - Term - For Member Representatives, the term of service is January 1 to December 31.

Article VII. - DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

Article VIII. - AMENDMENTS

These Bylaws may be amended when necessary by the vote of a majority of the Directors.

The Bylaws were approved by the Executive Board of Directors on March 13, 2017.

President

Printed Name

Secretary

Printed Name

