

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 (NC Corporate ID # 0022375), 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 paddlers of this region for companionship in group activities; to exchange information of special interest to all paddlers; 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 anyone 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. 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 that is not aligned with the objectives of the CLUB.
3. The purposes of the CLUB are promoted through an education program, The Paddler, and the CLUB website, 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 web site, 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 and other electronic methods.
2. The CLUB shall cooperate with other similar organizations to support the preservation and improvement of navigable waterways and water safety.
3. The CLUB shall cooperate with other organizations and agencies but before any commitment or spending is made, such a commitment must be approved by a majority of the Board of Directors and a majority of members' votes cast in accordance with Article III, Item 7 except as specified in Article III, item 4 and item 5.
4. 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 majority of members' votes cast specified by Article III, item 3, as long as all of 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 3.
5. The CLUB may establish special funds, such as an Access Reserves Fund. Money can be moved into and out of the fund(s) through the CLUB's budget process. In addition, 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 majority vote of members as specified by [the Article regarding membership vote], 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 7.
6. 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.
7. Issues requiring a general membership vote shall be voted on during a designated voting period. A designated voting period shall be scheduled through a majority vote of the Board of Directors and communicated to the membership at least fifteen (15) days in advance through the CLUB website. Such notice shall include the dates for a fifteen (15) day voting period, the issue(s) at hand, and the mechanisms of voting. Ten members having cast ballots pursuant to the provisions of Article III, item 1 shall constitute a quorum for the transaction of business of the CLUB.

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. Only members in good standing of the CLUB shall be eligible to participate in Week of Rivers, its business meetings, voting or to serve in any of its elective or appointive positions. Non-members may attend at the invitation of the cruise chair.
3. 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.
4. Membership dues shall be due and payable on or before the anniversary 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.
5. The CLUB may terminate the membership of an individual by a 2/3rds majority vote of the Board and a refund the membership dues. The terminated membership may apply for re-admission beginning two (2) years after the termination became effective by submitting a written request to the Board of Directors. Readmission requires a 2/3 majority vote of the Board.

ARTICLE V – OFFICERS AND THEIR ELECTION

1. Officers
 - (a) The officers of the CAROLINA CANOE CLUB shall consist of the President, Cruise Chair, Secretary-Treasurer, Education Chair, Safety Chair, Conservation Chair, Membership Chair, 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 during a voting period between November 1 and the December meeting pursuant to the provisions of Article III, item 7.
 - (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 the election of their successors.
2. Election
 - (a) There shall be a nomination committee comprised of three members, one of whom shall be selected by the CLUB at a regular meeting in July. The nominating committee shall designate one of its members to serve as the chair. Members of the nominating committee are not disqualified from being nominated for any of the offices to be filled. The nominating committee will remain intact until it is replaced at the July meeting of the following year. Should any elected offices become open during the course of the year, the nominating

committee will be charged with identifying individuals to fill those offices, pending approval of a majority of the Board (see Article V, item 3).

- (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.
- (d) Upon a majority vote of the Board, the nominating committee shall serve as non-binding mediators for the resolution of conflicts or unresolved concerns.

3. Vacancy

A vacancy occurring in any office shall be referred to the nominating committee per Article V, item 2. If approved by 2/3 majority of the Board of Directors, 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. All officers shall perform such duties as may be prescribed in these Bylaws or assigned to him/her by the CLUB or by the Board of Directors.
2. The President shall preside at all meetings of the CLUB and of the Board of Directors at which he/she may be present, and shall coordinate the work of the officers and committees of the CLUB in order that the purposes of the CLUB may be promoted.
3. The Cruise Chair 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 selection of volunteer trip coordinators and WOR volunteers for same; and shall maintain the calendar of scheduled trips and events.
4. The Secretary-Treasurer shall record the minutes of all meetings of the CLUB and of the Board of Directors; route 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.
5. The Safety Chair 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. The Safety Chair shall select instructors and/or safety boaters in accordance with ACA guidelines.
6. The Education Chair shall plan and develop activities of an educational nature, which promote development, and improvement of paddling skills for CLUB members. He/she may acquire and distribute educational materials (such as pamphlets, films, slides, videos) to achieve the goals of this office. The Education Chair shall select instructors and/or safety boaters in accordance with ACA guidelines.
7. The Conservation Chair 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 navigable waters and wilderness areas.
8. The Membership Chair 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.
9. 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.
10. All officers shall perform their duties in accordance with the parliamentary authority in Robert's Rules of Order in addition to those outlined in these Bylaws.

ARTICLE VII – BOARD OF DIRECTORS

1. The Board of Directors shall consist of the officers of the CLUB, the CLUB Webmaster, and the immediate past-president of the CLUB. The officers shall serve until the election of their successors. Non-elected members of the Board of Directors shall serve until they step down or are replaced. The CLUB Webmaster will be a voting member of the Board. The past-president will vote only in the event of a tie.
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 7.
 - (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 approve any expenses that exceed 115% of the budget after a 2/3 majority vote.
 - (i) To approve use of any significant assets outside of the budget after a 2/3 majority vote.
 - (j) To create necessary staff positions, to appoint staff positions by a 2/3 majority of the voting Board, and to remove staff appointees by a majority of the voting Board. Notice of new staff positions or vacancies in existing staff positions will be posted 10 days prior to Board action on the CLUB web site
3. Removal of Board Members

Any board member of the CLUB (which by definition includes officers) may be removed from his/her position at any time at the discretion of a 2/3 majority of the Board of Directors.
4. 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. Special meetings of the Board of Directors may be called by the President or by a majority of members of the Board. A majority of the Board of Directors shall constitute a quorum at any Board meeting to conduct business.

ARTICLE VIII – MEETINGS

1. There shall be four regular meetings of the CLUB: two physical meetings and two electronic meetings:
 - (a) Physical meetings: the first shall be held on a date during Week of Rivers to be scheduled by the Board of Directors, the second shall be on the first full weekend of December.
 - (b) Electronic meetings: one electronic meeting shall be held in the spring, one in the fall, with dates to be scheduled by the Board of Directors. These meetings shall be conducted via the Internet, with only CLUB members allowed to view or participate in the discussions. Electronic meetings can be scheduled as physical meetings by a majority vote of the Board of Directors.

The time and place of all meetings will be announced at least fifteen (15) days pursuant to the provisions of Article III, item 1, 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, fifteen days' notice pursuant to the provisions of Article III, item 7.

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 pursuant to the provisions of Article III, item 3 and/or Article III, item 9, providing that notice is given pursuant to the provisions of Article III, item 1 along with 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.

This document was last revised on 11/4/2014. The revision was approved by membership vote on 6/13/2014.

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.

12/4/10 The Club approved proposed changes to wording in Article V, item 2 (a) to extend the tenure of the Nominating Committee and to better define its purpose.

12/4/10 The Club approved major changes to Article VIII, allowing the possibility of the Spring and Fall meetings to be held electronically, and to provide some degree of flexibility in the scheduling of the Winter and Summer meetings.

11/4/2014 The club approved significant changes across the bylaws, including changes in how officers and staff were selected and removed, the voting process, and the scope of the club to a wider geography.