

KAYAK AND CANOE CLUB OF NEW YORK
A NEW JERSEY NONPROFIT CORPORATION

BYLAWS

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PREAMBLE

KCCNY, a New Jersey nonprofit corporation, has been formed to promote navigation of wild and semi-wild rivers, whitewater rivers and lakes by kayak and canoe, the conservation of such waterways and undeveloped lands in general, and the development of paddling skills and safety through education, training and participation in local, national and international events.

ARTICLE I NAME

1.1 Name. The corporation shall be known as the Kayak and Canoe Club of New York, hereinafter called KCCNY.

ARTICLE II PURPOSE

2.1 Purpose. KCCNY is organized to provide members of the community with opportunities for engaging in kayak and canoe sport; to provide access by such persons to information and training in the skill and techniques thereof; to instruct and train members of the community in the sport of kayaking and canoeing; to act as a liaison with other groups and organizations with like interests; to promote the conservation and restoration of rivers particularly in the Northeast and Middle Atlantic regions; to organize, build, operate and maintain without profit to KCCNY, facilities for instruction, athletics, culture, sport and other activities in order to aid, develop and further the Corporation's goals and purposes; to solicit, collect and otherwise raise money and to expend same in support of the programs and activities of KCCNY; to raise funds and solicit donations from interested individuals, charitable and educational organization, corporations, agencies and other interested institutions; to receive grants in aid from federal, state or local governmental and subdivisions thereof and to administer and expend such funds in furtherance of KCCNY's goals and purposes. KCCNY is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

3.1. Qualifications. Membership shall be open to all persons who are in sympathy with the ideals and objectives of KCCNY.

3.2 Classes of Membership. KCCNY shall have four classes of membership:

A. Regular Member: Any person eighteen (18) years of age or older may become a Regular Member by complying with the provisions specified below. A Regular Member shall be able to vote, shall be eligible for appointment to any committee, and shall be eligible for election to any office. They shall receive the KCCNY Newsletters, access to

member areas of the KCCNY website, and shall be eligible to participate in all KCCNY activities.

B. Family Member: People residing in the same household of a regular member may become Family Members. Family Members eighteen (18) years of age or older shall have the privileges of a regular member. A single mailing will be addressed to the family.

C. Life Member: Life membership is awarded by vote of the membership upon nomination by the Board of Trustees. A Life Member shall have the privileges of a Member, but is not required to pay dues.

D. Institutional Member: Any organization or group in sympathy with the ideals and objectives of KCCNY may apply to become an Institutional Member by complying with the provisions specified below, subject to the approval of the Board of Trustees. An Institutional Member shall receive the KCCNY Newsletters and access to member areas of the KCCNY website but shall not be eligible to vote, shall not have representation on the Board of Trustees or on any committee and shall not receive the printed membership roster. An Institutional Member may apply to the Board of Trustees for a copy of the printed membership roster, which the Board of Trustees may release to the Institutional Member, subject to such conditions as the Board of Trustees, in its sole discretion, may determine appropriate.

3.3 Application for Membership. Application shall be made in writing to the Membership Chairperson accompanied by such dues, fees and waivers prescribed for the class of membership applied for. The Membership Committee shall review and pass upon all applications for membership, except for Institutional Members, which must be approved by the Board of Trustees, and in this shall be guided by the goal of supporting and promoting the character of KCCNY and its purposes.

3.4 Annual Dues and Fees. Members shall pay dues and other fees as determined by Board of Trustees and approved by the general membership at its Annual Meeting. Membership will be for the calendar year, January 1st through December 31st. If dues are received after September 1st, the membership will include the following calendar year.

3.5 Termination of Membership. Membership in KCCNY may be terminated as follows:

A. A member shall be dropped from the rolls of KCCNY if dues are not received by February 1st after due notice has been given.

B. A member may be expelled from KCCNY by the Board of Trustees for any conduct prejudicial to the aims and objectives of KCCNY, including, without limitation, the improper use of the membership roster as the Board of Trustees in its sole discretion shall determine, or for actions which jeopardize the good name of this organization.

ARTICLE IV OFFICERS

4.1 Officers. The Officers shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall constitute the Executive Committee. The Executive Committee shall consult

from time to time as to day to day workings of KCCNY and shall propose items for discussion and/or determination by the Board of Trustees. Executive Committee members shall serve as liaison to all committees as determined by the President in consultation with each Officer.

4.2 Election and Term of Office. All Officers shall be elected at the Annual Meeting of the membership for a term of one (1) year. The President and the Vice-Presidents shall not be elected to the same office for more than three (3) consecutive years; the Secretary shall not be elected to the same office for more than five (5) consecutive years and the Treasurer shall not be elected to the same office for more than seven (7) consecutive years.

4.3 Duties of the President. The duties of the President shall be to:

- A. Provide overall leadership to KCCNY;
- B. Implement the decisions of the Membership and the Board of Trustees;
- C. Preside at Membership and Board of Trustees Meetings, moderate deliberations and vote only to break a tie;
- D. Represent the Club in liaison with the public and other organizations in the best interest of KCCNY;
- E. Sign legal documents on behalf of KCCNY;
- F. Report to the Membership at the Annual Meeting;
- G. Appoint committee chairpersons subject to the approval of the Board of Trustees and serve as an *ex-officio* member of all committees except for the Nominating Committee and any committee formed for the purpose of reviewing or amending the KCCNY Certificate of Incorporation or Bylaws;
- H. Appoint the Nominating Committee subject to the approval of the Board of Trustees; and
- I. Perform all other duties incident to the office.

4.4 Duties of the Vice President. The duties of the Vice President shall be to:

- A. Perform such duties as may be assigned by the President;
- B. Act for the President in the case of his or her absence or disability; and
- C. Automatically succeed to the office of President in the case of vacancy.

4.5 Duties of the Secretary. The duties of the Secretary shall be to:

- A. Serve as Secretary to the Membership and the Board of Trustees;
- B. Keep the minutes and the attendance records of the meetings of both bodies;
- C. Send out the minutes of the meetings of both bodies in a timely fashion;
- D. Provide notice of all meetings, including the Annual Meeting at least two (2) weeks prior to each meeting; and
- E. Perform all other duties incident to the office.

4.6 Duties of the Treasurer. The duties of the Treasurer shall be to:

- A. Maintain the financial records and funds of KCCNY;
- B. Supervise the collection of all funds other than those billed to Members;

- C. Serve as custodian of all funds of KCCNY;
- D. Authorize the deposit of all such funds in accordance with ARTICLE XI;
- E. Disburse KCCNY's funds as authorized by the Membership and/or the Board of Trustees;
- F. Report on the financial condition of KCCNY at each meeting of the Board of Trustees and report to the Membership at any meeting where finances are considered;
- G. Serve as chairperson of the Finance Committee; and
- H. Perform all other duties incident to the office.

4.7 Vacancies. If any office other than that of President becomes vacant the Executive Committee shall appoint either another Officer or an elected member of the Board of Trustees to fill the position, subject to the approval of the Board of Trustees.

4.8 Removal of Officers.

A. Removal by Members. An officer elected by the members of KCCNY may be removed, with or without cause, only by vote of a majority of the members of KCCNY at a special meeting called for that purpose, but the authority to act as an officer may be suspended by the Board of Trustees for cause; and

B. Removal by Board of Trustees. An officer elected or appointed by the Board of Trustees may be removed by the Board with cause, only by a vote of a majority of the members of the Board of Trustees at a special meeting called for that purpose.

ARTICLE V BOARD OF TRUSTEES

5.1 Composition of the Board of Trustees. The Board of Trustees, all of whom shall be members in good standing, shall consist of the Officers and twelve (12) elected Trustees.

5.2 Term of Office.

A. Six (6) Trustees shall be elected annually for a two-year term; except that for the first election held after the effective date of these Bylaws, the Membership shall elect six (6) Trustees for a one-year term and six (6) Trustees for a two-year term.

B. In the event of a vacancy, the President shall appoint a member to fill the position subject to the approval of the Board of Trustees. A Trustee so appointed shall serve until the next Annual Meeting when the vacancy shall be filled by election for the unexpired portion of the term.

C. No person shall serve as an elected Trustee for more than ten (10) consecutive years.

5.3 Duties of the Board of Trustees. The duties of the Board of Trustees shall be to:

- A.** Manage the affairs and oversee the funds, records and property of KCCNY;
- B.** Set policy for KCCNY and assist in its implementation;

- C. Attend all meetings;
- D. Propose an annual dues schedule and recommend an annual budget subject to the approval of the Membership;
- E. Agree to serve as committee chairpersons as necessary or chair a special project or program when asked;
- F. Participate in KCCNY programs and special events
- G. Perform such other duties as the Membership may prescribe.

5.4 Meetings. The Board of Trustees shall meet in January, March, May and September of each year. Special Meetings may be held at the call of the President or a majority of the Trustees. Any or all Trustees may participate in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear or communicate with each other.

5.5 Emergency Voting by Internet. In the event of an emergency, or a significant issue that can not wait until the next Board Meeting:

- A. The President shall notify the Board via the Internet of an issue that needs an immediate decision; set an appropriate time period of at least four (4) days for discussion by the Board of Trustees via the Internet; and post the item to be voted on at the appropriate place on the KCCNY website, specifying a period of not less than three (3) day for voting.
- B. Any Trustee and Officer that does not have Internet access will be notified personally by the President of such issue and shall have their vote recorded.
- C. During the voting period, votes will be seen but may not be changed. A two-thirds (2/3) majority vote of the entire Board of Trustees is needed to pass a motion; and
- D. Issues voted down may be raised at a subsequent Board meeting for further discussion.

5.6 Action Without a Meeting. Any action required or permitted to be taken by vote of the Board may be taken without a meeting if, prior or subsequent to the action, all members of the Board consent to the action to be taken in writing, and the written consents are filed with the minutes of the proceedings of the Board. The consents shall have the same effect as a unanimous vote of the Board for all purposes

5.7 Quorum. A majority of the Board of Trustees as set forth in Section 5.1 shall constitute a quorum.

5.8 Removal of Trustees.

- A. A Trustee may be removed from the Board with cause by a vote of a majority of the members of the Board of Trustees at a special meeting called for that purpose; and
- B. The office of any elected Trustee absent from two (2) consecutive, unexcused absences from regular Board Meetings may be declared vacant by a majority vote of the Board of Trustees during the next consecutive meeting.

ARTICLE VI COMMITTEES

6.1 Standing Committees. The following shall be the standing committees of KCCNY:

Activities	Pool Sessions
Annual Dinner	Publicity/Publications
Competition	Safety
Conservation	Training and Instruction
Finance	Website
Membership	

6.2 Committee Membership. Any member of KCCNY is eligible to serve on any committee except: (a) those committees whose membership is stipulated by these Bylaws; and (b) those committees whose membership is stipulated by an established policy of the Board of Trustees. Only KCCNY members may vote at committee meetings. All committee actions shall be subject to review by the Board of Trustees.

6.3 Committee Chairpersons. Each committee chairperson shall recruit members to serve on the committee, submit any budget requests for the coming fiscal year to the Treasurer no later than July 1st, present a report of committee activities at the Annual Meeting, and perform all other duties incident to the office.

6.4 Activities. The Activities Committee shall recruit trip and activity coordinators and shall set up a trip and activity schedule providing the membership with an all-year-round program, which will take into consideration the capabilities and desires of the individuals. The Committee shall also provide trip coordinators with information on coordinating trips and waiver requirements for participants. Various trips or programs satisfying the degrees of proficiency of members may parallel each other on the schedule. The safety of participants and the good name of KCCNY must be of paramount consideration.

6.5 Annual Meeting/Dinner. The Annual Meeting and Dinner Committee shall make all arrangements incidental to the Annual Dinner and Meeting, including selecting and booking the site, preparing the notice for the annual meeting in consultation with the Board of Trustees and the Publicity/Publications Committee, prepare and mail the invitations, arrange the dinner and program, and perform such other duties as are necessary.

6.6 Competition. The Competition Committee shall act as liaison between KCCNY and other clubs and/or organizations in matters involving whitewater competition, training and programs. The committee shall also coordinate the various facets of our Annual Whitewater Slalom Race.

6.7 Conservation. The Conservation Committee is charged with promoting information about local and national legislation influencing the conservation of and access to our natural resources as they affect the program set forth in the Preamble of these Bylaws. Where personal contact is concerned, the chairperson shall establish or delegate and coordinate same. The chairperson will enlist the aid of club members, as necessary, to disseminate information about legislation. In

addition, the Conservation Committee will advise the Trustees as to the best application of the club's resources for fostering river conservation and access.

6.8 Finance. The Finance Committee shall be chaired by the Treasurer and shall prepare and submit a budget for the coming fiscal year, including a detailed estimate of the current year's income and expenses; shall monitor KCCNY's finances at least once every four months; and shall receive and study any proposal for extraordinary expenditures and report its findings at the next meeting of the Board of Trustees.

6.9 Membership. The Membership Committee shall respond to inquiries concerning membership and work with the Treasurer to enroll new members. The committee shall maintain an up-to-date mailing list of members to assure the timely dispatch of all KCCNY mailings

6.10 Pool Sessions. The Pool Sessions Committee shall arrange and oversee all pool sessions, including collecting the appropriate fees and waivers from all participants.

6.11 Publicity/Publications. The Publicity/Publications Committee shall be charged with the task of promoting the sport of whitewater paddling and the annual Whitewater Slalom Race. Publicity efforts shall include liaison with other whitewater clubs, AW and ACA, with whom an exchange of ideas and a continuing dialogue shall be advantageous to KCCNY and exposure to the general public. In addition, this committee shall coordinate, edit and publish the print editions of the KCCNY newsletters, publications and bulletins.

6.12 Safety. The Safety Committee shall be responsible for the periodic review of KCCNY's Safety Procedures and Standards and for making recommendations to the Board of Trustees regarding such procedures and standards. The committee shall also publicize and/or sponsor safety-related courses for the membership, shall make timely reports to the membership regarding safety matters, and shall submit reports regarding any accident related to a KCCNY-sponsored activity to the Board of Trustees.

6.13 Training and Instruction. The Training and Instruction Committee is responsible for providing training opportunities in whitewater paddling, which may include formal instruction classes, on-river informal instruction during club trips, and instruction at pool sessions. The instruction emphasizes safety and shall conform to the ACA Training Guidelines or such other guidelines as the Board of Trustees shall determine from time to time. The Training and Instruction Committee encourages members to become certified instructors, and recommends sponsorship of club members for training certification courses in return for those members providing instruction for the club.

6.14 Website. The Website Committee shall oversee the KCCNY website as authorized by the Board of Trustees.

6.15 Additional Committees. Additional committees may be designated by the President as needed.

ARTICLE VII MEMBERSHIP MEETINGS

7.1 Annual Meeting. The Annual Meeting shall be held between November 1st and December 31st, the exact date and place to be set by the Board of Trustees. This meeting shall be held for the purpose of presentation of committee reports, approval of the budget for the coming year, and election of Officers and Trustees, who shall take office the following day. Only voting for Officers and Trustees shall be by closed ballot.

7.2 Notice. Notices shall be given to the membership not less than two (2) weeks before the Annual Meeting and ten (10) days before a Special Meeting, setting forth the purpose of the meeting.

7.3 Quorum. Ten (10%) percent of the voting membership shall constitute a quorum.

7.4 Proxies. Except for the Annual Meeting, at which proxy voting shall not be permitted, a voting member in good standing represented by a written proxy shall be considered present for voting purposes.

7.5 Special Meetings. Special Membership meetings may be held upon the call of the President or by petition of 10 (10%) percent of the voting membership.

ARTICLE VIII KCCNY PROPERTY

8.1 Use of Property and Information. Property and information obtained for or compiled by the membership for KCCNY through investment, research and experience, including, without limitation, the membership list, shall be made available to members for use for KCCNY activities only. Any transfer, exchange or dissemination of such property or information may only be made with the express consent of the Board of Trustees, and any such unauthorized transfer, exchange or dissemination of property or information is automatic grounds for termination of membership.

ARTICLE IX GUESTS

9.1 Guest Participation. All members eighteen (18) years of age or older may bring guests to any KCCNY activity. In order to participate, all guests shall be required to sign any necessary waivers, pay any required fees and to otherwise conform to the rules and regulations of KCCNY.

9.2 Membership Requirement. A guest shall be required to apply for Club membership after participating in three (3) KCCNY activities, or withdraw.

**ARTICLE X
ANNUAL BUDGET**

10.1 Annual Budget. The annual budget shall be prepared by the Finance Committee based on recommendations from the various committees. It shall then be reviewed by the Executive Committee, approved by the Board of Trustees and provided to the Membership at least ten (10) days prior to the Annual Meeting, where it shall be presented for ratification.

**ARTICLE XI
KCCNY MONIES**

11.1 Bank Accounts. The Treasurer shall deposit all KCCNY monies only in federally insured accounts or shall invest such monies in federally insured financial instruments or in obligations of the United States Treasury upon the approval of the Board of Trustees. Checks must be signed by the Treasurer or the President.

11.2 FDIC Limits. The total amount of monies in any single institution shall not exceed that amount covered by Federal Deposit Insurance.

**ARTICLE XII
NOMINATIONS**

12.1 Nominating Committee. Nominations for Officers and Trustees shall be made by a Nominating Committee appointed by the President and subject to the approval of the Board of Trustees. This Committee shall consist of two (2) members of the Board of Trustees whose terms of office do not expire at the next election or whose terms will expire but have chosen not to stand for re-election, three (3) members of KCCNY and two (2) alternates, one from each category. The Nominating Committee shall advise each prospective officer and trustee of the position's responsibilities and obtain the consent of any person so nominated. No member of the Nominating Committee shall be eligible for nomination or election as an Officer or Trustee at the next election unless nominated from the floor at the Annual Meeting as provided by Section 4 of this Article.

12.2 Slate of Nominees. The slate of nominees selected by the Nominating Committee shall be reported to the Board of Trustees at the September meeting and shall be provided to the Membership by the Secretary of the Board of Trustees at least two (2) weeks prior to the election

12.3 Other Nominations. In addition to the slate of nominees selected by the Nominating Committee, additional nominations for any elective office may be made in advance of the election by any voting member of KCCNY with the written consent of the nominee. Such nominations together with any required consents are to be filed with the Secretary at least ten (10) days prior to the election. Notice of such nominations received by the Secretary in accordance with this Section shall be provided to the membership at least five (5) days prior to the election.

12.4 Nominations from the Floor. Nomination for any elective office may be made from the

floor by any voting member of KCCNY. In the event that a member who is not present is nominated in accordance with this Section, the nomination will not be accepted without the proposed nominee's written consent.

ARTICLE XIII AMENDMENTS

13.1 Amendments. Amendments to the Bylaws shall be proposed by the Board of Trustees, by a committee established for that purpose, or by at least ten percent of the voting Membership. Such amendments may be acted on at the Annual Meeting or at a special meeting called for that purpose. Amendments shall be presented in writing and filed with the Secretary. Notice of the proposed amendment shall be provided to members with the Notice of Annual Meeting at least fourteen days prior to such meeting or with the Notice of Special Meeting at least ten (10) days prior to such meeting. An affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XIV AMERICAN WHITEWATER

14.1 American Whitewater. KCCNY is an Affiliate Member of American Whitewater (AW). Members may subscribe to AW directly or through KCCNY.

ARTICLE XV AMERICAN CANOE ASSOCIATION

15.1 American Canoe Association. KCCNY is an Activity Club member of the American Canoe Association (ACA). Members may subscribe to ACA directly or through KCCNY.

ARTICLE XVI RULES OF ORDER

16.1 Rules of Order. The rules procedure at Membership Meetings and meetings of the Board of Trustees shall be determined by *Robert's Rules of Order*, latest revised edition.

ARTICLE XVII ENACTMENT CLAUSE

17.1 Enactment. These Bylaws shall become effective upon adoption by the Membership.