

BYLAWS OF OLYMPIA DRAGON BOAT CLUB

ARTICLE I - NAME

This Corporation shall be known as Olympia Dragon Boat Club here after referred to as the 'Club.' The Club has been formed and shall be maintained as a Washington nonprofit corporation.

ARTICLE II - OFFICE

The principal office shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The Club may also have offices at such other places within or without the State of Washington as the Board of Directors may from time to time determine or as the business of the Club may require.

The Club shall have and continually maintain in the State of Washington a registered office, and a registered agent whose office is identical with the registered office. The name and address of the registered agent may be changed from time to time as determined by the Board of Directors.

ARTICLE III - PURPOSE

The primary purpose for which the Club is organized is to participate and promote the national and international amateur sport of dragon boating and associated activities. In conjunction with such purpose, this Club will endeavor to assist other teams in the community to develop into strong, competitive clubs and to promote the ideals of teamwork, good sportsmanship, honesty, loyalty and courage.

ARTICLE IV - MEMBERSHIP

Section 1 Membership.

The Club shall be comprised of persons who are interested in and wish to further the purpose of the Club as outlined in Article III. No person may be barred from membership in the Club because of race, age, gender, marital status, physical and mental abilities, sexual/affectional orientation, national origin or economic status. The Club shall provide equal opportunity for participation in dragon boat paddling for all athletes.

Section 2 Classes.

There shall be four classes of membership: an individual membership, a family membership, a junior membership, and a lifetime membership. A lifetime membership is an honor given by the board as a reward for and in recognition of distinguished service, dedication and support

to the club. A family membership includes a committed couple and any children 18 or older living at home or attending college. A junior membership is for members whose age is under 18. Junior membership shall terminate at the eighteenth (18) birthday, at which time membership will be continued with payment of dues at the individual member rate, or as part of a family membership. The Board shall have the authority to create new membership classes by a majority vote. The Board shall specify the rights and limitations of any new class at the time it is created. From this point on the terms member and membership may be use interchangeably.

Section 3 Membership Fees.

Any person desiring membership in the Club shall pay membership fees as set by the Board of Directors and is subject to change from time to time.

Section 4 Quorum & Voting.

A junior membership shall have no voting rights. Individual memberships and lifetime memberships shall be entitled to one vote and a family membership shall be entitled to two votes on all matters for which a membership vote is required by law, the Articles of Incorporation, or the Bylaws. Voting shall be in person, by mail or by email. Twenty percent of all voting rights shall be considered a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws provide differently. A member who is unable to attend in person the Annual Meeting or a special meeting of the general membership, must deliver the member's vote to the Board no later than one day prior to the day of the meeting. Votes not so received shall not be counted. No member will be allowed to vote on any Club business if they are not a member in good standing with the Club (i.e. any back monies owed.) There shall be no voting by proxy.

Section 5 Annual Information.

Members will be provided annually, with the following information: the names and contact information of each of the Directors, and the Club Bylaws. This information may be provided via email or similar means and/or via a link to the Club's website.

Section 6 Discipline and Removal of Members.

The Board of Directors within its sole discretion, by affirmative vote of two-thirds of all the members of the Board, may discipline, suspend or expel a member. Membership may be terminated by the Board of Directors after giving the member at least 15 days prior written notice by first class or e-mail of the termination and the 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. The decision of the Board shall be final and shall not be reviewable by any court.

A member removed by this process may file a written request for reinstatement with the club Secretary. The Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

ARTICLE V- GUESTS

Individuals interested in trying out dragon boating may participate as a guest provided that they have signed a waiver and a club authorized agent has given approval. These privileges are extended for three practices after which if they wish to continue they must pay their dues and become a member. Any member inviting a guest shall be personally responsible for all debts to the Club incurred by the guest, and for all damages caused by the guest.

ARTICLE VI - DIRECTORS

Section 1 Number of Directors.

The Club shall have a Board of Directors with five directors. The Board of Directors shall consist of the elected officers of the club. 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 2 Terms.

The length of term of all directors is one year. There are no term limitations.

Section 3 Authority.

The Board of Directors shall have authority in the management of the affairs and finances of the Club and shall have full control of all its assets, except as noted. All rights and powers connected therewith shall be vested in the Board of Directors.

Section 4 Quorum.

A quorum at a board meeting shall be three members of the board. If a quorum is present, action is taken by a majority vote of directors present. Directors shall attend all meetings unless the director has given prior notice to the Club President.

Section 6 Vacancies.

A vacancy occurring on the Board of Directors shall be filled at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose. Vacancies on the Board of Directors will be filled by a majority vote.

Section 7 Removal of Directors.

Directors may be removed by a two-thirds (2/3) majority vote of the members. Such vote shall be at a meeting called for that purpose. Any director may be removed from the Board due to non-attendance of Board meetings.

Section 9 No Salary.

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

ARTICLE VII - OFFICERS

Section 1 Officer Duties.

All officers shall discharge their duties in good faith and in a manner that the officer reasonably believes to be in the best interests of the Club and its purposes. All officers must be a member of the Club in good standing. Officers shall serve a term of one year and there

shall be no limitation on the number of terms that a person may serve as an officer. The vacancy of any officer position shall be filled for the unexpired term by vote of the Board of Directors.

Section 1 President.

The President shall preside at all board and membership meetings. The President shall call meetings. The President shall see to the general and active management of the business affairs of the Club and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, together with the Treasurer, shall sign all agreements and contracts entered into by the Club and approved by the Board.

Section 2 1st Vice President.

The 1st Vice President shall perform the duties and exercise the power of the president at such time as the President is unable to act. He/She shall supervise all standing committees, and shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors or prescribed by the Bylaws.

Section 3 2nd Vice President.

The 2nd Vice President shall supervise all appointed positions and ad hoc committees, and shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors or prescribed by the Bylaws.

Section 4 Secretary.

The Secretary shall be responsible for keeping accurate and complete records of the Club's business, which shall include the minutes of all general membership and Board of Directors meetings, and shall be responsible for maintenance of the membership roster. The Secretary shall perform such other duties as the President or Board of Directors may from time to time assign.

Section 5 Treasurer.

The Treasurer shall have overall responsibility for managing the Club Funds. Such actions may include receiving and maintaining custody of all Club funds, depositing them in a bank approved by the Board of Directors, disbursing such funds as authorized by the Board of Directors and keeping accurate records of financial transactions. The Treasurer shall render a financial statement quarterly to the Board of Directors and to the Club members upon request. The Treasurer shall keep record of membership fees and advise the Board of Directors of all delinquent accounts and the status of new and inactive members. The Treasurer shall coordinate filing of year-end tax information to all the appropriate agencies and as well as any filings required by the Secretary of State for the State of Washington.

Section 6 Nominations and Elections.

The members shall make nominations for officers of the Club between the official notification of the annual meeting and the Annual Meeting. The Secretary shall confirm with the nominees their desire to be placed on the ballot. Those officers elected shall also serve as Board members pursuant to these Bylaws.

ARTICLE VIII APPOINTED POSITIONS.

As the needs of the club require the Board may create and dissolve Appointed Positions to perform club functions. The term of office of an Appointed Position shall be until the person resigns or is replaced by the Board.

ARTICLE IX COMMITTEES

Section 1 Standing Committees.

As the needs of the club require the Board may create and dissolve Standing Committees to perform club functions. The Board will appoint a Chairperson for the committee. Each Standing Committee Chairperson is responsible for appointing at least two members to the Committee and giving this list to the Secretary. Each Chairperson will make a quarterly presentation to the Board regarding the current status of activities. An annual report shall be prepared for the annual meeting. The term of office of the Standing Committee Chairperson shall be until the person resigns or is replaced by the Board.

Section 2 Ad Hoc Committees.

As the needs of the club require the President or the Board of Directors may appoint Ad Hoc Committees. Ad Hoc Committees are automatically dismissed after preparing and presenting a final report to the President or the Board.

ARTICLE X - MEETINGS

Section 1 Annual Meeting.

The Annual Meeting of all members shall be held in the November of each year, with the Board selecting the specific date. The President shall ensure that members receive 30 days notice of the meeting date, time and place. The Annual Meeting shall be for the purpose of electing officers, reviewing a report from the President showing the condition of the Club, and for the transaction of such other business as may be brought before the meeting.

Section 2 Special Meetings.

The President, any three elected officers, or 5% of the total membership may call a special meeting of the club with at least one (1) week's prior notice to all members. Business mentioned in the notice of the meeting must be conducted; any other business not requiring membership action may also be considered.

Section 3 Board of Directors Meetings.

Regular Board of Directors meetings will be held quarterly at dates and locations to be determined by the Board. The President shall cause notice of each directors meeting to be given to the board members at least 30 days prior to the meeting.

Section 4 Notice of Meetings.

Notice of all meetings of the members shall be given to each member at the last address of record, by email or by first class mail. Notice for the annual meeting shall be given at least 30 days before the meeting. Special meetings require at least 7 days notice. The notice shall include the date, time, place, and purposes of the meeting.

ARTICLE XI – FINANCES AND RECORDS

The funds of the club shall be deposited in such bank or trust company as the Board of Directors shall designate. The Club shall have at least two approved signatures on file with the bank. The Board of Directors shall make available to the members, the statements, books, minutes, and records at all reasonable times throughout the year.

ARTICLE XII - CONDUCT AND DISCIPLINE

Section 1 General Standards.

The personal conduct of all members of the Club shall be above reproach in regard to any activity that may reflect upon the Club. Any member whose personal conduct directly reflects discredit upon this Club shall be subject to such action as deemed appropriate by the Board of Directors. The Board reserves the right to take further action if deemed necessary, including but not limited to termination of the member's membership in the Club. Any member whose conduct violates these standards shall be subject to being barred from participating in any Club activity.

Section 2 Drugs or alcohol.

Illegal drugs and/or intoxicating beverages will not be permitted nor tolerated during racing competitions and/or during practices. Any member observed acting under the influence of drugs or intoxicants shall be barred from further participation in the regatta, race, or practice scheduled for that day. It will be up to the Board to take further actions if deemed necessary.

Section 3 Disciplinary Action.

Any violation of the above standards or any of the Bylaws of this Club shall render a member subject to disciplinary action at the discretion of the Board of Directors.

ARTICLE XIII - AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted, by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board called for that purpose. Notification of the proposed Bylaw changes will be provided to all members at least 30 days prior to any meeting at which a vote will be taken on such changes.

ARTICLE XIV - 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 the members of the Club in a special meeting called for that purpose.

ARTICLE XV - DISSOLUTION OF CLUB

In the event of dissolution of the Club, the assets shall be given to a recognized non-profit

organization promoting the purpose of this Club, as outlined in Article III. In the event of outstanding debts at the time of dissolution, the liquidation of assets shall be used to satisfy such debts as deemed necessary by the Board of Directors.

ARTICLE XVI - FISCAL YEAR

The Club’s fiscal year shall be January 1 through December 31, or as otherwise determined by the Board.

ARTICLE XVII - Indemnification

The Club shall indemnify its Directors, officers, agents and employees for liability and related expenses to the fullest extent permitted by Washington law.

ARTICLE XVIII – FEES

All fees will be set by the Board of Directors. Any member that is delinquent in dues shall not be allowed to practice, race, or vote. Late fees can be assessed on delinquent accounts at the discretion of the Board. The Board of Directors has the discretion to reduce or waive fees based on need. These requests will be kept confidential.

Section 1 Annual Fee.

There is an annual fee (referred to as annual dues) that covers all yearly club expenses and funds a capital expenditure account for future asset acquisitions.

Section 2 Race Fees.

Race fees shall be paid by the member prior to participating in the race.

As adopted by vote of the members 3/11/2020
Revised 10/29/2020 - To include Lifetime membership