

**BYLAWS OF THE  
NORTHWEST RAFTERS ASSOCIATION**

**THE NORTHWEST RAFTERS ASSOCIATION MISSION  
STATEMENT**

The purpose of the Northwest Rafters Association is to provide recreational boating opportunities on rivers and to promote boating safety and education.

**ARTICLE I**

**Membership**

A. Categories of membership. There shall be two categories of membership in the Corporation, namely,  
individual and family.

1. Individual membership is open to any person expressing an interest in rivers, whitewater boating and the outdoors. Individuals must be 18 years of age or older.

2. Family membership is open to family units (up to two adults and their minor children under age 18) who express an interest in rivers, whitewater boating and the outdoors.

B. Dues. No person may qualify as a member until payment of annual membership dues in the amount  
established from time to time by the Board..

C. Termination: Any membership shall be terminated for the following reasons:

1. Termination by resignation of the member,
2. Termination for nonpayment of dues,
3. Termination by a vote of 2/3 of the Board for conduct inconsistent with the specific purposes of this Corporation and contrary to the best interest of this Corporation. The Board may not terminate a membership without providing the member 30 days notice of a hearing to consider such action. The member will be provided an opportunity for due process and may only removed for just cause. The member being terminated may

appeal the decisions of the Board within 15 days of receiving written notice of the Board's decision. All decisions will be mailed to the member via United States Postal Service through Certified Mail and a Return Receipt.

D. Transfer of membership: Membership shall have no monetary value. Membership shall not be sold, transferred, assigned, pledged, or refunded.

## ARTICLE II

### Meetings of Membership

- A. Annual Meetings: There shall be an annual meeting of the membership during each calendar year to be held at such time and place, as the Board Officers shall determine. Notice of time and place of the meeting shall be transmitted to each member at least thirty (30) days in advance of the annual meeting.
- B. Special Meetings: Special meetings of the members shall be held at the call of the President of the Board, or a majority of the Board members by a demand signed, dated and delivered to the Corporation's secretary. Such demand by the members shall describe the purpose of the meeting.
- C. Quorum. The votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members voting unless these Bylaws or the law provide differently.
- D. Proxy: There shall be no voting by proxy.
- E. Voting. Each [individual] member in good standing, as verified by the membership secretary, shall have one vote on each issue placed before the membership for vote at the annual meeting. Each family vote shall count as one membership vote, regardless of the number of members in the family participating in the Corporation's activities.
- F. Parliamentary Procedure. All business meetings of the membership shall be governed by the  
Parliamentary rules and usage's contained in the current Robert's rules of Order.

## ARTICLE III

### **Board Officers**

A. Board Officers are those members in good standing that are regular or family members of the Corporation. They are members that are voted into office by a majority of the membership.

B. Corporate Powers. The Board Officers shall have general charge and management of the affairs, funds, and property of the Corporation and shall have full power and duty to adopt, amend and repeal bylaws, to make rules and regulations for its own governance and for the governance of committees and for guidance of the officers and management of the affairs of the corporation.. Such rules and regulations shall be consistent with the laws of the State of Oregon and with these Bylaws. The Board Officers will also act as the Editorial Board and establish editorial policy for all Corporate publications.

C. A meeting of the membership will be held at least quarterly.

D. Number, Qualifications and Tenure. The Board Officers shall consist of its officers. Of these officers, the President, Vice-president, Secretary, Treasurer and Communications Officer shall be elected directly by the membership.

E. Quorum and Action. A quorum at a board meeting shall be a majority of the Officers prescribed by the Board, or if no number is prescribed, by a majority of all Officers in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Officers present. Where the law requires a majority vote of Officers in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to

merge, to dissolve, or for other matters, such as is taken by that majority as required by law.

F. Meetings. A meeting of the Board of Officers shall be held at least annually. Other meetings of the

Board may be called by the President or by written request of at least three (3) Officers delivered to

the President. Notice of the time and place of any meetings of the Board shall be given to each Officer at

least (10) days prior thereto, unless a two-thirds (2/3) quorum of the Officers shall be present at the

meeting and shall waive this requirement. Any member may request and receive a copy of the proposed

agenda. All meetings are to be published for public record and minutes will be provided upon request.

G. Special Meetings. Special meetings of the Board Officers shall be held at the time and place to be

determined by the Board of Officers. Notice of such meetings, describing the date, time, place and

purpose of the meeting, shall be delivered to each Officer personally or by telephone or by mail not

less than two days prior to the special meeting.

H. Meetings by Telecommunication. Any regular or special meeting of the Board may be

held by telephone or telecommunications, as long as all Officers can communicate with each other.

I. Vacancies. Vacancies on the Board and newly created board positions will be filled by a

majority vote of the Officers then on the Board of Officers. All vacancies on the Board shall be filled not later than the first regular meeting of the Board following the vacancy.

J. Compensation. Officers shall not receive salaries for their Board services, but may be reimbursed for

expenses related to Board service as determined and authorized by the Board

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K. Removal from Office. Any member of the Board may be removed for just cause by a majority vote of the remaining Officers of the Board taken at a regularly scheduled meeting, provided each Officer has been given at least ten (10) days written notice that such action is to be considered at the meeting.

Resignation from the Board shall be accepted once a written notice has been given the President or Secretary.

L. Parliamentary Procedure. All meetings of the Board of Officers shall be governed by the Parliamentary

Rules and usages contained in the current Robert's Rules of Order.

M. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action

which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting

forth the action to be taken or so taken, shall be signed by all the Officers.

## ARTICLE IV

### **Officers**

Officers are those members in good standing that are either regular or family members of the Corporation, and are elected by a majority of the membership.

A. President. The President shall preside at all meetings of the Board and at the annual

meeting of the membership. The President shall perform all duties incident to the office of President

and those required by the Board. The Chairman shall appoint the (initial) chairpersons of all committees

of the Board, as well as appoint and/or make recommendations for organizational representatives when necessary.

B. Vice-President. The Vice-President shall perform the duties of the President in the event of the absence

of the President, will serve as the chairman of the election committee unless running for office and will perform such duties as may be assigned by the Board.

C. Secretary. The Secretary shall receive and distribute all incoming correspondence.

The Secretary shall have the responsibility of publishing minutes and to send copies to Board

members in a timely manner. Secretary shall keep records of names, addresses and dues

status of all full (individual) members and family members of the Corporation. The Secretary shall also

perform other duties as may be assigned by the Board.

D. Treasurer. The Treasurer shall have general charge and custody of all funds and securities of the

Corporation and shall make written reports of receipts and disbursements as the Board may direct. The

Treasurer shall work with the Secretary on maintaining the status of full (individual)

Members and family members. The Treasurer shall invest and maintain the Corporation's funds in a

manner approved by the Board of Officers and shall keep the

Board Officers advised of the state of the Corporation's finances. The Treasurer shall present a

report to the members at an annual meeting of the membership and shall provide financial reports to the

Board Officers at all regular meetings of the Board, or as may be requested. The treasurer shall

maintain all or any records as required by the State of Oregon or the Federal Government

E. Communications Officer. The Communications Officer is Responsible for publishing the NWRA

newsletter and other publications. That includes activities such as editing, layout of the

newsletter, writing articles for the newsletter, soliciting and coordinating advertising (commercial and

classified ads) and distributing newsletters. The Communications Officer will also follow Editorial

policy set up by the Editorial Board. The Editorial Board is composed of the Board Officers.

F. Confidential Communications Between Board Members: Written or verbal communication, in any form, between Board members shall not be reproduced or forwarded without the express authorization of the Board member generating the correspondence.

## ARTICLE V

### Committees

A. Election Committee. An Election Committee will be jointly selected by the Board of Officers, with the

Vice-President serving as the Chair of the Committee. The Committee will be responsible for

coordinating nominations and elections and counting of the ballots. They will coordinate the mailings

with the Secretary.

1. Schedule of elections: Nominations for the Board Officers shall be made during the

month of November of each even number calendar year and, if possible, shall be submitted to the

the Election Committee by November 15<sup>th</sup> of each even number calendar year.

2. Election Procedures: Nominations will be coordinated by the Election Committee and will provide

an opportunity for all voting members to vote privately for all eligible candidates and issues.

3. Election Committee members: The election committee shall consist of the Vice-President and

Two (2) members of the corporation.

4. Elections for the board of Officers shall be held by electronic ballot.

An electronic ballot with

nominees' names listed for board positions will be sent to the membership as soon as possible after

November 15<sup>th</sup>. Ballots must be returned to the elections committee no later than December 15<sup>th</sup> of

any election year. The names of the election winners for each board position will be sent electronically to the membership by January 15 following the December election.

All new members to the Board shall be installed at the first Board meeting in January of the calendar year. Officers shall thereafter serve from the date of their installation for a period of two (2) years.

President, Secretary, Communications officers will be elected in even years. Vice-president and Treasurer will be elected in odd years.

B. Other Committees. The Board Officers may establish such other committees, as it deems necessary and desirable. Such committees may exercise functions of the Board Officers or may be advisory committees. Committee members need not be on the Board, but there shall be a minimum of one Board member on each committee. Each committee shall select a committee chair, who shall report to the Board at each annual meeting a verbal and written report. All committees are under the direction of the Board Officers.

C. Removal from Committee Membership. The Board Officers shall have the authority, through its own discretion, to remove a member (s) from a committee established by the Board Officers. The member (s) to be removed from a committee shall be notified in writing 15 days before the meeting is held by the Board Officers to take action on the removal of a committee member (s) from a committee. This action shall only be taken after discussion between President and the Committee Chair have taken place to remedy reasons for removal have taken place. The committee



member who is under consideration for removal will have the right to give testimony on his/her behalf at the meeting where the member (s) committee membership is being considered for termination.

## **ARTICLE VI**

### **Fiscal Year Audit and Finance**

A. Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

B. Audit: Upon request of a majority of the Board or upon the request of 10% of the membership an audit or review of the books of the Corporation shall be conducted.

C. Finance: All funds of the Corporation shall be maintained at a bank the Board Officers may from time to time designate. Checks drawn on the Corporations bank account shall require the signature of the Treasurer or such other officers as may be designated by the Board .

## **ARTICLE VII**

### **Amendments**

These bylaws may be amended or repealed and new bylaws adopted by the Board by a majority vote of Officers present if a quorum is present. Prior to the adoption of the amendment, each Officer shall be given at least two days notice of the date, time and place of the meeting at which the purpose of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

## **ARTICLE VIII**

### **Distributions Upon Dissolution**

In the event of the dissolution of the Corporation for any reason, any assets of the Corporation remaining after compliance with Oregon State law shall be distributed to a related purpose, nonprofit fund, foundation or corporation which is operated exclusively for charitable purposes and which has established its tax- exempt status under Section 501 [3] (c) of the Internal Revenue Code of 1986, as amended or as the Board shall determine.

## **ARTICLE IX**

### **Conflict of Interest**

Conflict of Interest: No member of the Board, officer or other person exercising power in the corporation or any of their close relatives can be individually benefited from receipt of grant funds or services. Conflict of interest shall also include any member violating the Corporations mission statement and goals, as well as engaging in conduct which is not in the best interest of the Corporation.

### **Exclusivity of Corporation Properties**

The Name: Northwest Rafters Association, the letters NWRA or any logo representing the Northwest Rafters Association are the exclusive property of the NWRA and cannot be used without the prior permission and consent of the Board of Officers.

The membership directory, and the membership list of the Northwest Rafters Association is the exclusive property of the Board of the Northwest Rafters Association and cannot be used by any member, chapter, or outside entity for any reason other than those consistent with the laws of the State of Oregon and cannot be used without the permission and consent of the Board of Officers. Use or misuse of name, logo, initials and the directory without permission or approval from the Board shall be considered “cause” and grounds for removal from the membership of NWRA.