

Bylaws of Carolina Canoe Club, Inc.

Article I. Organization

Section 1. Name. The name of the Corporation shall be Carolina Canoe Club, Inc. (the “Club”).

Section 2. Purpose. The Club, which is organized under the North Carolina Nonprofit Club Act (NC Corporate ID #0022375), shall operate exclusively as a social and recreational club and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(7) of the Internal Revenue Code or successor provisions.

Net earnings, if any, shall be devoted exclusively to recreational or other nonprofit purposes so as to qualify the Club for any tax exemption under Section 501(c)(7) of the Internal Revenue Code.

Section 3. Mission. Carolina Canoe Club is established 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.

These purposes of the Club are promoted through its education programs, its newsletter *The Paddler* aka *Carolina Paddler*, and the Club website. Directed toward the members, their families and community, these purposes are further developed through conferences, committees, projects, and programs, and are governed and qualified by the basic policies set forth in Article III.

Article II. Offices

Section 1. Principal Office. The principal office of the Club shall be located at such location designated by the Board of Directors.

Section 2. Registered Office. The registered office of the Club required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Club may have offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may designate or as the affairs of the Club may require from time to time.

Section 4. Mailing Address. The principal mailing address of the Club shall be Post Office Box 12932, Raleigh North Carolina 27605.

Article III. Basic Policies

Section 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.

Section 2. The Club shall cooperate with other similar organizations to support the preservation and improvement of navigable waterways and water safety.

Section 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, Section 7 except as specified in Article III, Section 4 and Section 5.

Section 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, Section 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, Section 7.

Section 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 Article III, Section 7, 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, Section 7.

Section 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.

Section 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, Section 1 shall constitute a quorum for the transaction of business of the Club.

Article IV. Members

Section 1. Classification and Qualification of Members. The Club will have one class of members. Each membership shall be entitled to only one vote.

Section 2. Eligibility for Membership. Membership in the Club shall be available to any interested person without regard to race, color, creed, sex, or national origin.

Section 3. Admission to Membership. 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. Persons residing in the same residence are also eligible to participate fully in all functions and activities.

Section 4. Membership Fee. 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 two-thirds of members' votes cast during a designated Voting Period.

Section 5. Number of Members. There is no limit on the number of members.

Section 6. Termination of Membership. The Club may terminate the membership of any individual by a two-thirds majority vote of the Board and a refund of the membership dues. The individual whose membership was terminated may apply for re-admission beginning two years after the termination became effective by submitting a written request to the Board of Directors. Readmission requires a two-thirds majority vote of the Board. Termination of the membership will withdraw membership privileges for any and all parties under a household membership. Parties that have had their membership withdrawn due to such a termination, but have not had their membership terminated, may purchase a new membership using the standard application process.

Section 7. Membership Benefits. Membership in the Club shall entitle each member to participate fully in all Club functions and activities. Members may bring guests to events other than the Week of Rivers, to allow guests to learn more about the Club and consider if they want to join.

Article V. Meetings of Members

Section 1. Place. Meetings of members will be held at any location within the State of North Carolina that may be designated from time to time by the Board of Directors.

Section 2. Regular Meetings. The members will meet at least four times per year. There will be two physical meetings and two electronic meetings. Physical meetings: one physical meeting shall be held on a date during the Week of Rivers to be scheduled by the Board of Directors, and the second shall be on the first full weekend of December. Electronic meetings: one electronic meeting shall be held in the spring, with a second in the fall, with dates to be scheduled by the Board of Directors. Electronic meetings shall be conducted electronically by a remote viewing platform or in an electronic discussion forum, with members allowed to view or participate in the discussions.

Meetings can be scheduled as physical or electronic by a majority vote of the Board of Directors.

Section 3. Notice for Regular Meetings. The time and place of regular meetings will be announced at least fifteen days prior to the meeting pursuant to the provisions of Article III, Section 1 unless otherwise provided by the Board of Directors.

Section 4. Special Meetings. Meetings can be scheduled as physical or electronic by a majority vote of the Board of Directors.

Section 5. Notice for Special Meetings. The time and place of special meetings will be announced at least fifteen days prior to the special meeting. Only matters that are included in the notice are permitted to be voted on during special meetings, unless at least one-third (33%) of members attend such meeting.

Section 6. Quorum. A quorum at any meeting of members consists of ten members participating in person or by proxy.

Section 7. Week of Rivers. 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. 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 or their appointed representative.

Section 8. Membership Voting. Members shall vote to elect Officers of the Club and members of the Board of Directors. Members shall also vote to approve the Board of Directors' proposed budget by majority vote.

Article VI. Officers

Section 1. Officers. The Officers of the Club shall consist of the President, Cruise Chair, Secretary-Treasurer, Education Chair, Safety Chair, Conservation Chair, Membership Chair, Webmaster, and a Member-at-Large. Other Officers, including vice presidents, assistant secretaries, or assistant treasurers, may from time to time be elected by the members.

Section 2. Elections. Officer elections shall be held via electronic ballot available to members on the Club's website. The electronic ballot will be accessible for a minimum of 15 days (the "**Voting Period**"). The Voting Period shall occur at any point between November 1 and the December meeting and shall be announced no fewer than 15 days in advance of its commencement. The candidate for each Officer position who receives the most votes shall be elected to that office. The Webmaster shall be appointed by the Board and is subject to the removal procedures set forth in Section 5 below.

Section 3. Nomination Committee. There shall be a nomination committee comprised of three members, one of whom shall be selected by the Members 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 the Board (see Article V, Section 6).

The nominating committee shall nominate at least one eligible person for each office to be filled and report its nominees in the Club's website 15 days prior to the commencement of the Voting Period. 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 Webmaster. Names will be accepted until the day before the end of the Voting Period.

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

Section 4. Terms. The Officers shall assume their official duties following the close of the annual meeting in December in the year they are elected. The Member-at-Large shall serve no more than two consecutive terms. Each Officer shall hold office until his or her death, resignation, retirement, removal, or disqualification or until his or her successor has been elected and qualified.

Section 5. Removal. Any Officer elected by the Members or appointed by the Board may be removed by a two-third majority vote of Directors then in office whenever, in the Board's judgment, the best interests of the Club will be served thereby.

Section 6. Vacancies. Any Officer vacancy shall be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. An Officer chosen by the Board to fill a vacancy shall hold that position for the unexpired term of his or her predecessor in office.

Section 7. Resignation. Any Officer may resign at any time by giving written notice to the Board. Resignation shall take effect on such date as the Officer may specify in such notice unless such Officer's resignation reduces the number of Officers to fewer than three, in which case such resignation shall become effective only upon the appointment and qualification of a successor Officer.

Section 8. Compensation. Officers shall serve without compensation with the exception that actual travel and lodging expenses incurred in the furtherance of the Club's business may be reimbursed with documentation and prior approval by the Board. This section shall not preclude Officers from serving the Club in other capacities nor shall it preclude Officers from receiving compensation for such other services including receiving compensation as Members of the Club. Before these other services can be performed, they must be approved by the Board and comply with the Club's conflict of interest policy.

Section 9. President. The President shall:

- (a) preside at all meetings of the Club and of the Board of Directors at which they shall 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; and
- (b) serve, ex officio, as a member of the Board of Directors.

Section 10. Cruise Chair. The Cruise Chair shall:

- (a) perform the duties of the President in the absence or inability of the officer to act;
- (b) 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; and
- (c) serve, ex officio, as a member of the Board of Directors.

Section 11. Secretary-Treasurer. The Secretary-Treasurer shall:

- (a) record the minutes of all meetings of the Club and of the Board of Directors;
- (b) route correspondence received by the Club to the appropriate Club officers;
- (c) keep a full and accurate account of the receipts and expenditures;
- (d) make disbursements in accordance with the approved budget, as authorized by the Board of Directors;
- (e) present a financial statement at every meeting of the Club and at other times when requested by the Board of Directors;
- (f) make a full report for the maintenance of such book of account and records in conformance with the requirements of the Bylaws; and
- (g) serve, ex officio, as a member of the Board of Directors.

Section 12. Safety Chair. The Safety Chair shall:

- (a) 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;
- (b) select instructors and/or safety boaters in accordance with ACA guidelines; and
- (c) serve, ex officio, as a member of the Board of Directors.

Section 13. Education Chair. The Education Chair shall:

- (a) plan and develop activities of an educational nature, which promote development, and improvement of paddling skills for Club members.
- (b) at their discretion, acquire and distribute educational materials (such as pamphlets, films, slides, videos) to achieve the goals of this office;
- (c) select instructors and/or safety boaters in accordance with ACA guidelines; and
- (d) serve, ex officio, as a member of the Board of Directors.

Section 14. Conservation Chair. The Conservation Chair shall:

- (a) plan and develop activities of a conservation nature and investigate current development affecting natural resources and advise the membership;
- (b) propose group action to oppose physical or political obstruction to the usage of navigable waters and wilderness areas; and
- (c) serve, ex officio, as a member of the Board of Directors.

Section 15. Membership Chair. The Membership Chair shall:

- (a) collect dues and keep appropriate membership records;
- (b) 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 members; and
- (c) serve, ex officio, as a member of the Board of Directors.

Section 16. Member-at-Large. The Member-at-Large shall:

- (a) serve as a liaison between the Membership and the Board of Directors, serving as a conduit for suggestions, complaints, and concerns; keeping the sources anonymous when possible; and
- (b) serve, ex officio, as a member of the Board of Directors.

Section 17. Webmaster. The Webmaster shall:

- (a) serve as an administrator of the Club's website and assist the Board of Directors and members with Internet-based activities related to the Club; and
- (b) serve, ex officio, as a member of the Board of Directors.

Section 18. 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

Section 1. Duties and Authority. The Board of Directors (the “Board”) shall have control and management of the affairs and business of the Club. The Board shall have all of the legal and professional duties allowed under the laws of the State of North Carolina. All Directors must respond to communications from the Club within a reasonable amount of time. The Board shall make such rules and regulations governing its meetings as it may deem necessary.

Section 2. Number and Qualifications. For convenience, in these Bylaws the members of the Board are referred to as “**Directors.**” Directors shall hold their position on the Board by virtue of their position as an Officer, except for the Outgoing President. Directors need not be residents of the State of North Carolina.

Section 3. Outgoing President. The President replaced by a new incoming President shall be known as the (“**Outgoing President**”). The Outgoing President will vote only in the event of a tie.

Section 4. Elections. See Article VI Sections 2 and 3.

Section 5. Terms. See Article VI Section 4.

Section 6. Removal. See Article VI Section 5.

Section 7. Vacancies. See Article VI Section 6.

Section 8. Resignation. See Article VI Section 7.

Section 9. Compensation. Directors shall serve without compensation with the exception that actual travel and lodging expenses incurred in the furtherance of the Club’s business may be reimbursed with documentation and prior approval by the Board. This section shall not preclude Directors from serving the Club in other capacities nor shall it preclude Directors from receiving compensation for such other services including receiving compensation as Members of the Club. Before these other services can be performed, they must be approved by the Board and comply with the Club’s conflict of interest policy.

Section 10. Duties of the Board. The duties of the Board of Directors shall be:

- (a) To develop a proposed annual budget for the Club, to be published in the website in time to be reviewed and voted on by the membership in the first calendar quarter of the year by means described in Article III, Section 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 a member auditing committee, on a regular cycle, to audit the Club's financial statements and produce a report documenting the accuracy of the statements. The audit shall be conducted at least two months before the annual meeting and the results will be reported during the annual meeting by a member of the auditing committee or the Treasurer.
- (f) To approve routine bills within the limits of the budget.
- (g) To approve any expenses that exceed 115% of the budget after a two-thirds majority vote.
- (h) To approve use of any significant assets outside of the budget after a two-thirds majority vote.
- (i) To create necessary staff positions, to appoint staff positions by a two-thirds 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 ten days prior to Board action on the Club's web site.

Article VIII. Meetings of the Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board shall be held at least four times per year at a date, time, and place chosen by the Directors.

Section 2. Notice of Regular Meetings. The Secretary-Treasurer shall send notice of the time and place of the regular meetings to all Directors. Notice shall be sent at least ten calendar days in advance of the meeting and include the agenda for the meeting.

Section 3. Special Meetings. The President or any two Directors may call a special meeting whenever they deem it to be in the best interests of the Club.

Section 4. Notice of Special Meetings. Notice of a special meeting shall be sent to each Director at least three calendar days in advance of the scheduled time of the special meeting. Such notice shall state the reason for the meeting, the business to be transacted at the meeting, the time and place of the meeting, and the name of the Director or Directors who called the meeting. No other business but that specified in the notice shall be conducted at the special meeting unless by unanimous consent of all Directors present at the meeting.

Section 5. Waiver of Notice. Any Director may waive notice of any meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. A Director's attendance at a meeting shall constitute waiver of notice of such meeting, except if a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. The presence of a majority (51%) of the Directors shall constitute a quorum and be necessary to conduct the business of the Club.

Section 7. Alternatives to Meeting. Any Director may participate in, and be regarded as present at, any Board meeting by means of conference telephone, video conference, or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 8. Action Without a Meeting. The Board may act without a meeting with the signed written consent of every Director of the Club. A Director's express consent by email shall constitute his or her signed written consent to the action of the Board. Any action approved in such manner shall be included in the next meeting minutes or filed within the corporate records.

Article IX. Voting By Directors

Section 1. Manner of Acting. Except as otherwise provided in these Bylaws, the act of two-thirds (66%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 2. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action unless his or her contrary vote or abstention is recorded or his or her dissent is otherwise entered into the minutes.

Section 3. Manner of Voting. At all meetings, except for the election of Officers and Directors, all votes shall be by voice unless a two-thirds (2/3) majority of the Directors request that a vote be taken by anonymous written ballot. Each Director shall have one vote and voting may not be done by proxy.

Section 4. Matters that Require A Majority of Directors in Office. The following matters shall require a two-thirds (2/3) majority vote of all Directors then in office: (1) dissolution of the Club; (2) changes to these Bylaws; (3) election of a Director or Officer; (4) removal of a Director or Officer.

Article X. Other Provisions

Section 1. Indemnification. The Club shall indemnify its Officers and Directors as provided by Parts 52 and 56 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such Officers and Directors shall be deemed to have relied upon these Bylaws.

Section 2. Amendments. These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of a majority of the members' votes at a regular or special meeting or designated voting period, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken along with a verbatim copy of the change to be considered.

Section 3. Seal. The seal of the Club shall be as shown in the following impression:



This document was last revised on Oct. 18, 2023. The revision was approved by membership vote on Nov 18, 2023.

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 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.

11/4/14 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.

10/16/20 The Club approved changes to permit changing meetings to/from electronic format(s), permitting the Board to cancel events, to respond in an emergency (with not enough time for a vote), and require a 2/3 vote of the Board in cases not covered otherwise.

11/18/23 Revised to include NC legal requirements and more modern document structure/language based on recommendation from a UNC law student review.