

# **BYLAWS OF KANSAS CANOE ASSOCIATION**

## **Article I RECORDS AND SEAL**

### **Section 1. RECORDS.**

The KCA, also known as the Kansas Canoe and Kayak Association or KCKA, shall keep accurate and complete records of accounts, to include minutes of the proceedings of its Board of Directors and members; and shall keep, at its principle office, a record of the names and addresses of its Board of Directors and its members.

### **Section 2. SEAL.**

The KCA shall have no corporate seal.

## **Article II GENERAL PROVISIONS**

### **Section 1. FISCAL YEAR.**

The fiscal year of the KCA shall begin on January 1<sup>st</sup> and end on the 31<sup>st</sup> day of December each year.

### **Section 2. BANKING AUTHORITY.**

The Board of Directors shall, from time to time, determine the rules and regulations governing the banking authority, safe deposit boxes, escrow custody safe-keeping, and agency deposits or accounts of the KCA.

### **Section 3. VOTING.**

At any meeting of the Board of Directors or Meeting of the Membership the voting upon any matter or question shall be by oral vote or hand count in a manner as to determine the outcome of the vote.

However, at any meeting of the Board of Directors or Meeting of the Membership any person who is entitled to vote may make a motion for a secret written ballot on any specific item of business. Upon such motion for a secret ballot being duly seconded and carried by the majority of those entitled to vote, the vote on that previously specified item of business shall be by written, secret ballot, and shall be tallied by the Secretary or other such person duly appointed by the meeting Chairperson.

Voting by proxy is not allowed.

### **Section 4. LOANS TO MEMBERS, OFFICERS AND DIRECTORS.**

The KCA shall not loan money to any Member, Officer or Director.

### **Section 5. FINANCE.**

The KCA shall be a not-for-profit corporation. Dues and other assessments shall be for the defrayment of KCA expenses and funding KCA projects. Annual dues shall be established by the Board of Directors.

## **Article III**

### **MEMBERS AND MEMBERSHIP**

#### **Section 1. GENERAL.**

Membership is open to all persons and organizations who support the purposes of the KCA and accept the KCA Outdoor code.

#### **Section 2. MEMBERSHIP APPLICATION.**

Membership may be obtained by completion of a membership application form and payment of dues to the KCA Treasurer.

#### **Section 3. CLASSES OF MEMBERSHIPS.**

There shall be four (4) classes of membership in the KCA. They are:

1. **Active Member.** Active Members of the KCA shall include all individuals and families who have made application for membership and have paid dues as required. Each active membership is entitled to one vote on all matters submitted to a vote of the Members of the KCA pursuant to these Bylaws or the laws of the State of Kansas. Families may be represented by one or more active memberships. Dues shall be set by the Board of Directors.
2. **Associate Member.** Associate Members of the KCA shall include any business or other organization that supports the purposes and goals of the KCA. Associate Members are entitled to one vote per membership. Dues shall be set by the Board of Directors. Associate membership includes an ad on the website and an ad or a mention in any mail, email or printed material sent out to members.
3. **Life Member.** Life Membership in the KCA shall be conferred upon all persons qualifying for another class of membership upon the payment of a minimum one-time contribution as determined by the Board of Directors (currently \$200) to the KCA. Life Members shall be entitled to all the rights and privileges conferred to the class of membership they would otherwise be assigned.
4. **Honorary Member.** Honorary, Lifetime, Membership may be conferred, by a two-thirds majority vote of the Board of Directors, upon those persons who have made outstanding contributions toward achievement of the purposes of the KCA. Honorary Members shall have all the rights and privileges of an active member.

#### **Section 4. REMOVAL OF MEMBERS OF THE KCA.**

The Board of directors may, upon recommendation by the Internal Affairs committee, remove from membership any KCA Member deemed to have seriously violated the Outdoor Code, to have misconducted themselves or to have otherwise caused injury to the KCA. A majority vote of the entire Board of Directors is required to cancel membership. The President shall send a letter clearly stating reasons for cancellation to each Member affected. Each member shall have the right to Board review of a written appeal submitted to the Board of Directors within thirty (30) days of the notice of cancellation.

## Section 5. DUES.

A regular annual membership shall run from the day that a new (or rejoining) member's application and payment are received to the last day of that same month the following year. Any members whose dues are not paid within 60 days of their membership expiration date shall have their membership terminated and their names shall be removed from the membership directory and active mailing lists. Membership for delinquent Members may be reinstated by payment of current dues.

## Section 6. MEETINGS OF THE MEMBERSHIP OF KCA.

### Sub-Section A. PRESIDING OFFICER AND ORDER OF BUSINESS

Meetings of the Membership shall be presided over by the President, in his/her absence, by the President-Elect. If both the President and the President-Elect are absent, a chairperson may be chosen from the Board members present by a majority of the Memberships present. If the Secretary is not present, the chairperson may choose a person from those Board members present to act as secretary at that meeting. The order of business at any Meeting of the Members shall be determined by the Presiding Officer. The

### Sub-Section B. VOTING RIGHTS.

Each Membership shall have one (1) vote on all matters coming before any meeting of membership.

### Sub-Section C. ANNUAL MEETING OF THE MEMBERSHIP.

The Annual Meeting of the Membership shall be held:

- a) *Time* The meeting shall be held in January or February
- b) *Place* The President shall designate a location and time for the meeting. The location must be within the state of Kansas
- c) *Notice* Notice Written notice stating the place, day and hour of the meeting shall be delivered in either of the following methods:
  - 1) By mail not less than ten (10) days, nor more than thirty (30) days before the date of the meeting. If mailed, said notice shall be deemed delivered when deposited in the United States mail, addressed to the Member at his, or her, address as it appears in the records of the KCA, with postage applied
  - 2) by e-mail not less than ten (10) days, nor more than thirty (30) days before the date of the meeting
  - 3) by publishing the place, day and hour of the meeting in an issue of the KCA's newsletter, said issue to be mailed in either the month of October, November or December preceding the meeting.

- c) *Quorum* A quorum shall be constituted by attendance of at least one member.

### Sub-Section D. SPECIAL MEETINGS OF THE MEMBERSHIP.

Special Meetings of the Membership may be called for any purpose provided that purpose is lawful and authorized under these Bylaws. A majority of all of the entire Board of Directors may call a Special Meeting of the Membership for any purpose. The President shall call a special meeting at the request of ten percent (10%) or more of the Members of the KCA.

- a) *Time* The meeting shall be held within sixty (60) days of the request.
- b) *Place* The President shall designate a location and time for the meeting. The location must be within state of Kansas.
- c) *Notice* Written notice stating the place, day hour and purpose of the meeting shall be delivered in either of the following two methods: 1)By mail not less than ten (10) days, nor more than thirty (30) days before the date of the meeting. If mailed, said notice shall be deemed delivered when deposited in the United States mail, addressed to the Member at his, or her, address as it appears in the records of the KCA, with postage applied; or 2) by publishing the place, day and hour of the meeting in an issue of the KCA's newsletter, said issue to be mailed not less than ten (10) days, nor more than thirty (45) days before the date of the meeting
- d) *Quorum* A quorum shall be constituted by attendance of at least ten percent (10%) of the members on the membership roll at the time of the meeting notice.

## Section 7. POWERS AND DUTIES OF THE MEMBERSHIP.

In addition to the other powers and duties enumerated above, the membership of the KCA, through the annual and any special meetings of Membership, shall determine the overall policies of the KCA.

## Article IV BOARD OF DIRECTORS

### Section 1. GENERAL.

The property and affairs of the KCA shall be managed by its governing body, the Board of Directors. The Board of Directors is vested with unlimited powers and authorities except as may be expressly limited by law, the Articles of Incorporation or by these Bylaws.

#### Sub-Section A. THE BOARD OF DIRECTORS SHALL:

- (1) Supervise, control, direct and manage the property, affairs and activities of the KCA.
- (2) Determine the specific policies of the KCA.
- (3) Do all lawful things for and on behalf of the KCA.
- (4) Exercise all of its powers, privileges or franchises.
- (5) Seek the effectuation of its goals and purposes.

**Sub-Section B. THE BOARD OF DIRECTORS SHALL NOT:**

- (1) Authorize or commit the KCA to engage in any activity not permitted by these Bylaws, The Articles of Incorporation or by a Not-for-profit corporation organized under the laws of the State of Kansas.
- (2) Use any of the powers of the KCA to carry on any activities detrimental to the purposes of the KCA.
- (3) Use income or property of the KCA except for such charitable, educational and recreational purposes as the Board of Directors may deem advisable.

**Section 2. NUMBER, TERM AND SELECTION OF DIRECTORS.**

The number of directors of the KCA shall be not less than three (3) nor more than seventeen (17).

The term of each director shall be determined by the term of the office, committee chair, or elected term held by that director.

Directors of the KCA shall be:

- The President of the KCA.
- The President-Elect of the KCA.
- The Immediate Past-President of the KCA.
- The Secretary of the KCA.
- The Treasurer of the KCA.
- The Chairperson of each Standing Committee identified in Section 1 of Article VII, providing that the addition of such a director does not cause the total of directors to be more than 17.
- The Representative of each Chapter as described in Section 3 of Article VI, providing that the addition of such a director does not cause the total of directors to be more than 17.

A KCA member is allowed to hold multiple positions as an Officer, Standing Committee Chairperson or Chapter Representative.

**Section 3. RESIGNATION.**

Any director may resign at any time by giving written notice to the Secretary or President of the KCA. Such resignation shall take effect at the time specified. Unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective. Any resignation by a director is also a resignation of the office or chairpersonship held by that person.

**Section 4. REMOVAL OF DIRECTORS.**

Any Director may be removed from the Board of Directors at any regular, annual or special meeting of the Board of Directors, by a two-thirds vote of all of the entire Board of Directors. Directors removed from the Board of Directors in this manner, except those serving as a Chapter Representative, are also deemed removed from any and all officer positions and/or Committee Chairperson positions, whether elected or appointed. Any director who is absent from two or more consecutive meetings of the Board of Directors may be removed unless the reason for such absence has been approved by a majority of the Board of Directors present at any meeting in

which the issue is raised. No director may be removed from the Board of Directors except for neglect of duty, misconduct, serious violations of the Outdoor Code, actions detrimental to the KCA as determined by the Board of Directors or for excessive absences.

## Section 5. VACANCIES.

Vacancies shall be filled by Presidential appointment with the approval of the Board of Directors. A vacant director position shall be filled for its unexpired term. If both President and President-Elect should become vacant, the position shall be filled by majority vote of the Board of Directors. A vacant position of Immediate Past-President shall not be filled. The filling of a vacant position shall be also deemed to fill the associated officer position.

If a vacancy should occur during any regular, special or annual meeting of the Board of Directors, the vacancy may be filled by the affirmative vote of a majority of the remaining directors regardless if it is less than a quorum of the Board of Directors, unless otherwise provided for by law. Any director elected to fill a vacancy shall be elected for the unexpired term.

## Section 6. MEETINGS OF THE BOARD OF DIRECTORS

### Sub-Section A. LOCATION OF MEETINGS.

With the exception of the Annual Board Meeting, all meetings of the Board of Directors shall be held at such time and place as designated by the President with approval by poll or vote of at least one-half of the entire Board of Directors. Any meeting to be held outside the state of Kansas must have approval by poll or vote of at least two-thirds of the entire Board of Directors. The President may use any combination of mail, electronic mail, telephone, or personal meetings to poll the Board of Directors if such meeting time and place is not established during any meeting of the Board of Directors.

### Sub-Section B. QUORUM.

A quorum at any meeting of the Board of Directors shall consist of a majority of all the directors. Where a quorum is present, the directors present at a duly organized meeting may continue to transact business until adjournment or until such time that a quorum is no longer present. In the absence of a quorum, those present may adjourn the meeting to a future date and place

### Sub-Section C. VOTING.

Each director shall be entitled to one vote on all questions coming before the meeting. If any person should concurrently hold more than one position listed in Section 2 of Article IV that entitles them to be a member of the Board of Directors, that person shall still be entitled to only one vote, not multiple votes.

### Sub-Section D. ANNUAL BOARD MEETING.

The Board of Directors shall hold an Annual Board Meeting each year. This meeting shall be held on the same date and in the same place as the Annual Meeting of the Membership required in Sub-Section C, Section 6 of Article III. Since these two meetings shall be always held in such manner, for members of the Board of Directors, a notice of the Annual Meeting of the Membership will be also deemed as a notice of the Annual Meeting of the Board of Directors, though the meeting of the Board of Directors need not be mentioned in said notice. If a quorum is not present the President, shall designate the alternate time and location of the Annual Board Meeting. Any KCA

member is welcome to attend this meeting.

#### **Sub Section E. REGULAR BOARD MEETING.**

The Regular Meeting of the Board of Directors shall be held in a season opposite to the Annual Board Meeting. Written notice of each Regular Board Meeting stating the place, day, and hour of the meeting shall be mailed or delivered, to each director at least ten (10) days before the meeting is to be held. If mailed, such notice shall be deemed delivered when deposited in the United States mail, with postage thereon, addressed to the director at his or her address as it appears in the records of the KCA. Notice of the Regular Board Meeting may also be accomplished by publishing such notice in the last KCA newsletter to be mailed before the meeting, providing such newsletter is mailed at least ten (10) days before the meeting is to be held. Directors may also receive notification by email or telephone if they have so notified the President that they will accept such notification of Meetings of the Board of Directors. Any KCA member is welcome to attend this meeting.

#### **Sub-Section F. SPECIAL BOARD MEETINGS.**

Special Meetings of the Board of Directors may be called at any time by the President or President-Elect, or upon the request of a majority of the entire Board of Directors. Written notice of each Special Board Meeting stating the place, day, hour and purpose of the meeting shall be mailed or delivered, to each director at least ten (10) days before the meeting is to be held. If mailed, such notice shall be deemed delivered when deposited in the United States mail, with postage thereon, addressed to the director at his or her address as it appears in the records of the KCA. Notice of a Special Board Meeting may also be accomplished by publishing such notice in the last KCA newsletter to be mailed before the meeting, providing such newsletter is mailed at least ten (10) days before the meeting is to be held. Directors may also receive notification by email or telephone if they have so notified the President that they will accept such notification of Meetings of the Board of Directors.

The Board of Directors may hold meetings Special Meetings of the Board of Directors by means of phone conferencing, audio conferencing, audio & video conferencing, electronic mail, or other means deemed acceptable by the at least three-fourths of the entire Board or Directors. The Annual Board Meeting and the Regular Board Meeting shall not be held in this manner.

### **Section 5. COMPENSATION.**

Directors shall not receive any compensation or salary whatsoever for their services as such. Expenses incurred pursuant to their duties, if any may be allowed by resolution of the directors. Nothing in this section shall be construed to preclude any director serving the KCA in any other capacity and receiving compensation therefore.

## **Article V OFFICERS**

### **Section 1. NUMBER AND SELECTION.**

The officers of the KCA shall be a President, President-Elect, Secretary, Treasurer and the Immediate Past-President

The President-Elect shall be elected by ballot not later than the last quarter of each year. The President-Elect shall serve as President Elect until the end of the term of the President which he will succeed. The Secretary and the Treasurer shall be appointed to their offices by the President-Elect and shall take office at the beginning of fiscal year, subject to approval by the current Board of Directors. The immediate Past-President shall be retained as an officer for the period immediately following his tenure as President and until the end of the term of the President who replaced him.

The Board of directors may from time to time create such other offices or assistant offices as may be deemed necessary, however, these officers will not be members of the Board of Directors. Said other offices shall be filled either by 1) appointment by the President with approval of the Board of Directors or 2) elected by the membership at large at the Annual Meeting of the Membership or at a Special Meeting of the Membership.

## Section 2. TERM OF OFFICE.

All officers shall serve the term of one year, or portion of the remaining Fiscal Year in which they were appointed or elected.

## Section 3. RESIGNATION.

Any officer may resign at any time by giving written notice to the Secretary or President of the KCA. Such resignation shall take effect at the time specified. Unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective. Any resignation by an officer is also a resignation of any associated membership position on the Board of Directors, or any associated chairpersonship held by that person.

## Section 4. REMOVAL.

For removal of officers who are also members of the Board of Directors, Section 4 of Article IV, REMOVAL OF DIRECTORS shall apply. Other officers may be removed by two-thirds vote of the Board of Directors at any regular, annual, or special meeting of the Board of Directors for any reason.

## Section 5. VACANCIES.

For filling officer positions who are also members of the Board of Directors, Section 4 of Article IV, VACANCIES, shall apply. Non-director officer positions may be filled by appointment by the President with approval of the Board of Directors for the unexpired portion of the term.

## Section 6. DUTIES OF OFFICERS.

- a. **PRESIDENT.** The President shall preside at all meetings of the members and of the Board of directors. He or she shall serve as an ex-officio member of all committees and shall have the power to call meetings of the members under provisions of the Bylaws. The President may call meetings of the Board of directors subject to the provisions of these Bylaws, and shall appoint the standing committees of the KCA except as otherwise provided by these Bylaws. In addition, he or she shall have all other powers, duties and responsibilities which may be delegated to that office by the Board of Directors. When presiding at any Board of Directors meeting or Membership Meeting, the president shall only vote when necessary to break a tie vote. The President shall submit a report on the activities of the KCA and its committees at the Annual Membership Meeting.



- b. **PRESIDENT-ELECT.** The President-Elect shall work with and at the direction of the President in governing the KCA. The President-Elect shall preside at all meetings in the absence of the President. In the event of the death or incapacitation of the President, the President-Elect shall exercise all the powers and duties granted to the President therein. The President-Elect shall at all times serve as an ex-officio member of all committees and shall have such other powers, duties, and responsibilities as may be delegated to him or her by the Board of Directors and/or the President.
- c. **IMMEDIATE PAST-PRESIDENT.** The Immediate Past-President may work with and at the direction of the President and the Board of Directors in achieving the goals and objectives of the KCA. He or she shall have such other duties and responsibilities as may be delegated to him or her by the Board of Directors and/or the President.
- d. **SECRETARY.** The secretary shall be responsible for keeping the business records of the KCA, attending to such correspondence as may be assigned by the president and/or Board of Directors, keep minutes of all Membership and Directors meetings and shall have such other duties and responsibilities as may be delegated to him or her by the President and/or the Board of Directors.
- e. **TREASURER.** The Treasurer shall receive and hold all funds of the KCA and shall disburse funds only as authorized by the President and/or Board of Directors, and shall have such other duties and responsibilities as may be delegated to him or her by the President and/or Board of Directors. Disbursements of funds equal to or greater than \$500 must be approved by a majority of the Board of Directors.

## **Article VI**

### **CHAPTERS**

#### **Section 1. GENERAL.**

The KCA shall have sub-units known as Chapters. These Chapters shall exist either in the form of local boating clubs (e.g. Wichita Chapter) or as statewide special interest groups (e.g. Kayak Chapter). All members of a Chapter must also be a member of the KCA. These Chapters shall not be a fully incorporated organization.

#### **Section 2. MEMBERSHIPS.**

KCA members may also choose membership in a chapter sub-unit. Chapter dues are paid directly to the KCA Treasurer. Membership in a specific Chapter is accomplished by indicating that affiliation when applying for membership in the KCA or by notifying the KCA Treasurer and paying appropriate chapter dues if required. Life membership conferred upon a member in the KCA shall also be granted life membership in their Chapter affiliations

#### **Section 3. LEADERSHIP.**

The KCA allows each Chapter to name an individual to serve on the Board of Directors of the KCA. How this individual or other internal, leaders are chosen is entirely up to the discretion of the Chapter.

#### **Section 4. FUNDING.**

Chapters may conduct fund raising activities for either their own benefit or for the KCA's benefit. This could include chapter dues in addition to the KCA dues.

## Section 5. ACTIVITIES.

Outside of the annual Chapter meeting required by the KCA, the activities of the Local Chapter are unrestricted as long as they are not in conflict with the Bylaws of the KCA. Some obvious activities would be local and out of state floats, potluck dinners, slide nights, boating clinics, etc.

## Article VII COMMITTEES

### Section 1. STANDING COMMITTEES.

There are seven (7) standing committees based on need and interest of the organization with the chairpersons appointed to serve one-year terms by the President-Elect. Such appointments are subject to approval of the current Board of Directors. Such appointments are effective at the beginning of the fiscal year, the date at which the President-Elect would become President. During their terms, these chairpersons shall also be deemed to be members of the Board of Directors of the KCA. These committees and their responsibilities are:

1. **LEGISLATIVE.** This committee shall develop and pursue a plan-of-action to promote the best legislative and other legal methods to support and achieve the purposes of the KCA. This committee will keep the KCA, through the Board of Directors, informed of legislation that may have bearing on the KCA and its goals.
2. **CONSERVATION.** This committee shall develop and pursue conservation projects and programs that support the purposes of the KCA.
3. **CANOE TRAILS.** This committee shall develop and promote canoe trails and associated guides on both public and private waterways to support the purposes of the KCA.
4. **ACTIVITIES.** This committee shall organize and be responsible for trips and other events, both regular and special, that support the purposes of the KCA.
5. **SAFETY / EDUCATION COMMITTEE.** This committee shall both develop and promote activities related to paddling safety. It shall further develop and promote educational activities that both serve the interests of the club membership and lead to a favorable public image.
6. **INTERNAL AFFAIRS.** This committee shall develop and maintain those awards, items and other projects necessary to promote the KCA among its Members. It shall also investigate violations of the Outdoor Code by members of the KCA and report its findings and recommendations to the Board of Directors.
7. **NEWSLETTER.** This committee shall publish and distribute to the membership, a newsletter. The publishing schedule shall be determined by the Newsletter Editor, who is the Chairperson of this committee, with the approval of the Board of Directors.
8. **TECHNOLOGY.** This committee shall coordinate, maintain and support all technologies that are being utilized by the KCA. This would include such things as the Webmaster for the KCA Web Page. These technologies should be maintained in accordance with the direction of the Board of Directors of the KCA.

Standing committee chairpersons shall report their committee activities at the Board of Director Meetings and the Annual Meeting of the Membership. Sub-committees may be appointed by

committee chairpersons as needed to support the standing committees. The chairperson of each sub-committee shall be a member of the standing committee

## **Section 2. NOMINATION COMMITTEE.**

A nominating committee shall be appointed by the Board of Directors at least three (3) months before the annual election. This committee shall recommend nominees for President-Elect and may assist the Board of Directors by recommending committee chairpersons. The nominating committee shall secure consent from each nominee before he or she is recommended for nomination. At the close of the nominating committee report, nominations from the floor shall be accepted. Persons appointed to the Nominating Committee are not entitled to membership on the Board of Directors by appointment to the Committee

## **Section 3. TEMPORARY COMMITTEES.**

Temporary Committees and their members are appointed by the President with the approval of the Board of Directors. Temporary Committees may be appointed and dissolved as the President and the Board of Directors deem necessary. Membership, including the chairperson, on Temporary Committees or removal of membership on Temporary Committees, may be done at any time for any reason by the President with the approval of the Board of Directors.

# **Article VIII AFFILIATION**

## **Section 1. GENERAL.**

The KCA may affiliate with other organizations that share common objectives and purposes.

## **Section 2. REPRESENTATION.**

The President, with the approval of the Board of Directors, may appoint representatives to affiliated organizations. Upon approval by the Board of Directors the cost of such affiliation may be paid by the KCA.

## **Section 3. REPORTS.**

Such appointed affiliation representatives shall report directly to the president and/or the Board of directors, and an activity report shall be submitted at the annual meeting of the Members.

# **Article IX INDEMNIFICATION OF OFFICERS AND DIRECTORS**

## **Section 1. GENERAL.**

The KCA may purchase and maintain insurance on behalf of its officers, directors, employees or agents, against any liability asserted against them and incurred by them in any such capacity, or rising out of their status as such.

## **Article X**

### **AMENDMENTS**

Any KCA Member may propose a change to the bylaws.

These Bylaws may be amended by the following process:

- 1) Changes are made available to each director at least 14 days prior to the meeting at which they will be presented. Changes must be identified and explained in a manner that will make comparison the current and proposed bylaws easy.
- 2) The meeting at which the proposed changes will be voted upon must be one where the directors are physically meeting together at the same location
- 3) Changes must be approved by a vote of two-thirds of the entire Board of Directors.

As amended February 2014