

# **American Whitewater Constitution**

*The Membership of American Whitewater hereby agrees to this amended and restated Constitution of the Organization as of this 15<sup>th</sup> day of December, 2010.*

## **1. NAME**

The name of this organization is American Whitewater.

## **2. PURPOSE**

The purpose of American Whitewater is to:

- a. Encourage the exploration, enjoyment, and preservation of American recreational waterways for human powered craft;
- b. Protect the wilderness character of waterways through conservation of water, forests, parks, wildlife, and related resources;
- c. Promote safety and proficiency in all aspects of white-water activities such as the navigation of moving water, teaching, teamwork, leadership, and equipment design, by publishing and demonstrating developments in these and related fields;
- d. Promote appreciation for the recreational value of wilderness cruising and of white-water sports.

## **3. MEMBERSHIP**

Membership in this affiliation is open to all individuals interested in the recreational use and conservation of American waterways who will subscribe to the above purposes.

## **4. AFFILIATED CLUBS**

All clubs or organizations which share the above purpose are invited to affiliate as member clubs.

## **5. BOARD OF DIRECTORS**

The powers, duties and responsibilities of proper management of the affairs of this organization shall be vested in a Board of Directors, to be elected to staggered terms by the individual dues-paying members of the organization. The Board of Directors shall consist of not less than 9 nor more than 30 individuals who are each members in good standing of the organization. The Board of Directors shall specify the number of members to serve on the Board before each election. The Board may also appoint up to 10 Honorary Board Members.

Honorary Board Members shall be individuals who, by reason of special expertise, experience, or other qualifications, are especially qualified to advise and assist the Board. Honorary Board Members shall be nonvoting.

Meetings of the Board may be conducted in person or by telephone, including conference calls. Voting and other Board actions may be taken at a meeting, by telephone or e-mail polling, or by mail.

The Board of Directors shall be assisted by a six-member Executive Committee composed of the President, Vice-President, Secretary, Treasurer and two (2) at large members nominated by the full Board. The President shall be chairman of the Executive Committee. The Executive Committee shall be in session at all times, and shall exercise all powers of the Board of Directors; subject only to such restrictions as the full Board may from time to time impose.

The Board, as a full Board or through its Executive Committee, shall have the power to manage all of the business affairs of the organization; to elect or appoint officers or committee chairpersons; to fill all vacancies on the Board, or any committee, or in any office if any when the same occur; to remove from office any officer, Director, or committee member for good cause shown; to hire the Executive Director of the organization; and to do any act reasonably necessary to the attainment of the purposes of the organization.

#### 6. NOMINATING NEW BOARD MEMBERS

Before an election the Board of Directors shall prepare and publish in an official communication (journal, website, e-mail, direct mail, etc.) a list of nominees to fill vacancies on the Board, together with their names, a brief summary of their background and qualifications, and a voting mechanism to be used for the election. The Board may accept suggestions from any member or affiliate for nominations. To the extent possible, the Board should be generally representative of the geographical diversity of the membership of the organization.

The President shall be Chairperson of the organizational meeting of each new Board.

#### 7. OFFICERS

The Board of Directors shall elect the following officers of the organization from the members of the Board: President, Vice-President, Secretary, and Treasurer.

The Board shall hire an Executive Director and such other agents of the organization, as the Board deems advisable.

The Executive Director shall be the administrative head of the organization. He or she shall serve as general manager of the business of the organization. The Board may delegate additional authorities and functions to the Executive Director and, notwithstanding any other provision of this constitution, authorize the Treasurer to approve compensation to the Executive Director.

The Executive Director shall receive all funds and manage all finances of the organization and shall be responsible for keeping the books and records of accounts, in accordance with generally accepted accounting procedures. The Board shall oversee and monitor all financial matters of the organization.

All other officers or committees shall have such powers and obligations as the Board may delegate to them. Any member may be both a director and an appointed officer of the organization, so long as he is a due-paying member in good standing.

#### 8. VACANCIES

Any vacancy in any office, or on any committee, or on the Board, whether it be occasioned by the inability, disqualification, removal, resignation or death of any officer, Director, or committee member shall be filled for the remainder of the unexpired term by appointment by the Board of Directors, the replacement to be selected from the dues-paying members of the organization.

#### 9. TERMS OF OFFICE

Directors shall hold office for a term of three (3) years.

Terms of office will begin on January 1 and end on December 31. All other officers and committee members shall be deemed re-appointed by the incoming Board of Directors to serve until the next Board is elected, unless sooner removed.

A Director may only be elected or appointed to a maximum of four (4) three year terms (12 years total) and no more than two consecutive terms as a Director only. In order to serve more than two (2) terms a Director must serve as an Officer, "At Large" executive committee member or key committee chair.

#### 10. REMOVAL

Any Director may be removed from office by the affirmative vote of two-thirds of the remaining Directors. Any officer, appointee or committee member may be removed from office by the Board of Directors on the affirmative vote of two-thirds of the members then comprising the Board of Directors.

In all cases of removal from any office, the party to be removed shall receive fifteen days notice in writing of the pending motion to remove and of the specific reasons why removal is being considered. Written communication in the form of electronic mail, fax, or a written letter from the President, or Vice-President of the Board, properly addressed to the last known address of the party in question, shall be sufficient notice, provided that it is mailed at least 18 days in advance of the final action of the Board. Within that 15-day period the party whose removal is being considered may mail to the Board of Directors a written statement in opposition or explanation.

At any time after the expiration of the fifteen-day period the Board may act on the motion to remove, and shall immediately notify the party in question in writing of the decision of the Board.

#### 11. FINANCE

This organization shall at all times be a non-profit organization dedicated to the purposes set forth in this Constitution and no person or organization shall ever profit by or through this organization. All money received by the organization from any source whatever shall be used for membership services, for conservation and education purposes, or for specific contributions toward whitewater sport and river conservation. The Treasurer may approve salaries and expenses of the Executive Director and other employees of the organization and the Treasurer may also reimburse officers or members for ordinary expenses incurred in furthering the purposes of the organization, upon presentation of records of the expenses.

The Board may authorize special items of expense if it believes that the purposes of the organization will thereby be furthered, without penalizing the regular programs of the organization.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated, exclusively for charitable, educational, and/or scientific purposes related to whitewater or to river conservation and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

## 12. VOTING

Each individual dues paying membership (individual, family, affiliates, lifetime) who is in good standing, shall be entitled to one vote for each of the Directors to be elected at the election, and shall be entitled to one vote in any election to amend the Constitution.

The Board of Directors shall make fair and reasonable provisions for the receipt and counting of ballots in all election so as to guarantee that all votes cast are properly counted and the election duly certified. Each ballot must state on its face the date by which it must be received in order to be counted. Ballots received after that date will be rejected. The Board, at its option, may provide in the By-Laws for special or junior classes of affiliates, paying lesser dues, with restricted voting privileges.

## 13. QUALIFICATION FOR OFFICE

No person shall hold any office or be nominated, appointed or elected to any office unless he is a bona fide dues-paying member of the American Whitewater. Failure to keep dues current shall be a mandatory ground for removal of any officer or director.

#### 14. CONTINUITY OF GOVERNMENT

In the event that no elections are held, or that final tabulation of ballots is incomplete on January 1, or if for any reason the new members of the Board of Directors are not ready to assume office on January 1, or in the event that any office, appointed position, or committee assignment is not properly filled by the time the incumbent's term expires, then the incumbent shall hold over in office and be fully empowered to act and discharge the duties of the office until a successor has been duly elected, appointed, or qualified.

#### 15. AMENDMENTS

Amendments to this Constitution must first be approved by a majority of the Board of Directors, and published in an official communication along with the Board's explanation of the same. In the same communication, a voting mechanism should be provided for use by the members. Amendments shall pass if two-thirds of the votes actually received back from the members are in favor of the amendments proposed. The ballots shall state the date by which they must be received in order to be counted.

# **American Whitewater Bylaws**

*The Board of Directors of American Whitewater hereby agrees to these amended and restated Bylaws of the Organization as of this 19th day of May 2013.*

## **1. MEMBERSHIP**

Membership for one year will be granted upon written application and the payment of dues in the amount established by the Board.

## **2. AFFILIATION**

Bona fide boating clubs, conservation organizations, and organized groups who subscribe to the purposes set forth in the Constitution of this organization may affiliate with American Whitewater by paying annual affiliate dues in the amount established by the Board.

## **3. BOARD OF DIRECTORS**

The number of Directors is hereby set at 12 members.

The President shall be Chairman of the Board of Directors, establish the agenda for Board meetings and run the meetings. In the event that the President is unable to fulfill these duties the Vice President shall assume these duties.

The Directors shall meet at least three times each year to conduct the business of the organization. The meetings shall be at a time and place as determined by the President and Executive Director. Directors shall be given at least 60 days notice of all meetings.

The Executive Committee of the Board shall convene monthly or as necessary to conduct the business of the organization.

## **4. NOMINATING COMMITTEE**

The Nominating committee shall consist of the Vice President and the two (2) most recent past Presidents that are available and willing to serve. The Vice President shall Chair the Nominating Committee. In the event that less than two past Presidents are available to serve the Vice President shall nominate another Director or Directors as to serve as their replacement on the Nominating Committee.

Each year the Nominating Committee shall issue a "Call for Nominations" to the membership seeking nominations for qualified Directors. The "Call for Nominations" shall be officially communicated to the Membership each spring and nominations will be due by July 1 each year.

All nominations shall be submitted by affiliates or members in good standing and any affiliate or member in good standing is eligible to submit a nomination, including themselves.

The Nominating Committee shall vet the nominations received from the membership and propose a recommended slate of four (4) Director Candidates each year for election by the general membership of the organization. A proposed slate may include more than four (4) candidates from time to time to accommodate circumstances where a vacancy exists on the Board prior to the normal three year cycle or other special circumstances as the Board may deem appropriate.

All nominations shall comply with the requirements established from time to time by the Board.

## 5. ELECTIONS

The Nominating Committee shall have its slate of candidates for the new members of the board of Directors for the upcoming year completed so that the ballot, the list of nominees, a brief summary concerning each nominee, and the instructions concerning voting procedures can be published in an official communication in a timely manner so that votes can be received and tallied by December 15 each year.

Each membership in good standing may cast one vote for each Director to be elected during a given election. The number of candidates equal to the number of Director seats up for election in any given election that receive the highest number of votes shall constitute the incoming new members of the Board of Directors. For example, if there are four Director seats up for election in a given election then the four candidates with the most votes wins.

In the event of a tie vote between any two or more candidates, the President of the Board of Directors then in office will immediately cast one vote, or such votes as may be necessary, in order to break the tie without advancing any candidate receiving his/her vote ahead of any other candidate who received more votes but was not involved in a tie vote. In the event that the President is required to exercise this power, an official communication shall, in addition to the usual election results and notices of appointed by the board, carry a brief explanation of the status of the candidates at the time the deciding votes were cast by the President to break the tie.

## 6. OFFICERS

The Board shall elect Officers at the Board meeting each spring. Officers are elected to fill one-year terms of office and officer terms begin and end simultaneously with the Spring Board meeting or simultaneously with their current term as a Director, whichever is earlier. If a Director is then reelected to a subsequent term as a Director, the Board may choose to reappoint them to any officer's position they wish; however in no event shall an officer serve more than three (3) years in any position. In the event that an Officer leaves office prior to the Spring Board meeting, the Board may choose to fill any vacant positions with a special election or leave the position vacant until the Spring Board meeting.

The expectation is that the Vice President shall ascend to the office of President at the end of the President's final term.

#### 7. PROCEDURE UPON ELECTION

As soon as possible after the balloting ends, the incoming Board of Directors will organize itself, elect its officers, and decide whether to adopt, in whole or in part, the appointments made by the previous board or to make new appointments in all or any positions.

New members of the Board of Directors will take office on January 1 following their election.

Any officer, committee members, or director who is removed from office or replaced by a duly elected or appointed successor, shall immediately forward and deliver to their successor all of the files, equipment, and property of the organization in their possession or control.

#### 8. VOTING

Where ballots are used, as in voting for Directors, voting instructions shall be plainly communicated on the ballot. All voting in elections for Directors or to amend the Constitution must be done through official communications to the membership.

Voting within the Board of Directors may be informal, and letters, phone, or e-mails will suffice. The President of the Board of Directors may receive and count informal ballots, or the members may decide on any other reasonable manner of procedure.

All official ballots shall have the date by which they must be communicated plainly on each ballot.

#### 9. DEPARTMENTS AND COMMITTEES

The Board may at any time establish such Committee or Departments as it deems necessary to conduct the business of the organization.

#### 10. FISCAL YEAR

The books shall be maintained on a calendar year basis and audited at least annually.

#### 11. PROCEDURE ON NEW MEMBERSHIP

When a new member or affiliate is enrolled, the dues shall be sent to the organization's mailing address. The Executive Director shall see that (1) the name and address of the new member or affiliate is promptly placed on the list of new members and affiliates, (2) the next issue of the journal is sent to the new member or affiliate, and (3) the new member or affiliate receives any new membership materials which may be available.

All enrollments shall be for a one-year period beginning on the date of the enrollment unless the Executive Director establishes other membership periods, approved by the Board.

## 12. AMENDMENTS

Amendments to these by-laws may be made by a two-thirds vote of the Board of Directors. The changes made by the Board shall be published for the benefit of the membership in an official communication.