

Bylaws of the Chesapeake Paddlers Association, Inc. (“CPA”)



Section 1. Name

The name of the club shall be the Chesapeake Paddlers Association, Inc., hereinafter referred to as “the Club”, “Chesapeake Paddlers Association”, or “CPA”.

Section 2. Mission

The mission of the Chesapeake Paddlers Association is to promote safe sea kayaking and safe paddling practices through the education of the local sea kayaking community and the interested public. Club activities consistent with this mission may include, but are not limited to, instructional kayak trips, instructional kayak camping trips, instructional workshops, and any other activities consistent with the mission that members of the club wish to organize.

Section 3. Membership

Membership in the club is open to any individual or business supporting the mission of the Club, upon payment of annual dues. Membership shall commence on the receipt of the annual dues payment and its entry in the club database, and shall continue until terminated. Membership shall be terminated by: (1) automatic action 60 days following nonpayment of dues, (2) affirmative vote of at least two thirds of the full membership of the Steering Committee. The Steering Committee shall have absolute discretion to terminate any membership. Without limiting the absolute authority of the Steering Committee under this section, any member engaging in activity that, for example, (1) brings a discredit upon or otherwise harms the CPA, (2) endangers others, or (3) bullies or harasses another member, may have his or her membership immediately terminated by action of the Steering Committee.

There are three types of membership available:

- Individual Members shall be entitled to all rights and privileges of membership including receiving the club newsletter, receiving a membership card, eligibility to attend “member only” events, eligibility to run for office, and a vote at annual or general membership meetings. Individual members may be entitled to a copy of the membership list upon request to the secretary. Individual members may obtain life membership by twenty years of continuous membership or a minimum of \$200 in dues payments.
- Family memberships apply to those living in the same household as an individual member, and are entitled to the benefits of membership concerning attendance at events and eligibility to run for office. Family memberships are accorded one vote at annual or general membership meetings, regardless of the number of people constituting the family membership.

- Business Members are entitled to receive the newsletter and up to any three personnel at a time may share the benefits of membership concerning attendance at events. Business memberships are accorded one vote at annual or general membership meetings, regardless of the number of people constituting the business membership.

A member shall be considered a member in good standing providing that their dues are current and no other termination action shall have been completed against them as described above.

Section 4. The Steering Committee

4.1. General Powers.

The property and business of the club shall be managed under the direction of the Steering Committee.

The Steering Committee will make all decisions about operational activities of the club, unless specified otherwise in these bylaws. As a rule, routine decisions about specific club activities will be the responsibility of the individuals managing those activities, but they may be overridden by the Steering Committee if needed. The Steering Committee will determine which events are to be considered official CPA activities. If appropriate, it may set standards for such determinations so that it need not consider each activity, and it may then delegate to individual club members the responsibility for applying those standards to determine whether specific activities are official CPA activities.

At its discretion, the Steering Committee may refer decisions to a membership meeting or to the full club membership. When the Steering Committee members are not in consensus, they will make decisions by vote of a majority of the Steering Committee members present at the meeting. In the event of a tie vote, the vote shall be postponed until a good faith effort is made to poll all of the steering committee members. Should a tie still remain, the Coordinator shall have the deciding vote. If the Coordinator is not available, ties may be broken successively by the Secretary, and then the Treasurer.

4.2 Number and Term of Office.

There shall be nine Steering Committee members including the club officers. Steering Committee members shall serve terms of approximately one year, from immediately after the close of the annual meeting where they have been elected until the close of the following annual meeting. Steering committee members must be members of the club, in good standing, throughout their term of office. Should a Steering Committee member's membership lapse and they be notified of such lapse, they should be considered removed from office if such lapse is not corrected within 60 days of such notification.

4.3. Nomination and Election of Steering Committee Members.

Steering Committee members shall be nominated and elected in the same manner as officers, as described in section 5.2. Any individual or family club member may run for a position on the Steering Committee provided they have been a member in good standing for at least one year, without lapse, by the date of the election.

4.4. Filling of Vacancies.

In the case of any vacancy among the Steering Committee members or officers, a majority of the remaining members of the Steering Committee may elect a successor to hold office until the next annual meeting.

4.5. Meetings.

Steering Committee meetings will be open to all club members. Any individual club member or representative of a business or family membership or any other person approved by the Steering Committee present may speak at the meetings. Only Steering Committee members may vote.

The Steering Committee members will decide when, how, and where they will meet. Any three members of the Steering Committee can call a Steering Committee meeting. The Secretary shall individually notify all Steering Committee members and shall publish notice to the full membership at least fifteen days in advance, via official club information sources such as the newsletter, listserv, or website.

4.6. Quorum.

A majority of the Steering Committee members shall constitute a quorum for the transaction of business at all of its meetings, and electronic discussions requiring a vote. Electronic discussions may include, but are not limited to, telephone, e-mail, or web-based discussions such as via the forums. The act of a majority of the Steering Committee members present at any meeting or electronic discussion at which there is a quorum shall be the act of the Steering Committee, except as may be otherwise specifically provided for by these bylaws. In the event of a tie vote, the vote shall be postponed until a good faith effort is made to poll all of the steering committee members. Should a tie still remain, the Coordinator shall have the deciding vote. If the Coordinator is not available, ties may be broken successively by the Secretary, and then the Treasurer.

4.7. Sub-Committees.

The Steering Committee may create or dissolve sub-committees and empower them as appropriate consistent with the rest of these bylaws. Sub-committees report to the Steering Committee. Sub-committee members must be members of the club but need not be members of the Steering Committee.

4.8. Removal of an officer or Steering Committee member from the board.

The Steering Committee shall have absolute discretion to remove an officer or Steering Committee member. Without limiting the absolute authority of the Steering Committee under this section, any officer or Steering Committee member engaging in activity that, for example, (1) brings a discredit upon or otherwise harms the CPA, (2) endangers others, or (3) bullies or harasses another member, may have his or her position immediately terminated by affirmative vote of at least two thirds of the full membership of the Steering Committee. This action does not necessarily result in termination of that individual's membership in CPA, but further action may be initiated by the remaining members of the Steering Committee under the relevant parts of section 3.

Section 5. Officers

5.1. Officers. The club shall have the following officers:

- Coordinator
- Treasurer
- Secretary

Any individual or family club member may serve as an officer provided, they have been a member in good standing for at least one year without lapse by the date of the election. The officers shall be members of the Steering Committee. Officers must be members of the club, in good standing, throughout their term in office.

5.2. Election of Officers.

Officers shall be elected by ballot by the members present at the annual meeting or by an electronic vote. Electronic voting shall be accomplished by using a secure vote counting program/service that shall be approved by the Steering Committee to ensure that each member may not vote more than once and that if the member utilizes the electronic voting method, that member not be permitted to cast a ballot in person.

5.2.1. Election Procedures.

Notification of elections and calls for nomination will be posted on the website, and/or mailed, and/or emailed to the full membership at least seven weeks before the annual meeting.

Electronic ballots will be made available to the full membership at least three weeks before the annual meeting. Electronic ballots must be received by the Secretary no later than 24 hours before the beginning of the annual meeting in order to be counted.

For a member to have their name included on the electronic ballot, it must be submitted at least four weeks prior to the election, however, any member may declare for office up until the actual vote and subsequent counting of the ballots at the annual meeting. Write-in names on the electronic ballots are permitted provided those names submitted are for a member in good standing for at least one year without lapse by the date of the election.

Any qualified member, in accordance with sections 4.3 and 5.1, running for one of the three officer positions, should such position be contested, shall be automatically entered in the race for one of the six non-officer steering committee positions unless they choose not to run for such position. All members voting shall vote for their candidate of choice for the three officer positions and up to six candidates for the six non-officer steering committee positions. If any of the three officer positions are contested, and any of the people running for these positions have elected to additionally run for one of the six non-officer steering committee positions, then the members voting shall receive one additional non-officer steering committee vote for each such officer position that is contested. These votes may be used for any of the non-officer steering committee candidates. Write-in officer candidates do not qualify for such additional vote. The votes for the three officer positions shall be counted first, and the winners' names shall be removed from consideration for the non-officer steering committee positions. The remaining six candidates with the highest vote totals shall be declared winners in the election for the non-officer steering committee positions. In the event of a tie vote for an officer or for the final steering committee position, those members present at the annual meeting shall conduct a runoff vote.

5.3. Terms of Office.

Officers shall serve for terms of approximately one year, from immediately after the close of the annual meeting where they have been elected until the close of the following annual meeting. In the event that an office becomes vacant, the Steering Committee may elect a successor to hold office until the next annual meeting.

5.4. Duties of Officers

The Coordinator shall have overall responsibility for administration of the club and will be a primary point of contact for the club. S/he shall chair general club membership meetings and meetings of the Steering Committee. The Steering Committee may direct the Coordinator to perform other duties consistent with the bylaws. The Coordinator is the only person authorized to speak for the club. This authority may be delegated by the Coordinator.

The Treasurer shall perform all the duties generally incident to the office of Treasurer, subject to the control of the Steering Committee and the oversight of the Coordinator. The Treasurer shall have custody of all the funds and securities of the club, and s/he shall keep full and accurate account of receipts and disbursements. Such records shall be the property of the club. S/he shall deposit all such moneys and other valuables in the name and to the credit of the club. The Treasurer shall disburse the funds of the club consistent with Section seven of these bylaws. S/he shall provide financial information to the Coordinator or the Steering Committee in a timely fashion as requested.

The Secretary shall perform all duties generally incident to the office of Secretary, subject to the control of the Steering Committee and the oversight of the Coordinator. S/he has primary

responsibility for maintaining club membership records, but may delegate day-to-day administration of that task to another club member. S/he shall give notice of all meetings of the general membership or the Steering Committee and all other notices required by these bylaws. The Secretary shall record the proceedings of all meetings of the general membership and of the Steering Committee. All records of the Secretary shall be the property of the club.

Section 6. Meetings

6.1. Annual meeting.

The annual meeting of the club membership shall be held on the first Sunday in November, unless a different date has been designated by the Steering Committee and publicized to the members at least thirty days in advance via official club information sources, the newsletter, listserv, or website. The time, location, and agenda of the annual meeting shall be chosen by the Steering Committee and must be announced to the members at least thirty days in advance. The annual meeting shall also be considered a general membership meeting. The Secretary will report on the annual meeting in a timely manner through official club information sources such as the newsletter or website.

At the annual meeting:

- Officers and Steering Committee members will be elected in accordance with the bylaws
- The Secretary will provide an annual report
- The Treasurer will provide financial statements and a proposed budget for the following year
- Other individuals taking responsibility for club activities shall report on their areas of responsibility
- The agenda shall include an item for new business at which any club member may raise an issue not already considered
- At its discretion, the Steering Committee may decide to bring any item of old or new business to a vote of the full membership or postpone it to a further meeting of the membership rather than voting on it at the meeting.

6.2. Meeting process.

All meetings of the members or the Steering Committee will be conducted in an orderly manner that encourages free and open discussion. When there are questions about procedure, meetings will be conducted according to Robert's Rules of Order. Votes must be taken as called for in these bylaws, or when requested by any club member present at the meeting; otherwise decisions may be made by informal consensus.

6.3. Membership meetings.

At its discretion, the Steering Committee may call for a general membership meeting. The time, location, and agenda of a general membership meeting shall be chosen by the Steering

Committee. Notice of such meeting must be published at least fifteen days in advance via official club information sources, the newsletter or website.

The Secretary will report on the annual meeting in a timely manner through official club information sources such as the newsletter or website.

Section 7. Financial matters

7.1 Fiscal Year.

The Fiscal Year of the association shall begin on the first day of January and end on the last day of December in each year.

7.2. Budget Approval.

The budget will be discussed, amended if needed, and approved at the annual meeting. Approval of the budget constitutes authorization of the expenditures it proposes; it does not preclude changes in accordance with procedures otherwise authorized by these bylaws.

7.3. Authorization of Expenditures.

The Coordinator and the Treasurer may make decisions on any expenditure under \$500 that was not previously budgeted. Decisions concerning expenditures \$500 or more not previously budgeted must be made by the Steering Committee.

Section 8. Amendments

Amendments or changes to these bylaws may be presented to the general membership for vote by the Steering Committee. Proposed amendments will be adopted upon approval by two thirds of the members voting.

Such amendments or changes shall be voted on by the full membership at the next annual meeting or general membership meeting as specified in Sections 6.1 and 6.3 above, following the procedures for notification and establishment of the agenda set out in these bylaws. Electronic ballots for voting on amendments or changes to be presented at the annual meeting shall be distributed with the electronic ballots for elections and must be received within the same time frame as the electronic ballots for the election of officers. For amendments or changes to be voted on at a general membership meeting, electronic ballots shall also be distributed and received back in the manner and time frame as electronic ballots for the annual meeting.

If adopted, the amendments or changes shall immediately be placed in the records of the club and appended to copies of the bylaws available to the members.

Section 9. Governing State Law

These bylaws shall be interpreted according to the laws of the State of Maryland.