

North Atlantic Canoe and Kayak, Inc.

[NACK]

An educational and literary corporation
under
Internal Revenue Code § 501(c)(3)
and
New York State Not-For-Profit Corporation Law

Bylaws Adopted by Directors
on
July 16, 2005

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Bylaws
of
North Atlantic Canoe and Kayak, Inc.
[NACK]

Adopted by Directors on July 16, 2005

Article I
Corporate Description and Purposes

Section 1.1 Name

The corporation's name is North Atlantic Canoe and Kayak, Inc. [NACK].

Section 1.2 Location

NACK's principal office is 801 Walt Whitman Road, Melville, New York 11747, USA; (631) 692-7362, Fax (631) 692-7546;

NACK's principal office is in Suffolk County in New York State.

Section 1.3 Purposes

The purposes for which NACK has been formed under New York Not-for-Profit Law § 201 and Internal Revenue Code § 501(C)(3) are exclusively educational and literary, including those of making distributions to organizations that qualify as exempt organizations under Internal Revenue Code § 501(C)(3).

NACK will promote ongoing education in safe and responsible canoeing and kayaking—for paddlers of all skill levels—on the rivers, lakes, and coastal waters of the Northeastern United States. NACK will specifically:

- promote safe and responsible canoeing and kayaking to its members, to the general public, to manufacturers or distributors of paddlecraft, paddlecraft accessories, and paddlecraft clothing, to professional canoe and kayak tour companies, to others in the paddlesport industry; and to those who instruct any aspect of canoeing or kayaking;

- encourage paddlers of all skill levels to learn, and continue to advance in, all aspects of safe, proficient use, enjoyment, and appreciation of canoes and kayaks;
- encourage paddlers to obtain the basic skills needed to safely participate in and enjoy a specific aspect of canoeing or kayaking and to develop those skills to the limits of their ability;
- regularly make available qualified, certified instruction—appropriate for participants’ skill levels—in all aspects of safe, proficient use, enjoyment, and appreciation of canoes and kayaks;
- regularly make available qualified, certified, assessment of those skills necessary to ensure safe, proficient use, enjoyment, and appreciation of canoes and kayaks;
- create and maintain training and skills standards for its instructors, its leaders and its members;
- conduct and participate in conferences for information exchange with its members, with the general public, with manufacturers or distributors of paddlecraft, paddlecraft accessories, and paddlecraft clothing, with professional canoe and kayak tour companies, with others in the paddlesport industry; and with those who instruct any aspect of canoeing or kayaking;
- conduct and participate in programs that protect our natural environment, promote low impact use of our natural resources, and protect the rights of all paddlers to use and access the rivers, lakes, and coastal waters of the Northeastern United States;
- interact with federal, state, and local agencies that regulate watercraft;
- interact with federal, state, and local agencies that regulate environmental conservation and access to rivers, lakes, and coastal waters of the Northeastern United States;

- create and publish reports, position papers, and comments on government regulations, legislation, and judicial proceedings within its area of interests;
- encourage its members to write articles that promote safe, responsible canoeing and kayaking and that foster understanding and appreciation of canoeing and kayaking for publication in a corporation newsletter, in journals devoted to paddle sports, and in journals read by the general public;
- represent its members' interests to relevant agencies, industries, and the general public;
- provide its members with opportunities for camaraderie and socialization; and
- cooperate with other organizations that have similar goals.

Section 1.4 As an American Canoe Association Paddle America Club

Through a reciprocal membership arrangement, NACK will foster its corporate purposes, as defined in § 1.3, as a Paddle America Club [PAC] of the American Canoe Association [ACA]. NACK members will therefore be eligible to receive benefits that include: (1) ACA general liability insurance for all directly-supervised, ACA-sanctioned events; (2) discounted ACA membership fees; (3) ACA help in addressing (a) environmental concerns and access issues at the local level, and (b) paddlers' rights at the national level; (4) ACA help in developing paddling programs and events; (5) publications; (6) Event Support; and (7) ACA Safety, Education, and Instruction programs.

All members of NACK must therefore also be members in good standing of the ACA. NACK members may become ACA members either independently or through NACK at discounted PAC rates.

Section 1.5 Powers

North Atlantic Canoe and Kayak, Inc., is a Type B corporation under § 201 of the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes above set forth, NACK shall have all the powers enumerated in § 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York. Nothing herein shall authorize this corporation to engage in any of the activities listed in Not-For-Profit Corporation Law, § 404 (b)-(v).

Section 1.6 Dissolution

In the event of dissolution, all of NACK's remaining assets and property shall, after necessary expenses thereof, be distributed to another organization under IRC § 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York. In the event of dissolution, no NACK member, trustee, or officer, or any private individual shall be entitled to share in the distribution of any corporate assets.

Article II Corporate Membership

Section 2.1 Eligibility for Membership

Membership in NACK is a privilege and not a right. Membership shall be encouraged among all who subscribe to NACK's purposes as defined in §§ 1.3, 1.4 and who agree to follow these Bylaws. NACK shall not discriminate in membership selection because of race, religion, national origin, gender, sexual orientation, or paddling experience or ability. As directed in §1.4, therefore, all members of NACK must also be members in good standing of the American Canoe Association [ACA]. Applicants shall be admitted to membership only upon (1) submitting a signed application and liability waiver, (2) approval of the application by the Directors, and (3) payment of dues and fees. Continuation of membership shall be automatic if dues and fees are paid within 60 days of invoice date. Failure to pay dues and fees within 60 days of invoice date shall result in automatic suspension of membership. As directed in § 2.3.3, some membership classes shall be required to fulfill a yearly work commitment, the nature of which shall be determined by the Directors, in consultation with the Executive Committee.

Section 2.2 Classes of Members

The membership shall consist of Regular, Family, Associate, Sustaining, ACA Instructor, Commercial, and Honorary Life Members.

Section 2.2.1 Regular Members

Individuals who subscribe to NACK's purposes as defined in §§ 1.3, 1.4 and who agree to follow these Bylaws may apply for admission as Regular Members. Each Regular Member shall have one vote and shall be eligible to hold elected or appointed office and to serve on the Executive Committee.

Section 2.2.2 Family Members

Families whose members subscribe to NACK's purposes as defined in §§ 1.3, 1.4 and who agree to follow these Bylaws may apply for admission as Family Members. For membership purposes, a Family shall include one or two adults and their children under age 18 who share the same household. Each adult in a Family shall have one vote and shall be eligible to hold elected or appointed office and to serve on the Executive Committee.

Section 2.2.3 Associate Members

Individuals and families whose members subscribe to NACK's purposes as defined in §§ 1.3, 1.4 and who agree to follow these Bylaws — but who are not local residents and therefore unable to participate in regular NACK activities — may apply for admission as Associate Members. For membership purposes, a Family shall include two adults and any children under age 18 who are part of the same household. Associate Members over age 18 shall have one vote but shall not be eligible to hold elected or appointed office or to serve on the Executive Committee.

Section 2.2.4 Sustaining Members

In any given year, Members who contribute double the dues or double the work commitment shall be recognized as Sustaining Members. Sustaining Members shall be eligible to receive special recognition on the club website and invitations to special activities organized for their benefit. Each Sustaining Member shall have one vote and shall be eligible to hold elected or appointed office and to serve on the Executive Committee.

Section 2.2.5 ACA Instructor Members

Regular, Family, Associate, or Sustaining Members in good standing, who present current certification from the American Canoe Association [ACA] may apply for admission as ACA Instructor Members. ACA Instructor Members may bid for NACK instructional activities with preference over and in advance of outside instructors of similar certification level. Each ACA Instructor Member shall have one vote and shall be eligible to hold elected or appointed office and to serve on the Executive Committee.

Section 2.2.6 Commercial Members

Entities that provide any commercial services to the paddling community, and whose members subscribe to NACK's purposes as defined in §§ 1.3, 1.4 and who agree to follow these Bylaws may apply for admission as Commercial Members. Commercial Members shall be eligible for (1) free advertising on the club website and in the club newsletter and (2) preference over non-affiliated businesses for participation in collaborative activities. Each Commercial Member shall have one vote and shall be eligible to hold elected or appointed office or serve on the Executive Committee.

Section 2.2.7 Honorary Life Members

From time to time, the Directors may approve member or non-member paddlers— whose achievements or commitments support NACK's highest goals— as Honorary Life Members. Each Honorary Life Member shall have one vote and shall be eligible to hold elected or appointed office or to serve on the Executive Committee.

Section 2.2.8 Founding Members

Gordon Dayton, Douglas Ford, Elizabeth O'Connor, Pamela Selkin, Stuart Selkin, and Timothy Williams are the Founding Members. Each Founding Member shall have one vote and shall be eligible to hold elected or appointed office and to serve on the Executive Committee.

Section 2.3 Dues, Fees, and Work Commitments

Section 2.3.1 Dues for NACK

Regular, Family, Associate, Sustaining, ACA Instructor, and Commercial Members shall pay yearly NACK dues in amounts to be determined by the Directors in consultation with the Treasurer. Only Honorary Life Members shall be exempted from this NACK dues obligation.

NACK dues shall be payable upon acceptance of a Member's application, and on each anniversary after that.

Section 2.3.2 Dues, and Insurance and Other Fees for the ACA

All Members shall pay yearly ACA dues, and insurance and other fees in amounts to be determined by the ACA. NACK's treasury shall fund these dues and fees for Honorary Life Members.

ACA dues, and insurance and other fees shall be payable through NACK on each anniversary after a NACK Member's acceptance to the ACA.

At present, the ACA charges each PAC an insurance fee for each sanctioned event that indemnifies participants who are ACA members in good standing. NACK members who participate in ACA-sanctioned events may therefore become responsible for timely paying a nominal event fee that may be determined and assessed by the Event Chair.

Those who are not currently ACA members, or who cannot be verified as ACA members in good standing may participate in ACA-sanctioned events. But they must pay an insurance fee determined by the ACA – and a nominal NACK fee – for each ACA-sanctioned event in which they participate.

Section 2.3.3 NACK work commitments

To further NACK's purposes as defined in §§ 1.3, 1.4, Regular, Family, Sustaining, and ACA Instructor Members shall provide NACK with a yearly work commitment. Work commitment hours shall be:

| | |
|-------------------------|---|
| Regular Members: | 20 hours per member |
| Family Members: | 30 hours per family |
| Sustaining Members: | 40 hours per member or 60 hours per family (may substitute a doubling of dues) |
| ACA Instructor Members: | 20 hours of discounted instructional services |

Section 2.4 Members' Conduct

NACK members must recognize that they are, at all times, ambassadors of the Paddling Community – and of NACK – to the general public. Either on or off the water, NACK members must, therefore, at all times:

- behave in a friendly, courteous, and ethical manner;
- follow established guidelines for safety and conduct published by the ACA, the US Coast Guard, and applicable local authorities;
- respect private and public property when accessing put-ins;
- understand and obey all locally applicable environmental laws;
- follow environmental guidelines that fall under the philosophy of "leave no trace"; and
- respect wildlife and plant-life in paddling areas, and never disturb threatened or endangered species.

Section 2.5 Meetings of the Membership

Meetings of NACK's membership shall be held on a regular basis and shall be held jointly with meetings of the Directors and the Executive Committee. Special meetings of NACK's membership may be called by the President, the Vice President, or any three Directors. Meeting locations shall be determined by the Directors. Notice of regular and special membership meetings shall be posted on the website and sent via email, or in selected cases by ordinary mail to each Member at least two weeks before the scheduled meeting.

Section 2.5.1 Parliamentary Authority

The current edition of *Robert's Rules of Order* shall be the authority for all questions of procedure at all NACK meetings.

Section 2.5.2 Annual General Meeting

An Annual General Meeting shall be held for the purpose of electing NACK's At-Large Directors, President, Vice-President, Secretary, Treasurer, and Member-at-Large, and for such other business that may come before the membership. The agenda for the Annual General Meeting shall include reports by the President, by the President-Elect, and by the Directors.

Section 2.5.3 Quorum and Voting at General Meetings

At any NACK meeting, the presence in person of 20% of Members in good standing shall be necessary and sufficient to constitute a quorum. A majority of the votes actually cast by the Members present shall suffice to pass on most business matters. Electing At-Large Directors shall follow the provisions defined in § 3.1.1.2.. Electing Officers shall follow the provisions defined in § 4.2. Electing At-Large Members shall follow the provisions defined in § 5.1. Amending these Bylaws shall follow the provisions defined in § 11.7.

Section 2.6 Members: Resignation, Impeachment, and Removal

Any NACK Member may resign without prejudice for any reason, and at any time. Any NACK Member may be removed from NACK for appropriate cause, in accordance with Article VI of these Bylaws.

Article III Directors

Section 3.1 General

NACK's affairs shall be managed by its Directors and Executive Committee. Directors shall exercise all powers provided for in these Bylaws or the laws of New York. By resolution, Directors may, with the President, delegate these powers to Committees. There shall be at least six, and no more than eleven, Directors.

Section 3.1.1 Classes of Directors.

There shall be two classes of Directors: Founding and At-Large Directors.

Section 3.1.1.1 Founding Directors

The six Founding Members shall serve as Founding Directors. Founding Directors shall serve for a term of five years and shall be automatically re-appointed to serve additional five-year terms. Should a Founding Director become unable to serve, that Director's successor shall be chosen by the remaining Founding Directors.

Section 3.1.1.2 At-Large Directors

In December 2005, NACK members shall elect one At-Large Director to serve a term beginning on January 1, 2006. In December 2006, NACK members shall elect two At-Large Directors to serve terms starting on January 1, 2007. In December 2007, NACK's members shall elect two At-Large Directors to serve terms starting on January 1, 2008. At-Large Directors, who shall serve with the Founding Directors, shall take office immediately after the business meeting at which they are elected.

At-Large Directors shall serve for a term of two years, and may be re-elected. They shall hold office until their successors are duly elected. The Nominating Committee shall present its proposals in writing to the Secretary and to the membership one month before the annual meeting at which any At-Large Director's term expires. At-Large Directors shall be elected by a majority of the ballots actually cast by the Members in person, or by mail, email, or fax received by the day of the annual meeting.

Should an At-Large Director become unable to serve, that Director's successor shall be chosen by majority vote of all remaining Directors until elections are held and shall serve the remainder of the open term.

Section 3.2 Compensation

Directors shall serve without compensation for their services.

Section 3.3 Meetings of the Directors

Meetings of NACK's Directors shall be held on a regular basis and shall be held jointly with meetings of the general membership and the Executive Committee. Special meetings may be called by the Directors' Chair, by any three Directors, or by special request of the Executive Committee. Meeting locations shall be determined by the Directors. Notice of regular and special membership meetings shall be posted on the website and sent via email, or in selected cases by ordinary mail to each Member at least two weeks before the scheduled meeting.

Section 3.4 Quorum and Voting at Directors' Meetings.

The presence in person of a majority of the full quota of Directors shall be necessary and sufficient to constitute a Directors' quorum. A majority of the votes actually cast by the Directors present shall suffice to pass on all business matters. Should a tie vote cause the Directors to be unable to decide a given issue, the tie-breaking vote may be cast by NACK's Member-at-Large.

Section 3.5 Directors' Duties

The Directors shall perform any duties imposed by law or by these Bylaws. Directors shall oversee NACK's (1) daily affairs; (2) funding and expenditures, and with the Executive Committee, its budget; (3) long-range planning and guidance; and (4) officers and agents as they execute their duties. The Directors shall preside over all NACK disciplinary procedures; ensure that NACK members follow these bylaws and New York Not-for-Profit law; and interact with other organizations that have similar goals. The Directors shall meet at the times and places required.

Section 3.6 Chair of the Board

The Directors shall elect a Chair, who shall serve for a term of one year, and may be re-elected. The Chair shall hold office until a successor is duly elected. The Chair shall call, organize, and preside over all regular and special meetings of the Directors; and shall give guidance and counsel to the Directors. The Chair shall serve without compensation. Should the Chair become unable to serve, the Chair's successor shall be chosen by majority vote of the remaining Directors.

Section 3.7 Directors: Resignation, Impeachment, and Removal

Any Director may resign without prejudice, for any reason, at any time. Resignation shall be made in writing to any three Directors, the Director's Chair, or to the President and shall take effect at the time specified, or if no time be specified, at the time of receipt. Any Director may be impeached and removed from NACK for appropriate cause, in accordance with Article VI of these Bylaws. A vacancy created by death, resignation, or impeachment of a Director may be filled for the unexpired term by majority vote of the remaining Directors, except as specified in § 3.1.1.1.

Article IV Elected Officers

Section 4.1 General

NACK's Elected Officers shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 4.2 Election and Term of Office

NACK's Elected Officers shall be elected by the general membership, shall serve for a term of one year, and may be re-elected. They shall hold office until their successors are duly elected. The Nominating Committee shall present its proposals in writing to the Secretary and to the membership one month before the annual meeting at which elections take place. Officers shall be elected by a majority of the ballots actually cast by the Members in person, or by mail, email, or fax received by the day of the annual meeting.

Section 4.3 Compensation of Officers

All Elected Officers shall serve without compensation.

Section 4.4 Duties of the Officers

Duties of NACK's Officers shall be set forth in these Bylaws.

Section 4.4.1 Duties of the President

The President shall serve as NACK's chief executive officer. The President shall set up and preside over NACK's meetings; prepare meeting agendas; schedule NACK's activities; request that members perform services or tasks on NACK's behalf; represent NACK to the media and community; serve as liaison to other community groups; act jointly with the Directors to appoint standing or ad hoc committees; and perform such other duties as may be assigned by the Directors. The President shall serve as an ex-officio member of all committees, and shall preside over the Executive Committee.

Section 4.4.2 Duties of the Vice President

In the President's absence, the Vice President shall perform the President's stated duties and shall succeed to the Presidency should it become vacant, until a special election can be held. The Vice President shall serve as parliamentarian at all NACK meetings; serve as Chair of the Work Committee; support the President in conducting NACK's affairs; and serve on the Executive Committee.

Section 4.4.3 Duties of the Secretary

The Secretary shall record and make available minutes of all meetings; hold a copy of these Bylaws; publish an agenda two weeks before all business meetings; maintain a record of all NACK correspondence and a list of names and addresses of all NACK members; keep a record of votes taken at all NACK meetings; and perform such other duties and powers as may be determined by the Directors. The Secretary shall serve on the Executive Committee.

Section 4.4.4 Duties of the Treasurer

The Treasurer shall serve as NACK's principal accounting officer and shall oversee all NACK funds and securities. The Treasurer shall receive from the Membership Committee all NACK and ACA dues, and insurance and other fees that have become due, and shall deposit those funds in a bank chosen by the Directors. The Treasurer shall timely disburse to the appropriate creditors all NACK and ACA obligations that have become payable. The Treasurer shall maintain NACK's account books and shall present a financial report to the membership at each meeting. The Treasurer shall perform such other duties and powers as may be determined by the Directors, and shall serve on the Executive Committee.

Section 4.5 Elected Officers: Resignation, Impeachment, and Removal

Any Elected Officer may resign without prejudice, for any reason, at any time. Resignation shall be made in writing to the Directors or to the President and shall take effect at the time specified, or if no time be specified, at the time of receipt. Any Elected Officer may be impeached and removed from NACK for appropriate cause, in accordance with Article VI of these Bylaws. Any vacancy created by the death, resignation, or impeachment of an Elected Officer may be filled for the unexpired term by a majority vote of the Directors.

Article V Committees

Section 5.1 Executive Committee

The Executive Committee shall consist of the President, immediate Past-President, Vice President, Secretary, Treasurer, and a Member-at-Large to represent NACK's membership. The Nominating Committee shall present its proposal in writing to the Secretary and to the membership one month before the annual meeting at which elections take place. The Member-at-Large shall be elected by a majority of the ballots actually cast by the Members in person, or by mail, email, or fax received by the day of the annual meeting. The Member-at-Large shall serve a term of one year and may be re-elected, but shall not Chair a committee, nor be an ACA Instructor or Commercial member, nor shall engage in paddling-related commercial activity. The Chair of the Safety Committee shall be designated as Safety Officer and shall serve as a non-voting member of the Executive Committee.

The President shall Chair the Executive Committee. The Executive Committee shall meet at least once a year, or as necessary, with at least seven days notice to all its members, upon call of the President, or upon request of at least three members.

The Executive Committee may, upon request of any of its members, and approval of at least three members, act through conference calls or email polls. A quorum shall consist of three Executive Committee members, and a majority vote of those participating shall be sufficient for all matters.

The Executive Committee shall schedule and publicize all paddling or other trips and events by March of each year; timely schedule and publicize all meeting dates; and submit a budget to the Directors for their approval. The Executive Committee shall keep minutes of its proceedings and present them to the membership on a regular basis.

Section 5.2 Executive Committee: Resignation, Impeachment, and Removal

Any Member of the Executive Committee may resign without prejudice, for any reason, at any time. Resignation shall be made in writing to the Directors or to the President and shall take effect at the time specified, or if no time be specified, at the time of receipt. Any member of the Executive Committee may be impeached and removed from NACK for appropriate cause, in accordance with Article VI of these Bylaws. Any vacancy created by the death, resignation, or impeachment of a member of the Executive Committee may be filled for the unexpired term by a majority vote of the Directors.

Section 5.3 Other Committees

NACK shall have such other Standing or Ad Hoc Committees as may be recommended by the President and ratified by the Directors. Committees shall be made up of members selected for their special qualifications and interests. The actions of and recommendations of each working committee must be approved by the Directors before becoming NACK policy. Once approved by the Directors, these recommendations shall have the same force and effect as these Bylaws.

Meetings and actions of committees shall be governed by, noticed, and held, in accordance with these Bylaws. Each committee shall keep minutes of its proceedings, and present them to the to the membership on a regular basis.

Each committee shall have a Chair nominated by the President and approved by the Directors. Committees may include, but are not restricted to the following:

- **The Safety Committee** formulates and publicizes all aspects of paddling safety to the membership; in concert with the publicity committee, publicizes paddling safety to the general public; and implements a rating system by which personal and group risk in paddling situations may be evaluated, mitigated, and reported. The Chair of the Safety Committee shall serve as Safety Officer and shall ensure that all registrations, waivers, and reports required by the ACA are timely completed and sent to the ACA. Choice of safety officer shall not be limited by requirements placed on ACA Instructor or Commercial members.
- **The Membership Committee** plans for recruitment and retention of members; maintains membership and mailing lists; ensures that all NACK members are members in good standing of the ACA; tells members when their NACK and ACA dues and insurance and other fees have become due; and collects NACK and ACA dues and insurance and other fees from members and then turns them over to the Treasurer.
- **The Work Committee** guides, organizes, and records contributions to executive service, committee service, and club works projects; sets work standards and tracks members' work contributions. The Vice President shall Chair the Work Committee.
- **The Training Committee** plans and organizes club assessment days and training events for trip leaders and for members under guidance of the Training Director. The Training Director shall be certified as at least an ACA Flatwater Coastal Instructor or a BCU L2 Coach; and shall approve those NACK members who may serve on the NACK training staff.
- **The Web Service Committee** develops, organizes, and maintains the club website. At least three members must be trained and authorized to maintain the club website at all times.
- **The Nominating Committee** shall consist of three members who shall select a slate of candidates for At-Large Directors, President, Vice-President, Secretary, Treasurer, and Member-at-Large.

- **The Trips, Tours, and Events Committee** schedules and conducts trips, tours, and events appropriate for members of varying skill levels;
- **The Program Committee** plans and provides interesting and educational events as either part of, or adjunctive to, NACK meetings.
- **The Competition Committee** organizes local fun races for members and the local paddling community; and interacts with regional racing groups and other paddling-related competitive organizations.
- **The Publicity Committee** promotes NACK events and purposes to the general public; shall be responsible for logo, paraphernalia, banners, booths, advertising, and other items and actions deemed necessary or advisable to fulfill its function.
- **The Fundraising Committee** implements and oversees fund-raising events; and is responsible for procuring corporate donations.
- **The Equipment Committee** selects, maintains, and monitors all general use, rental, rescue, and safety equipment that NACK may own.
- **The Library Committee** recommends and maintains a current stock of useful books, videos, and other media on paddling-related topics.
- **The Social Committee** organizes refreshments for the social period after meetings; and organizes and conducts picnics, parties, and other social events that may be held in conjunction with training or competition events.
- **The Certification and Awards Committee** promotes development of member skills; maintains records of club training, assessment, and certifications for general members, trip leaders, and instructors; devises and dispenses insignia of merit, such as pins, badges, and medals that recognize achievement; organizes and maintains a program of in-service awards for members who significantly support NACK's purposes.
- **The Publications Committee** will create, publish, distribute, and archive a NACK newsletter and other relevant NACK documents.

Article VI

Impeachment and Removal

Any member of NACK may be impeached for appropriate cause. Appropriate cause for impeachment includes, but is not limited to, violating any NACK or ACA rule, regulation, guideline, or Bylaw; failing to fulfill the NACK work commitment; or displaying conduct that threatens to discredit or that actually discredits NACK or the ACA. As described in § 2.1, failure to pay dues and fees within 60 days of invoice date shall result in automatic suspension of membership.

Any NACK Member may submit a written petition seeking impeachment of any other NACK Member to any Director or Member of the Executive Committee. Upon consent of any four Directors or Members of the Executive Committee, an impeachment hearing shall take place before a quorum of the Directors and the Executive Committee. A copy of the allegations and a statement that a motion for possible removal or expulsion will be considered shall be sent to the accused Member at least two weeks before the hearing.

The accused Member shall be given an opportunity to be present, to be heard, and to be represented by counsel at the hearing. The accused Member shall be advised immediately of the results, and shall have the right to appeal those results. A special meeting of the Directors and the Executive Committee shall be called one month later to consider the appeal. The member making the appeal shall be given an opportunity to be present, to be heard, and to be represented by counsel at the meeting at which the appeal is considered. The vote at any appeal shall be final.

Any impeachment determination shall require a 2/3 majority of the ballots actually cast by the Directors and the Executive Committee in person, or by mail, email, or fax received by the day of the hearing or of the appeal.

The Directors and Executive Committee shall have the authority to impose sanctions on any NACK member who is impeached. Sanctions shall consist of, but need not be restricted to, suspension or expulsion. Suspension shall result in a loss of all rights and privileges of membership for a specified period that shall not exceed one year, or until the infraction that caused the suspension has been cured. At the end of the suspension period, all suspended rights shall be automatically restored.

Expulsion shall result in a loss of all rights and privileges of membership. Expelled members may resubmit an application for membership, but shall not be allowed to do so for less than five years following their date of expulsion.

Article VII

IRC § 501(c)(3) Tax Exemption Provisions

Section 7.1 Limitations of Activities

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provide by IRC § 501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in § 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC § 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Section 7.2 Prohibition Against Private Inurement

No part of NACK's net earnings shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for NACK.

Article VIII

Checks and Funds

All checks and drafts for payments issued in NACK's name shall be signed by the Treasurer. Payments of amounts greater than \$ 100 shall be jointly reviewed and approved by the Directors and the Executive Committee.

From time to time, as the Directors and Executive Committee see fit, a necessity may arise for imposition of financial assessments on the Members. These assessments shall be for only nominal amounts required to cover insurance or other expenses for ACA-sanctioned events.

Article IX
Affiliation

At the Directors' discretion, NACK may enter into agreements of affiliation, partnership, or joint venture with organizations whose objectives and programs are compatible with NACK's purposes as they appear in the Certificate of Incorporation and in these Bylaws.

The essence of such agreements shall be presented to the Directors by the Chair. If approved, the agreement shall be negotiated and executed by the Chair.

Article X
Books and Records

NACK shall maintain minutes of all meetings of directors, committees, and general members, adequate and correct books and records of account, a list of the name and address of all members, and a copy of these Bylaws. The Directors shall determine the place at which these records shall be maintained. All such records shall be open for inspection by any NACK Member in good standing.

Article XI
Miscellaneous

Section 11.1 Contracts

The Directors, acting jointly with the Executive Committee, may authorize any officer or agent of NACK to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, NACK. This authority may be general or specifically confined.

Section 11.2 Gifts

The Directors or Executive Committee may accept on behalf of NACK any contribution, gifts, or bequest for any NACK general or special purpose.

Section 11.3 Fiscal year

NACK's fiscal year shall extend from January 1 to December 31.

Section 11.4 Corporate Seal

NACK shall use its corporate seal. The seal shall be kept at NACK's principal office and may be affixed to any document. Failure to affix the seal to a document, however, shall not affect that document's legal validity.

Section 11.5 Construction and Terms

If there is a conflict between any provision in these Bylaws and NACK's Certificate of Incorporation, the Certificate of Incorporation shall govern.

If there is a conflict between any provision in these Bylaws and ACA Bylaws, Safety Regulations, or other regulations, the ACA documents shall govern.

Should any provision in these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall nonetheless remain in effect.

Section 11.6 Conflict of Interest

Any NACK member who suggests, arranges, brokers, or contracts any transaction with NACK must disclose any financial or other interest that the NACK member may have in that transaction. NACK may enter into transactions with any individual or organization in which a NACK member has a financial or other interest, only if:

1. The NACK member with a financial or other interest discloses those interests to the Directors and to the Executive Committee; and
2. the Directors and Executive Committee ratify the transaction by majority vote of disinterested Directors and Executive Committee, even if the disinterested Directors and Executive Committee may be less than a quorum; and
3. the NACK member with a financial or other interest does not participate in any vote relating to that transaction.

Section 11.7 Amendment of Bylaws

Any Member may submit a written proposal to the Directors requesting a modification of any provision in these Bylaws. Each proposal must contain (1) the proposer's name, (2) the wording in the current provision (3) the precise wording of the proposed amendment, (4) a rationale for the proposal, and (5) whether a committee or a board endorses or opposes the amendment.

Notice of the proposed amendment shall be posted on the website and sent via email, or in selected cases by ordinary mail to each Member at least 30 days before the meeting at which the proposed amendment is presented for debate, consideration, and vote.

Debate, consideration, and vote on any proposed amendment shall be strictly limited to the exact language of the written proposal and may not exceed its scope. No amendment may authorize any conduct contrary to Federal or state law or to the NACK Certificate of Incorporation.

Adopting an amendment to these Bylaws shall require a 2/3 majority of the ballots actually cast by the Members in person, or by mail, email, or fax received by the day of the meeting at which the vote takes place.

Article XII Recognition of Risk and Release from Liability

To maximize safety on all NACK-sponsored paddling trips or events, participants must recognize all forms of water sports can be dangerous. All who participate in NACK-sponsored paddling events must, therefore, protect themselves as best they can against risk-producing natural occurrences. These risk-producing natural occurrences may not allow any warning time or time to seek help from more experienced or better-equipped paddlers. NACK members must learn to recognize and safely respond to potential hazards, and to rely on their own skill, preparation, and expertise. NACK members may never assume that anyone else, including the trip leader, will assure their safety. All NACK members, and others participating in NACK-sponsored paddling events, shall sign and subscribe to the currently-adopted NACK liability release, which has been authored and mandated by the American Canoe Association [ACA].

To maximize safety on all NACK-sponsored paddling trips or events, NACK shall provide a leader who has been certified by the Safety Officer to lead that trip or event. All who participate in NACK-sponsored paddling trips or events must do so at levels appropriate for their paddling skills. Participants must therefore have their paddling skills assessed by the Safety Officer before that trip or event.

NACK's trip and event leaders and all participants shall, at all times, follow the safety standards set forth by the Safety Officer. All participants must respect and abide by the leader's judgment about equipment requirements, safety precautions, and any other aspect relevant to conducting the trip or event. The leader may decide to limit the total number of those who participate in any trip or event as dictated by participant skill levels, prevailing or changing conditions and risks, and by available resources.