

## BYLAWS

### OREGON OCEAN PADDLING SOCIETY (OOPS)

#### ARTICLE I - NAME AND PURPOSE

Oregon Ocean Paddling Society (OOPS) is incorporated under the non-profit laws of the State of Oregon and is governed by those laws. It is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The purpose of the corporation is to engage in:

The education and development of the physical and mental capacities of its members and other interested persons. The fostering of sea kayaking safety through training, education, and joint experience. The fostering of greater awareness of open water resources and the value of its preservation. The exploration of oceans, bays, rivers, and lakes through open-water paddling activities. The collection and dissemination of scientific and other information and data concerning the same. The preservation of oceans, bays, rivers, and lakes as far as possible in their natural state. The development and preservation of human-powered boating opportunities. The receiving of bequests and gifts of all kinds. To engage in all other lawful activities necessary or desirable thereto for which corporations may be organized under ORS Chapter 65 and which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE II - MEMBERS

The Corporation shall have one class of voting members. Membership shall be open to all persons who are interested in touring paddling, subscribe to these Bylaws, sign the membership application form and liability waiver and who pay the dues established by the Corporation.

#### ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by the Directors who shall exercise or direct the exercise of all corporate powers except to the extent otherwise required by law, the Articles of Incorporation or these Bylaws. The directors shall set the amount of the annual dues.

Section 2. Number. The number of directors shall be fixed from time to time by resolution of the Board but shall not be less than three nor more than twenty. The Directors shall be officers of the Corporation.

Section 3. Election and Term of Office. The Directors shall be elected each year by the members at the annual meeting in November. The term of office shall be one year or until qualified successors

are elected and accept office and the term of office shall begin on the January 1 following election. In the event of a vacancy, the Board of Directors may appoint a Director to fill the remaining term of the office. At the written request of 25% of the membership, an officer's election shall be announced to the membership and shall be held at the following general meeting.

Section 4. Meetings. The annual meeting shall be held each November at a time and place to be decided by the Directors. Notice of the annual meeting shall be given to the membership at least ten days in advance. Regular meetings of the membership shall be monthly or as otherwise scheduled by the Directors. Special meetings of the Directors may be called at any time by the President, on the request of two Directors, or upon written request of at least ten members. Notice of both regular and special meetings shall be given by the Secretary to each Director by actual notice, by email, or by mail addressed to the address on file at least seven days before such meeting. Notice by mail shall be deemed given upon deposit at any branch of the U.S. Post Office, first class mail, postage prepaid.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. A minority of Directors in the absence of a quorum may meet from time to time but may not transact any business. The action of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 6. Consent Action. Any action which the law, the Articles of Incorporation or the Bylaws require or permit the Directors to take at a meeting may be taken without a meeting if consent in writing by physical or electronic means setting forth the action so taken is signed by all the Directors entitled to vote on the matter. The consent shall have the same effect as a unanimous vote of the Directors and shall be filed in the records of the minutes of the Corporation.

#### ARTICLE IV - OFFICERS

Section 1. Designation. The President and other officers shall oversee the operation of the organization with the suggestions and demands of the members. The Officers and their principal duties are:

President. The President is the chief executive officer of the Corporation. The President shall call and preside at meetings, prepare the agenda, arrange schedules of corporate activities, request on behalf of the corporation that members perform services or tasks, appoint temporary ad hoc committees, represent the corporation, and perform such other duties as may be assigned by the Directors or membership. The President may designate a president pro tem to perform the President's duties during any period in which the President is unavailable to do so. The President will participate in the Trip Organizer Committee.

Treasurer. The Treasurer shall receive and disburse funds of the Corporation, collect membership dues, and present a financial report to the membership at least semi-annually in November and May, and when requested by at least five members at any meeting.

Secretary. The Secretary shall be responsible for maintaining a record of corporate decisions, minutes of meetings, and answering written inquiries. If the President or President pro tem are unavailable to conduct any meeting, the Secretary will preside in lieu of the President.

Trip Director. The Trip Director is responsible for scheduling club paddles and arranging suitable Trip Organizers. The Trip Director will publicize trips organized by Trip Organizers. The Trip Director will participate in the Trip Organizer Committee.

Safety Director. The Safety Director shall prepare and promote safety education. The Safety Director will oversee Wet Exit Certification. The Safety Director will provide and maintain first aid kits for all active Trip Organizers. The Safety Director will participate in the Trip Organizer Committee.

Program Director. The Program Director shall arrange for speakers and programs at the monthly meetings.

Education Director. The Education Director shall arrange for educational opportunities for the membership. The Education Director, in collaboration with the Treasurer Director, will manage the process for Reimbursement for Classes Taken Outside of OOPS. The Education Director shall work with the Trips Director and Safety Director to accomplish the training of new Trip Organizers. The Education Director will participate in the Trip Organizer Committee.

Membership Director. The Membership Director shall be responsible for record-keeping tasks necessary to maintain an accurate membership count. The membership director will ensure that new members sign the trip waiver and the waiver document is appropriately documented and retained. The membership director also maintains the listserv and presence on social media. The Membership Director will lead a committee to implement an annual membership enticement event.

Events Director. The Events Director coordinates the planning of OOPS multi-day events.

Section 2. Voting Officers. Only these officers have Board voting privileges: President, Secretary, Treasurer, Safety, Trips, Programs, Education, Events, and Membership.

Section 3. Shared Officer Positions. It is permissible for two individuals to share in the responsibilities of one Board Officer Position. Each Board Officer position shall be afforded one and only one vote.

Section 4. Other Officers. The Directors may designate other voting or non-voting officers.

## ARTICLE V - TRIP ORGANIZER COMMITTEE

The Trip Organizer Committee shall consist of the President, Safety Director, Trip Director, and Education Director. The Trip Organizer Committee shall be responsible for policies and procedures related to trips and as reflected in the Activity Policy.

#### ARTICLE VI - TRIP ORGANIZERS

Persons volunteering to organize trips are expected to inform members regarding the trips and to take reasonable precautions to ensure that safety standards set forth in the activity policies are observed. All members must agree to respect and abide by the judgment of the Trip Organizer regarding equipment requirements, safety precautions, and other aspects of the conduct of the trip and related activities. The Directors may suspend or terminate the membership of any member for refusal to cooperate with duly authorized Trip Organizers with respect to matters concerning the safe conduct of trips. The Trip Organizer may decide which persons may qualify for a particular trip and may limit the total number of persons attending a particular trip. However, the Trip Organizer does not assume any obligation to determine the skill level or physical ability of any trip participant; nor to determine the safety of equipment. All participants are responsible for ensuring their own safety and the safety of their boats and equipment.

#### ARTICLE VII - ACTIVITY POLICY

The Trip Director shall maintain the Activity Policy. The Activity Policy will describe policies and procedures for planning, approving, and conducting club-sponsored activities. Changes to the Activity Policy shall be voted on by the Trip Organizer Committee prior to consideration by the Board. Except as otherwise provided by law, the Directors will approve changes to the Activity Policy by a quorum of the Directors.

#### ARTICLE VIII - CHECKS AND FUNDS

Section 1. Checks, drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President and Treasurer or such other officers as the Directors shall determine except that the Treasurer may sign checks for routine periodic expenses. Payments of amounts greater than \$500 above budget will be reviewed and approved by the Board by a majority vote of those attending any Board meeting.

Annual dues shall be set by a two-thirds vote of the Directors and shall cover membership for a period of one year.

#### ARTICLE IX - CORPORATE RECORDS

The Corporation shall maintain adequate and correct books, records, and accounts. All such records shall be kept at the place fixed by the Directors and shall be open to inspection at any reasonable time by a Director.

## ARTICLE X - DISSOLUTION

No member, director, or officer of the corporation, nor any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or winding up of its affairs. Upon the winding up and dissolution of the 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, religious and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 or its successor provision. Providing it so qualifies, the said distribution shall be made to Shriners Hospital for Children, 3101 S.W. Sam Jackson Park Road, Portland, OR 98201.

## ARTICLE XI - RECOGNITION OF RISK AND RELEASE FROM LIABILITY

It is the obligation of Members to learn to recognize, prepare against, and safely respond to potential hazards and to rely on their own skill, preparation, and expertise, rather than assuming that anyone else, including the Trip Organizer, will take care of their safety. All members of the Corporation and other persons participating in any trips of the Corporation subscribe to the currently adopted club liability releases.

## ARTICLE XII - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code of 1986, as it may be amended. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE XIII - DISCRIMINATION

The corporation shall conduct no practice and shall make no distinction, discrimination, or restriction on account of race, religion, color, sex, marital status, sexual orientation, national origin, age, or handicap.

## ARTICLE XIV - AMENDMENT TO BYLAWS

Except as otherwise provided by law, the Directors may amend these Bylaws to repeal them and

adopt new Bylaws by a two-thirds vote of the Directors.

ADOPTED: October 11, 2023.

Affirmed:

\_\_\_\_\_ President \_\_\_\_\_ date  
\_\_\_\_\_ Secretary \_\_\_\_\_ date

DATE	AUTHOR	REVISION DESCRIPTION
10-22-1997		Adopted
4-07-09	D.Dalbey	Leader to Organizer changes
9-10-2023	M.Niemann-Ross	Fix typos. Remove newsletter editor. Renumbered Articles
10/11/2023	board	Revisions and vote by Board of Directors