

LONG ISLAND PADDLERS, INC. BY-LAWS

I. Purpose

Long Island Paddlers, Inc. is a club for kayakers and canoeists who share a common love for paddle sports and the outdoors. We meet in a spirit of fellowship and to pass on to others the skills and knowledge we've gained. We exchange information on safety, education, paddling experiences, and other paddling-related subjects. We are a nonpartisan Club and membership is open to all. We are active all year. We participate in river clean-ups and other conservation activities and encourage state and local governing bodies to improve access to local waters for non-motorized crafts. We are a nonprofit club, being incorporated, owning no real property, having no paid positions, and acknowledging no liabilities.

II. Club Organization

A. Board of Directors

1. The sole purpose of the Board of Directors is to insure that the governing body of the Club, the Executive Committee, follows and adheres to these By-Laws.
2. The Board of Directors shall consist of five members who will serve a term of five years. At the end of that term, they must be reappointed by a simple majority of the voting members at the November elections.
3. Should a vacancy in the Board of Directors occur, the remaining Board of Directors shall choose his/her successor for the remainder of that five year term.
4. A member of the Board of Directors must have:
 - a. Been a Club member for ten years in good standing.
 - b. Previously served on the governing body of the Club for at least one year.
 - c. Cannot be an active member of the Executive Committee.
5. The Board of Directors shall meet when called upon to settle any and all disputes within the Club. Their decision will be final and binding. Meetings will be announced and open to all Club members.
6. If necessary, the Board of Directors can remove a member of the Executive Committee for failure to adequately perform his/her duties, as specified in these By-Laws.

B. Executive Committee

1. The governing body of this club is the Executive Committee.
2. The Executive Committee consists of the elected officers. Club officers are: President, Vice President, Secretary, Treasurer, Immediate Past-President and two Members-at-Large.
3. A person may hold only one elected office but may hold other appointed positions.

C. Committee of Coordinators

1. The person or persons appointed by a majority vote of the Executive Committee for a term of one year to chair a committee.
2. Club committees will include: Membership, Newsletter, Website, Training and Safety, Special Events, Trips, Programs, Library, Public Relations, Hospitality, Merchandise, Big Buddy, By-Laws, Advocacy, Conservation, and any other committee approved by the Executive Committee.
3. By a majority vote of the Executive Committee, a Coordinator can be relieved of his/her duties if that person is not adequately performing his/her duties as specified by the Executive Committee.

D. Executive Council

The Executive Committee and the Committee of Coordinators together form the Executive Council.

E. Members

1. Admitting Members

- a. People who share the LI Paddlers, Inc. purpose and who agree to follow these By-Laws are welcome to apply for membership. Applicants shall be admitted for membership upon submitting a signed application/waiver and paying dues.
- b. A person may be denied membership, if, in the opinion of the Executive Committee, he/she does not meet the membership requirements. Reasons for denying membership may include, but are not limited to, actions in conflict with the mission or By-Laws of the club and/or inappropriate behavior directed at the club or its members.

2. Removing Members

- a. A person may be removed from membership, if, in the opinion of the majority of the Executive Committee, there is just cause.
- b. Reasons for removing a member may include, but are not limited to actions in conflict with the mission or the By-Laws of the Club, inappropriate behavior directed at the Club or its members or actions which may threaten the safety of others.

3. Members in Good Standing

- a. Have a current signed application/liability waiver.
- b. Have paid their dues.
- c. Follow the Club's By-Laws.

4. Non-Members

- a. Anyone who has not submitted a signed application/waiver and his/her dues.
- b. May attend General Membership Meetings.
- c. May attend one club paddling trip by invitation of a Member in Good Standing and with the permission of the Trip Leader. That member assumes a certain degree of responsibility for the Non-Member.
- d. To attend additional trips, the Non-Member must become a Member in Good Standing.

III. Board Operations

A. Meetings

1. The Executive Council shall meet monthly to conduct the business of the Club including, but not limited to: establishing club policy; setting goals; deciding and reviewing financial matters; approving club activities and trips; setting dues; deciding qualification issues for trip leaders and trip participants. To conduct business for the club a quorum of officers must be present. A simple majority of the Executive Committee shall constitute a quorum.
2. All decisions shall be decided by a consensus of the Executive Council. If a consensus cannot be reached, a vote of the Executive Committee will be the deciding factor.
3. All Executive Council meetings must be held in a public place and be open to all club members. While club members may attend Board meetings, they are not permitted to participate in Board meetings.
4. The date, location and time of all Executive Council Meetings shall be posted on the club website at least one week prior to the meeting.
5. Whenever possible, Executive Council Meetings should be held immediately preceding membership meetings and at the same location.
6. The minutes of all Executive Council Meetings, once approved, shall be posted on the club's website within 30 days.

7. The monthly Treasurer's Report, once approved by the Executive Council, shall be posted on the club's website within 30 days.

B. Vacancies

1. If an Executive Council position remains open after an election, leaving that position unfilled, the person holding that position shall continue in that position, if they so agree, until the next regularly scheduled election, regardless of term limits.
2. If, for whatever reason, a seat is vacated by an officer, the remaining officers, by majority vote, may appoint a replacement for the remainder of that person's term, with the approval of the Board of Directors.

C. Removal of an Officer

By a majority vote of the officers, an officer may be relieved of his/her duties and removed from the Executive Committee if that person is not adequately performing the duties of his/her office, as specified in these Bylaws.

D. Committees

1. The coordinator will report to the Executive Committee each month about the activities of his/her committee.
2. The coordinator/chairperson may be assisted by club members to carry out the responsibilities of his/her committee.
3. By majority vote of the Executive Committee a committee coordinator/chairperson can be relieved of his/her duties if that person is not adequately performing his/her duties as specified by the Executive Committee.

IV. General Membership Meetings

A. Scheduled each month by the Council.

B. Notices of meetings shall be distributed to the members by e-mail and on the club website at least two weeks before the meeting date.

C. Meeting locations shall be approved by the Council.

D. Voting at General Membership Meetings

1. Each member in good standing shall be accorded one vote.
2. In case of a family membership, each adult will have one vote.
3. Proxy or write-in votes will not be allowed.
4. A simple majority of those present at the meeting will decide all issues.
5. Should there be a tie, the President will cast the deciding vote.

V. Nominations and Elections

A. Nominations

1. Starting no later than September 1st of each year, the Vice President and two club members, appointed by the Council, will form a Nominations & Election Committee.
2. The Committee will make a list of possible candidates, contact these people, review the responsibilities of the office with them and determine if the person is willing to run for office and, if elected, serve. They must make every effort to have at least one nominee for each office.
3. Each nominee must be a club member in good standing for at least one year (365 days). No nominee can be a member of the governing body of another kayak organization since that would constitute a conflict of interest. A member can only run for one office in any given election.
4. The Committee will post the first notice of nominations and the election in the September newsletter to solicit members who might be interested in holding a Club office. Any member

who wishes to be considered by the Committee for an office must notify the Vice President by the date specified in the notice.

5. The Committee will also ask for nominations from the floor at the September and October General Membership Meeting.
6. Before a member is included as a nominee, the Committee will review the responsibilities of the office with him/her and determine if the person is willing to run for office and, if elected, serve.
7. The Committee will compile and publish the final list of nominees.

B. Elections

1. The Nominations and Election committee will prepare the ballot and conduct the election. The election will take place at the November General Membership Meeting. The Committee will mail a ballot to every club member in good standing and will specify the date by which it must be received to be counted at the November meeting for those who cannot attend the meeting. Members may choose to vote, in person, at the November meeting. The Committee must devise a way to verify that each member only votes once.
 2. Voting at the November membership meeting must be by paper ballot. Each member in good standing shall have one vote. In the case of family membership, each adult will have one vote. Proxy or write-in candidates will not be allowed.
 3. Both the ballots cast at the November meeting and those sent in by members prior to the meeting will be tallied at the November meeting. A simple majority vote will decide. Should there be a tie, the members of the Executive Committee will vote by paper ballot to select the winner. The winners will be announced at this meeting.
 4. The results of the elections will also be posted in the next issue of the Club newsletter.
 5. If, after seeking nominations as described above, there is only one nominee for each office, the Nominations and Election committee will notify the Council and the members that there will not be a formal ballot mailed to all members. Instead, the Nomination Committee will hold a voice vote at the November General Membership Meeting.
- C. Term of Office:** The new officers shall take office on January 1st and their term shall end December 31st of the same year. All terms are for one year.
- D. Term Limits** No person shall serve in the same office for more than three consecutive terms, except as provided in Article III, Paragraph B. 1.
- E. Transition of Responsibilities** To insure the smooth transition of responsibilities, each previously serving officer and newly elected officer shall meet as necessary to insure that the transition goes smoothly. This includes such things as financial records, membership lists and other important Club information.

VI. Amending the Bylaws

- A. By-Law amendments must be approved by the Executive Committee with not less than five members voting in favor of the amendment(s).
- B. Notification of a proposed change must be announced at the general membership meeting in the month immediately preceding the meeting where the vote will be taken.
- C. Notification of a proposed change must also be posted in the club newsletter or sent to all members via e-mail and on the club website before a scheduled vote; this notification must include information on how a member may request a ballot if he/she cannot attend the membership meeting.
- D. Voting will be take place, in person, at a general membership meeting by paper ballot.
- E. Absentee ballots must be received by the date specified.
- F. A proposed change must be approved by two-thirds of the members voting in order for the By-Laws to be amended. If approved, the By-Laws change will become effective immediately.

VII. Duties of Officers

A. President

1. Requirements

- a. Estimated average time: 3 hrs/ wk
- b. Have a well-rounded knowledge of paddling, with at least 3 years of paddling experience.
- c. Leadership skills

2. Responsibilities

- a. Presides and officiates at all LI Paddlers functions & meetings, including Executive Committee Meetings, Council Meetings, General Meetings, and any special meeting called.
- b. Presents information from the Council to the membership.
- c. In collaboration with the Council, develops and oversees the overall direction of the club
- d. The President can vote at Council Meetings, but may only vote in cases of a tie vote at General Membership Meetings.
- e. Ensures that Club elections are carried out in a timely manner in accordance with the Club's by laws.
- f. Shall represent the Club and liaison with the public and other organizations.
- g. Shall coordinate the work of the various committees.
- h. Shall be an authorized signer of checks

B. Vice President

1. Position Requirements: Estimated average time: 2 hrs/wk

2. Responsibilities

- a. Assists the President with the duties of that office and presides over any function at which the President cannot be present.
- b. Serves as the chair of the Nominations and Election Committee

C. Treasurer

1. Position Requirements

- a. Estimated average time: 2 hrs/ wk
- b. Knowledge and ability to balance bank account and complete Club Income and Expense Statement

2. Responsibilities

- a. Maintains the club checking account, reconciles the checkbook each month, and submits a monthly income/expense statement to the Council.
- b. Shall be an authorized signer of checks.
- c. Maintains all club financial statements, receipts, etc. for a period of five years.
- d. Receives monies in the form of dues, and other collections, such as for club events, and products.
- e. Obtains approval from the Executive Committee for all expenditures.
- f. Obtains approval of the club membership for any expenditure of more than 10% of the club's ending balance or more by majority vote at a general membership meeting.
- g. Within one week of the request, writes and sends necessary checks to reimburse legitimate Club expenses as approved by the Executive Committee.
- h. Submits an Annual Financial Report of the previous year to the Council at the January committee meeting.
- i. Keeps the books ready for inspection by the Executive Committee or its agent/s.
- j. Follow the financial controls established by the Executive Committee.

D. Secretary

1. Position Requirements

- a. Estimated average time: 1 hr/ wk
 - c. Ability to record and create accurate written account of club's business.
- 2. Responsibilities
 - a. Take minutes at all Council meetings and records votes
 - b. Prepares written summary of Council meetings and in a timely manner, submits to Council for their approval.
 - c. Where necessary and appropriate, records decisions and/or consensus of General Membership, especially when a vote is taken on an agenda item.
 - d. Assists the Nominating Committee in conducting annual election and recording the votes of the membership.
 - e. Maintains club minutes for a period of five years.
- E. **Members at Large**
 - 1. Position Requirements
 - a. Estimated average time: 3 hours/month.
 - b. Have the interest and commitment to serve in a club leadership position.
 - 2. Responsibilities
 - a. Attend monthly Council meetings and General membership meetings.
 - b. Act as a liaison between the Executive Committee and the General Membership.
 - c. Bring matters of concern from the General Membership to the Executive Council.

VIII. Conflict of Interest

All Council members of LI Paddlers, Inc. are committed to the mission of the club, and have a clear obligation to conduct all affairs of the club in a manner consistent with this concept. Decisions of the Council are to be made solely on the basis of the desire to promote the best interests of the club.

Council members shall promptly disclose any actual or potential conflict of interest in any matter relating to the club. In each such instance, the Council member shall avoid participating in any club decision in which the Council member or any affiliate of the Council member could be said to have any personal, financial or other stake in the decision or where other institutional connections could influence the Council member's independent judgment.

IX. New Programs

Any proposed program or project to be considered by the Club must first be submitted in writing to the Council and contain the following information:

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| a. goals | e. proposed start and completion dates |
| b. benefit to club | f. number of members required |
| c. anticipated costs | g. outside organizations or persons required |
| d. anticipated income | h. methodology |

X. These Bylaws become effective the day they are ratified by a two-thirds majority of the voting members.