



Missouri Whitewater Association

The Missouri Whitewater Association, Incorporated

By-Laws

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ARTICLE I – NAME AND OFFICE

Section 1. NAME: The name of this corporation shall be the Missouri Whitewater Association, hereinafter known as the "Association".

Section 2. REGISTERED OFFICE: The registered office of the Association shall be in the State of Missouri and shall be the address of the Secretary of the Association. Said address may be changed from time to time as authorized by the Board of Directors. In the event the Secretary is not a Missouri resident, then the Board of Directors shall designate the address of any Director who is a Missouri resident as the registered office of the Association.

ARTICLE II – PURPOSE

Section 1. To encourage the growth of paddling as a beneficial recreational sport.

Section 2. To encourage the growth of paddling as a recognized competitive sport.

Section 3. To teach paddling skills, river safety techniques, first aid, and outfitting.

Section 4. To encourage the development and selection of state of the art paddling equipment and education in the maintenance of same.

Section 5. To foster the development of inter-club activities.

Section 6. To educate club members and the general public by the publication and dissemination of a club newsletter.

Section 7. To sponsor river trips and other outdoor activities.

Section 8. To practice the conservation and preservation of all kinds of free flowing rivers and wilderness areas; and to work with other organizations who share similar interests and support environmental issues that protect our natural resources.

Section 9. To promote paddling interest through cooperation with governmental departments, bureaus, and agencies, and private and public organizations who share similar interests.

Section 10. To sponsor the annual Missouri Whitewater Championships.

Section 11. To operate as a General Not for Profit Corporation for educational and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, by Section 1313 of the Tax Reform Act of 1976 and Chapter 355 of the Revised Statutes of Missouri.

ARTICLE III – MEMBERSHIP

Membership is open to those who subscribe to the purposes of the Association.

Section 1. MEMBERSHIP CLASSIFICATION

A. INDIVIDUAL MEMBERSHIP Description - A person who has reached his eighteenth (18) birthday.

(2) Rights - The individual member shall be entitled to:

- (a) Receive the official publication of the Association.
- (b) Participate in all activities of the Association.
- (c) One vote in each election and one vote in each matter submitted to the membership of the Association for a vote.
- (d) Serve upon or chair committees of the Association.
- (e) Run for any office of the Association.

B. FAMILY MEMBERSHIP

(1) Description - Any persons residing within the same household. However, any persons within the family membership who have not reached their eighteenth (18) birthday may not vote or run for office in the Association.

(2) Rights - A family membership shall be entitled to:

- (a) Receive one copy of the official publication of the Association.
- (b) Participate in all activities of the Association.
- (c) A maximum of two votes in each election and each matter submitted to the membership of the Association for a vote. Provided, however, any one person who is a member by reason of a family membership may not cast more than one vote unless he/she has been given power to vote by proxy for the other voting member of the family membership.
- (d) Serve upon or chair committees of the Association.
- (e) Run for any office of the Association.

C. SPONSORING MEMBERSHIP

- (1) Description - Any business entity.
- (2) Rights - The sponsoring membership shall be entitled to:
 - (a) Designate a representative of the sponsoring business entity to represent that business at all Association functions and meetings.
 - (b) Participate in all activities of the Association.
 - (c) One vote in each election and each matter submitted to the membership of the Association for a vote. However, should the designated representative of the sponsoring member also be an individual member, he may vote once for each type of membership in said elections and matters of the Association.
 - (d) Serve upon or chair committees of the Association.
 - (e) Run for any office of the Association.

D. HONORARY (LIFETIME) MEMBERSHIP

- (1) Description - An individual honored by the Association for outstanding and meritorious commitment to the purposes of the Association as outlined in Article II of these By-Laws.
- (2) Said individual shall be nominated by a member of the Association at the annual meeting or any special meeting of the Association. Said nominee shall be affirmed by a two-thirds (2/3) majority vote of the members present.
- (3) Rights - The rights of an honorary member shall be the same as that of an individual membership as stated in Article III, Section 1.A.(2) of these By-Laws.
- (4) Only one such honorary life membership shall be granted during any membership year.
- (5) The honorary member shall be required to pay no membership dues during his lifetime.

Section 2. MEMBERSHIP PROCEDURES:

A. The membership year shall commence on January 1 and terminate on December 31 of each calendar year.

B. DUES

(1) The amount of the dues for each membership category of individual, family, and sponsoring shall be approved by the membership at the annual meeting.

(2) Dues received after October 1st of any membership year shall authorize membership in the Association for the months of October, November, and December of the year received, and the twelve (12) months of the subsequent calendar year. Members failing to renew their membership by February 1st of any membership year shall be deleted from the membership roster.

C. Those desiring to join the Association or renew membership in the Association shall fill out a membership application and submit it together with the designated dues to the Secretary of the Association.

Section 3. MEMBERSHIP LIMITATION:

A. Membership is hereby limited to five hundred (500) members.

B. A waiting list shall be kept by the Secretary, and upon availability, vacancies on the membership roster shall be filled in order of receipt of application.

ARTICLE IV – MEETINGS

There shall be one (1) annual meeting to conduct the business of the Association held each calendar year.

Section 1. ANNUAL MEETING: The annual meeting of the members for the transaction of business as may come before the meeting shall be held at 10:00 a.m. on the first Sunday following Labor Day of each calendar year.

Section 2. SPECIAL MEETINGS: The President, the Board of Directors, or members in good standing entitled to vote at such meeting may call a special meeting.

Section 3. PLACE OF MEETING: The place of any meeting of the members shall be the registered office of the Association unless the members of the Board of Directors, as the case may be, shall at a prior meeting or in the call for the meeting designate another place therefore, within or without the State of Missouri.

Section 4. NOTICE: Written or printed notice of each meeting of the members stating the place, day, and hour of the meeting, shall be delivered or given not less than ten (10) days before the date of the meeting, either personally, by mail, or by publication in the Association's newsletter, by or at the direction of the President or the Secretary or the Officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

A. NOTICE BY MAIL - If such notice shall be given by mail or by newsletter, it shall be deposited thereof in the United States Mail addressed to the member at his/her address as it appears on the records of the Association, with first-class postage properly attached thereto, and said notice shall be deemed given as of the date it is so deposited in the United States Mail.

B. WAIVER OF NOTICE - Service of notice upon any member may be waived by said member appearing at the meeting so designated in the notice, unless said appearance is specifically for the purpose of objecting to the transaction of business because notice of said meeting was not proper.

Section 5. PROCEDURE:

A. Every meeting of the members, whether annual or special, for whatever object, shall be convened by the President if he be present; otherwise, by the Vice President, if he be present; or in their absence or refusal to act, by one of the members of the Board of Directors or the person calling the meeting by notice given hereinbefore provided.

B. PARLIAMENTARY PROCEDURE - Roberts Rules of Order, Revised, as they pertain to parliamentary procedure, shall be the governing authority of this Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Association.

Section 6. VOTING:

A. ELIGIBILITY - A complete list of members entitled to vote at any meeting, arranged in alphabetical order, giving the address of each member, shall be prepared at least ten (10) days before each meeting of the members, and the same shall be kept on file in the registered office of the Association for inspection by any member. A copy thereof shall be open for inspection at the time and place of the annual meeting or any special meeting during the whole period thereof.

B. QUORUM - A quorum shall be a majority of the members present at the annual meeting or at any special meeting who are entitled to vote and who shall be represented in person or by proxy.

C. MEMBER VOTING - Pursuant to Article III, Section 1 of these By-Laws, at every such meeting, each member shall be entitled to vote in person or by proxy in his name upon each matter submitted to a vote.

D. PROXIES - All proxies shall be in writing, executed by the member or by his duly authorized attorney in fact, and shall be filed with the Secretary of the Association at or before the time the vote is cast, and no proxy shall be valid for more than eleven (11) months from the date of its execution or the expiration of the membership, whichever comes first. The Association authorized proxy form may be obtained from the Secretary.

E. ACTION

(1) Majority - A simple majority of the members voting, in person or by proxy, on matters brought before a meeting for a vote, shall be valid as an Association act, and unless a larger vote is required by statute or these By-Laws, shall bind the Association.

(2) Tie Vote - In the case of a tie vote, the presiding officer at the meeting in which the tie vote occurs shall cast the deciding vote.

F. ELECTIONS

(1) Elections of the Directors of the Association shall be subject to Article V, Section 3, herein.

(2) Election of the Officers of the Association shall be subject to Article VI, Section 2, herein.

G. ELECTION COMMITTEE

(1) If a vote by ballot shall be required, the President, or other person presiding at such meeting, shall appoint not less than two (2) members who are not Directors, as an election committee to receive and canvass the votes and certify the results to him.

(2) In all cases where the right to vote shall be questioned, it shall be the duty of the election committee or the persons conducting the vote to require the transfer of books of the Association as evidence of a member's right to vote.

(3) If there be an election committee as herein provided, any member, before he shall enter on the duties of said committee, shall take in writing and subscribe the following oath before any Officer authorized by law to administer oaths: "I do solemnly swear that I will execute the duties of the election committee for the election now to be held with strict impartiality, and according to the best of my ability."

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors of the Association shall consist of the President, Vice President, Secretary, Treasurer, Float Director, and one member in good standing who is not an elected officer of the Association.

Section 1. GENERAL POWERS: The property and business of the Association shall be controlled and managed by its Board of Directors.

Section 2. TERM OF OFFICE AND QUALIFICATIONS:

- A. A Director shall hold office for a period of two (2) years or until his successor is elected and subsequently installed at the Association's bi-annual elections.
- B. Installations of Directors shall be pursuant to Article VI, Section 2, Part G, herein.
- C. At least one Director shall be a bonafide citizen and resident of the State of Missouri.

Section 3. ELECTION OF DIRECTORS

- A. The election of the Board of Directors shall be the same as that of the Officers of the Association. In addition, the member of the Board of Directors who is not an Officer shall be elected at this time.
- B. The election of the Directors shall be held pursuant to Article VI, Section 2 of these By-Laws.

Section 4. VACANCIES: In case of the death, resignation, or disqualification of one or more of the Directors, a majority of the survivors or remaining directors may fill the vacancy or vacancies, provided, however, that if the Directors do not fill the vacancy or vacancies within thirty (30) days, the members shall have the right to fill same, except as prescribed in Article VI, Section 2, Part H herein. Any Directors appointed or elected to fill an unexpired term shall serve until the next bi-annual elections of the Association, or until his successor is elected and qualified.

Section 5. MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall hold a regular meeting preceding the annual meeting of the Association at the same location, and notice thereof shall not be required. The Board of Directors may provide by resolution for the holding of additional special or regular meetings either within or without the State without notice other than such resolution.

Section 6. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: The President or any two Directors may call special meetings of the Board of Directors and may fix the time and place for the holding of such meetings within or without the State. Notice of any such special meetings shall be served by the President or the Directors calling the meeting personally, by mail, or newsletter, upon the other members of the Board of Directors at least five (5) days prior to the holding of such special meeting, provided, however, that service of said notice may be waived by the respective Directors. If notice is given by mail or newsletter, notice shall be deemed given as of the day deposited in the mail.

Section 7. NOTICE OF MEETING: Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 8. QUORUM: A majority of the Directors shall constitute a quorum for the transaction of business.

Section 9. ACTION: The concurrence of the majority of the Directors present in any meeting at which a quorum is present shall bind the Association.

Section 10. SALARY AND LIABILITY: No Director shall receive any salary or other compensation for his services. The Directors of the Association are not individually or personally liable for the debts, liabilities or obligations of the Association.

Section 11. AUDITING RESPONSIBILITY: The non-officer Board of Directors member shall have the responsibility of club auditor, being responsible to examine the records of the Treasurer and certify their correctness to the club at each year's annual meeting.

ARTICLE VI – OFFICERS

The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, Float Director, and such other Officers and Assistant Officers as may be authorized by the Board of Directors.

Section 1. DUTIES OF OFFICERS:

A. PRESIDENT

- (1) Serves as a member of the Board of Directors.
- (2) Serves as the chief executive of the Association with the authority to speak and represent the Association on all matters according to the policies outlined within these By-Laws.
- (3) Acts as the official voice and liaison officer of this Association with relationship to other organizations.
- (4) Presides over the annual meetings of the Board of Directors.
- (5) Calls and presides over the annual and any special meetings of the Association.
- (6) Appoints standing and special committee chairmen and serves as ex-officio member of all committees except the election committee.
- (7) Unless otherwise prohibited by these By-Laws or by the Board of Directors, signs all conveyances and instruments executed in the name of the Association.
- (8) Performs other such duties as may be prescribed by the Board of Directors.

B. VICE PRESIDENT

- (1) Serves as a member of the Board of Directors.
- (2) Promptly assumes the duties, responsibilities, and restrictions of the President in the event of his inability or refusal to act.
- (3) Renders guidance and direction to committees.
- (4) Assists in the development and promotion of the Association's membership.
- (5) Acts as the Association's public relations representative with other organizations.
- (6) Acts as the welcoming host for new members attending a meeting for the first time.
- (7) Preserves the history of the Association.
- (8) Acts as the Sergeant at Arms and enforces Roberts Rules of Order as they pertain to parliamentary procedure.
- (9) Performs other such duties as may be prescribed by the Board of Directors.

C. SECRETARY

- (1) Serves as a member of the Board of Directors.
- (2) Keeps the minutes of the meetings of the Board of Directors.
- (3) Keeps the minutes of the annual meeting and any special meetings of the Association.
- (4) Provides Officers, Board members, and committee members with copies of such minutes.
- (5) Sees that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (6) Serves as the custodian of the Association's records, general records, books, and corporation seal.
- (7) Keeps a regular list of the post office addresses of all members.
- (8) Keeps a membership classification of all members.
- (9) Files all applicable federal, state, and local forms as established by each such governmental authority.
- (10) Conducts such correspondence as required by listed duties.
- (11) Processes all membership applications and distributes literature to new members.
- (12) Performs other such duties as may be prescribed by the Board of Directors.
- (13) With the approval by a majority of the board of directors, the secretary may delegate any of the above stated duties to another club member in good standing to expedite the operation of the club.

D. TREASURER

- (1) Serves as a member of the Board of Directors.
- (2) Records, receipts, and has charge of and is responsible for all funds and securities of the Association.
- (3) Deposits all monies in the name of the Association in such depository as shall be selected by the Board of Directors.
- (4) Serves as the chairman of the finance committee of the Association.
- (5) Prepares and presents a financial report for the Association.
- (6) Maintains such financial records.
- (7) Is responsible for the sale of property belonging to the Association.
- (8) Performs other such duties as may be prescribed by the Board of Directors.

E. FLOAT DIRECTOR

- (1) Serves as a member of the Board of Directors.
- (2) Maintains a schedule of all Association floats and outings.
- (3) Obtains information on water levels, classifications, and other relevant river information, and apprises the membership of same.
- (4) Provides the newsletter editor with a Float Director's report, together with the Association's float schedule on a timely basis to correspond with the newsletter publication.
- (5) Coordinates river permit applications.
- (6) Performs other such duties as may be prescribed by the Board of Directors.

Section 2. ELECTION OF OFFICERS:

A. TERM OF OFFICE - An Officer shall hold office for a period of two years or until his successor is appointed by the Board of Directors or the successor is elected at the Association's bi-annual elections and subsequently installed.

B. ELECTION COMMITTEE - All elections of Directors and Officers shall be conducted by the election committee.

C. NOMINATION OF OFFICERS - Nomination of all Officers shall be received by the election committee at least one hundred (100) days prior to the annual meeting of the Association. The election committee shall receive written nomination or nominations from the floor at the special meeting prior to the deadline stated above.

D. CAMPAIGNING - All candidates for office shall be afforded the opportunity to use the Association's newsletter for the campaign information prior to election.

E. VOTING

- (1) BALLOTING - Elections of all Officers and Directors shall be by secret ballot.
- (2) BALLOT PROCEDURES
 - (a) Official Ballot:
 - i. An official ballot shall be prepared by the election committee with a system to prevent fraud.
 - ii. This ballot shall list the candidates' names in alphabetical order next to the respective office to which he/she is nominated.
 - iii. This ballot shall contain a section for "write-in" candidates.
 - (b) The election committee shall mail ballots to all registered members at least fifty, (50) days prior to the second annual meeting of each term of office.
 - (c) All ballots shall be returned to the election committee at least ten (10) days prior to the stated annual meeting.
 - (d) The election committee shall tabulate the results of these ballot votes and

disclose said results to only the candidates and the Board of Directors prior to the stated annual meeting. During said meeting, the election results will be announced.

F. PLURALITY - The candidate who receives the most number of votes of the members returning ballots shall be elected.

G. INSTALLATION OF OFFICERS - The installation of Directors and Officers shall be during the annual meeting immediately following the election for same. The stated term of office for the Directors and Officers shall commence immediately upon installation.

H. VACANCIES - A vacancy in the office of the President shall be filled by the Vice President. Vacancies in other offices shall be filled by appointment by the remaining members of the Board of Directors. A vacancy of any office occurring between the close of the voting period and the installation of the new officers shall be filled as stated above using the results of the most recent vote.

Section 3. REMOVAL FROM OFFICE:

A. GROUNDS FOR REMOVAL - Any officer may be considered for removal from office if his/her standing within the club is compromised due to illegal actions or flagrant disregard for the By-Laws of the club.

B. REMOVAL PROCEDURE - Removal proceedings may be initiated by one of two means:

(1) Two-thirds of the Board of Directors may vote to call for removal of any officer during any board meeting. They, then, must present a written statement explaining their reasoning to the club membership during the next general membership meeting.

(2) A petition containing signatures of more than 50% of the club members in good standing may be presented to the Board of Directors at any meeting of the board or the general membership. The petition must plainly call for the removal of a specific officer and state the reasons why removal is sought.

C. BALLOT PROCEDURES - The process for removing an officer from office shall include the following steps:

(1) An official ballot shall be prepared by a designee of the Board of Directors not named in the removal petition. The ballot shall include a system to prevent fraud.

(2) The ballot will contain the name of the individual being considered for removal, the reason for the action, and a space to mark either a "yes" or "no" vote.

(3) The officer being processed for removal from office shall be afforded reasonable space on the ballot to respond to the removal petition.

(4) The ballots will be distributed within 15 days of the membership meeting at which the removal referendum was presented to the general membership. The membership will be instructed that they have 30 days from the date that the ballots are postmarked to return their ballots for inclusion in the official voting.

D. RATIFICATION - Two thirds of the ballots returned within the 30-day voting period must vote for removal to ratify this action. Failure to achieve the 2/3 plurality will void this action.

E. REPLACEMENT OF OFFICER - If the removal petition is ratified, the officer will be removed from office immediately with the vacancies procedure of Section VI, Part H being enacted.

ARTICLE VII – COMMITTEES

Section 1. STANDING COMMITTEES: The standing committees of the Association shall be the By-Laws Committee, Conservation Committee, Finance Committee, Publications Committee, Race Committee, Safety Committee, and Training Committee.

A. Appointment of Chairman: The chairman of each committee shall be appointed by the President of the Association.

B. Appointment of Members: The chairman of each standing committee shall have authority to appoint committee members.

C. Reports of committees: The chairman shall report the activities of his respective committee at the annual meeting and any special meetings of the Association.

D. Responsibilities of Standing Committees

(1) By-Laws Committee:

(a) The committee shall bi-annually review the By-Laws.

(b) The committee shall be composed of three directors, one of whom shall serve as this committee's chairman.

(2) Conservation Committee:

(a) Seek to practice the conservation and preservation of all kinds of free flowing rivers and wilderness areas.

(b) To work with other organizations who share similar interests and support environmental issues that protect our natural resources.

(c) Inform the membership of impending legislative, judicial, and executive actions which either curtail or enhance these natural benefits.

(d) Encourage the individual members to become actively involved in the resolution of these matters through cooperation with national, state, and local conservation groups.

(e) To testify on behalf of the Association at environmental hearings concerning the above stated purposes.

(3) Finance Committee:

(a) Shall be chaired by the Treasurer of the Association.

(b) Shall serve as a policy making and information gathering board to assist the Treasurer in the performance of his/her duties.

(c) Shall maintain an accurate accounting of all property of the Association.

(4) Publications Committee:

(a) The chairman of this committee shall be the editor of the Association's newsletter.

(b) The committee shall publish and distribute to all members and shall make available to the public on a regular and timely basis a newsletter which promotes and illustrates the purposes of the Association as set forth in Article II of these By-Laws.

(c) The committee shall solicit material appropriate for inclusion in the newsletter.

(d) The committee shall establish, maintain, and enforce the editorial policy of the newsletter.

(5) Race Committee:

(a) Shall keep the Association informed concerning paddling competition, rules, and regulations.

(b) Shall keep the Association informed concerning equipment specifications required in paddling competitions.

(c) Shall serve as the jurisdictional body over all competition sanctioned by the Association.

(d) Shall advice, assist, and render technical help to potential and existing race sponsors.

(e) Shall act as the governing body of the Association's Missouri Whitewater Championship.

(f) The chairman of the Race Committee shall be the chairman of the Missouri Whitewater Championship.

(6) Safety Committee:

(a) Encourage and promote development and use of paddling safety standards and practices.

(b) Encourage basic and advanced safety training.

(c) Develop and distribute materials concerning water safety.

(d) Collect data of water-related accidents and fatalities and analyze such in a manner productive to the development of guidelines for water safety conditions.

(e) Monitor federal, state, and local legislation, court decisions, and agency or bureau standards, rules, and regulations which might influence safe paddling.

(f) Cooperate with other organizations in matters of water safety.

(g) This committee shall establish policy and have the final jurisdiction on safety matters for the Association.

(h) To act as the enforcement board for the established policy of the Association that all members will abide by the American Whitewater Affiliation Safety Code. Any and all violations of this Code will be referred to the Board of Directors.

(7) Training Committee:

- (a) To develop training programs designed to meet the needs of paddlers of varying skill levels.
- (b) To coordinate the educational activities of other committees.
- (c) To implement the production of educational materials.
- (d) To set the standards of the Association's paddling clinics.

Section 2. SPECIAL COMMITTEES:

- A. Special committees shall serve to fulfill specific immediate functions as determined by the Board of Directors.
- B. The special committees shall exist until such functions are fulfilled.
- C. The chairman of each special committee shall be appointed by the President.
- D. The chairman of each special committee shall have the authority to appoint committee members.

ARTICLE VIII – DESIGNATED FUNDS

The funds of the Association shall be the general fund and the race fund.

Section 1. GENERAL FUND:

- A. PURPOSE - To provide operating funds for general capital expenditures of the Association.
- B. ADMINISTRATION - The administration of the fund is under the jurisdiction of the Treasurer, subject to approval of the Board of Directors.

Section 2. RACE FUND:

- A. PURPOSE - To provide operating funds for the Association's racing program.
- B. ADMINISTRATION - The administration of the fund is under the jurisdiction of the Treasurer, subject to approval of the Board of Directors.

ARTICLE IX – AMENDMENT

Section 1. ARTICLES OF INCORPORATION: Amendments to the Articles of Incorporation shall be made as follows:

- A. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it shall be submitted in writing to each member entitled to vote thereon.
- B. The proposed amendment to the Articles of Incorporation shall be voted on by secret ballot.
- C. The proposed amendment to the Articles of Incorporation shall be adopted upon obtaining the consent in writing of two-thirds (2/3) of all members voting pursuant to Article III, Section 1.

Section 2. BY-LAWS: Amendments to the By-Laws shall be made as follows:

- A. A RESOLUTION SHALL PROPOSE THE AMENDMENT - The Board of Directors shall adopt a resolution, or accept a resolution from any member in good standing, at a meeting of the Association, setting forth a proposed amendment to the By-Laws, and directing that the resolution be submitted to a vote at a subsequent meeting of the members entitled to vote thereon, which may be either an annual or a special meeting.
- B. Notice setting forth the proposed amendment shall be given to each member entitled to vote at such meetings in the manner provided in these By-Laws for the notice of meetings.
- C. The proposed amendment to these By-Laws shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by the members present at such meeting.

Section 3. INTERPRETATION:

Any question of interpretation regarding the intent or meaning of these By-Laws will be resolved by a simple majority vote of the Board of Directors. In the case of a tie vote the Float Director's vote will be deleted to break the tie.

ARTICLE X – DISSOLUTION

Section 1. DISSOLUTION: The Association may dissolve and terminate its affairs as follows:

A. The Board of Directors shall adopt a resolution, or accept a resolution from any member in good standing at a meeting of the Association, recommending that the Association be dissolved, and directing that the question of such dissolution be submitted to a vote at a subsequent meeting of members entitled to vote thereon, which may be either an annual or a special meeting.

B. Notice shall be written or printed only. The notice shall state that the purpose of such meeting is to consider the dissolution of the Association and shall be given to each member entitled to vote at such meeting within the time and in the manner provided by these By-Laws for notice of meetings.

C. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by the members present at said meeting.

Section 2. DISTRIBUTION OF ASSETS: The assets of the Association upon dissolution shall be distributed as follows:

A. All liabilities and obligations of the Association shall be satisfied and discharged or adequate provisions made thereof.

B. Assets held by the Association requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with said requirements.

ARTICLE XI – ENACTMENT CLAUSE

These By-Laws shall become effective immediately upon approval of the membership of the Association.

APPENDIX – AMENDMENTS TO THE BY-LAWS OF THE MWA

PASSED AT THE 1/8/92 GENERAL MEMBERSHIP MEETING.

Accept the By-laws as edited by Ted Marz for presentation at the 13 November 1991 membership meeting of the Missouri Whitewater Association and reviewed in the October/ November 1991 Riverlog.

As reported in the Riverlog review by Ted Marz, the editing process was initiated at the request of Stan Stoy, while he was serving as president. It was intended to make the document consistent throughout and create a digital version of the document for ease of replication and revision. No subjective changes have been made.

PASSED AT THE 3/11/92 GENERAL MEMBERSHIP MEETING.

Add a Section 11 to Article VII Board Of Directors, to read, "Section 11. Auditing Responsibility Of Non-Officer Director: The non-officer Board of Directors member shall have the responsibility of club auditor, being responsible to examine the records of the Treasurer and certify their correctness to the club at each year's annual meeting."

The addition of an auditor to the club's designated officials will greatly reduce any questions about the correctness of the club's books. This should benefit both the club and those holding the office of Treasurer. The addition of this function was suggested as a result of reviewing other whitewater club by-laws, such as those of TVCC.

PASSED AT THE 3/11/92 GENERAL MEMBERSHIP MEETING

Replace "governing members" in sentence (b) in Section I. D (1) of Article VII with "directors".

This will make the terminology in this sentence consistent with that used in the rest of the document.

PASSED AT THE 3/11/92 GENERAL MEMBERSHIP MEETING

Add a sentence (1 3) to Section I of Article VI Officers to read "With the approval by a majority of the Board of Directors, the secretary may delegate any of the above stated duties to another club member in good standing to expedite the operation of the club."

This will make the administration of the secretary's duties more adaptable to the resources available to the club.

PASSED AT THE 9/13/92 GENERAL MEMBERSHIP MEETING

Add third sentence to Section 2 Part H of Article VI Officers to make it read:

VACANCIES - A vacancy in the office of the President shall be filled by the Vice President. Vacancies in other offices shall be filled by appointment by the remaining members of the Board of Directors. A vacancy of any office occurring between the close of the voting period and the installation of the new officers shall be filled as stated above using the results of the most recent vote."

This will remove any doubt about the succession process during the lame-duck period in the club's election cycle.

PASSED AT THE 9/13/92 GENERAL MEMBERSHIP MEETING

Add a Section 3 to Article VI – Officers to read

Section 3. REMOVAL FROM OFFICE

- A. **GROUND FOR REMOVAL** - Any officer may be considered for removal from office if his/her standing within the club is compromised due to illegal actions or flagrant disregard for the By-Laws of the club.
- B. **REMOVAL PROCEDURE** - Removal proceedings may be initiated by one of two means
- (1) Two-thirds of the Board of Directors may vote to call for removal of any officer during any board meeting. They, then, must present a written statement explaining their reasoning to the club membership during the next general membership meeting.
 - (2) A petition containing signatures of more than 50% of the club members in good standing may be presented to the Board of Directors at any meeting of the board or the general membership. The petition must plainly call for the removal of a specific officer and state the reasons why removal is sought.
- C. **BALLOT PROCEDURES** - The process for removing an officer from office shall include the following steps:
- (1) An official ballot shall be prepared by a designee of the Board of Directors not named in the removal petition. The ballot shall include a system to prevent fraud.
 - (2) The ballot will contain the name of the individual being considered for removal, the reason for the action, and a space to mark either a "yes" or "no" vote.
 - (3) The officer being processed for removal from office shall be afforded reasonable space on the ballot to respond to the removal petition.
 - (4) The ballots will be distributed within 15 days of the membership meeting at which the removal referendum was presented to the general membership. The membership will be instructed that they have 30 days from the date that the ballots are postmarked to return their ballots for inclusion in the official voting.
- D. **RATIFICATION** - Two thirds of the ballots returned within the 30-day voting period must vote for removal to ratify this action. Failure to achieve the 2/3 plurality will void this action.
- E. **REPLACEMENT OF OFFICER** - If the removal petition is ratified, the officer will be removed from office immediately with the vacancies procedure of Section VI, Part H being enacted.

This amendment will provide an orderly mechanism to remove someone from office if they commit criminal action with regard to the affairs of the club or flagrantly disregard the By-Laws of the club. Currently there is no mechanism to do this. Most By-Laws and constitutions provide for this action to maintain orderly functioning of their organizations even in the face of such extreme circumstances as those which would result in the removal of an officer.

PASSED AT THE 9/13/92 GENERAL MEMBERSHIP MEETING.

Add a Section 3 to Article IX – Amendment, to make it read:

Section 3. INTERPRETATION

Any question of interpretation regarding the intent or meaning of these By-Laws will be resolved by a simple majority vote of the Board of Directors. In the case of a tie vote the Float Director's vote will be deleted to break the tie.

This amendment will provide for a clear procedure to resolve any issues regarding the interpretation of the intent or meaning of the By-Laws. Putting the decision making process in the hands of Board of Directors of the club would seem to be the most rational approach since the club's membership has entrusted the operation of the club to these individuals during their term of office. The deletion of the Float Director's vote to break any ties is based on the rationale that the Float Director office is least concerned with the business aspects of the club's operation.

PASSED BY A 6/29/2002 POSTCARD VOTE OF THE GENERAL MEMBERSHIP.

CHANGES TO MWA ARTICLES OF INCORPORATION (Filed 12/13/2002 with MO Secy of State)

1. CHANGE: Article 5 of the MWA Articles of Incorporation, which previously read:

Article 5. The purpose or purposes for which the corporation is organized are:
The corporation is formed to function as a recreational association for its specified membership; and to do any and everything necessary and convenient to accomplish safe boating, maintain a high standard of river conservation and ecology, sportsmanship in whitewater recreation, and promoting high standards of boating skills through education, instruction, teaching and clinical experiences; and all other legal powers permitted General Not for Profit Corporations.

TO read as follows:

Article 5. The purposes for which the corporation is organized are:
Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) and to do any and everything necessary and convenient to accomplish safe boating, maintain a high standard of river conservation and ecology, sportsmanship in whitewater recreation, and promoting high standards of boating skills through education, instruction, teaching and clinical experiences; and all other legal powers permitted General Not-for-Profit Corporations.

2. ADD: to the MWA Articles of Incorporation an Article 6 which shall read as follows:

Article 6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

3. ADD: to the MWA Articles of Incorporation an Article 7 which shall read as follows:

Article 7. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

CHANGES TO the By-Laws of the Missouri Whitewater Association

DELETE: ARTICLE X, Section 2, Part C of the By-Laws of Missouri Whitewater Association, which previously read:

C. Any remaining assets shall be distributed to an organization of a similar purpose pursuant to V.A.M.S. 355.230