

**Bylaws
Of
North Atlantic Canoe and Kayak, Inc.
[NACK}**

**Article 1
Corporate Description and Purpose**

Section 1.1 Name

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

Section 1.2 Location

NACK's principle office is 37 Jeremy Circle, Nesconset, New York 11767, USA; (631) 580-0719.

NACK's principle 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 section 201 and Internal Revenue Code section 501(C)(3) are exclusively educational and literary, including those of making distributions to organizations that qualify as exempt organizations under Internal Revenue Code section 501(C)(3).

NACK will promote ongoing education in safe and responsible canoeing and kayaking – for paddlers of all skill levels – on 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 paddle-craft, paddle-craft accessories, and paddle-craft clothing, to professional canoe and kayak tour companies, to others in the paddle-sport industry; and to those who instruct any aspect of canoeing or kayaking;
- 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;
- 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;
- Regularly make available qualified, certified instruction – appropriate for participants' skill levels – in various 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 paddle-craft, paddle-craft accessories, and paddle-craft clothing, with professional canoe and kayak tour companies, with others in the paddle-sport industry; and with those who instruct in any aspect of canoeing or kayaking.
- Conduct and participate in programs that 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;
- 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;
- Create and publish reports, position papers, and commentary on government regulations, legislation, and judicial proceedings within its area of interests;
- Encourage the writing of articles that promote safe, responsible canoeing and kayaking and that foster understanding and appreciation of canoeing and kayaking and the publication of these articles in corporate and club newsletters, paddle-sport journals and magazines and other media read by the general public;
- Represent its members' interests to relevant organizations, agencies, industries, and the general public;
- Provide its members with opportunities for camaraderie and socialization;
- Cooperate with other organizations that have similar goals;
- Participate in other activities and functions consistent with its basic charter limited only by the imagination and energy of its members, subject to review and approval by its Board of Directors.

Section 1.4 As an American Canoe Association Paddle America Club

NACK will foster its corporate purposes, as defined in section 1.3 above, through an annually renewable, reciprocal membership arrangement, as a Paddle America Club [PAC] of the American Canoe Association [ACA]. As a part of this agreement NACK and its members will receive a number of benefits including but not limited to ACA managed General Liability Insurance coverage for NACK paddling related events and activities that meet the requirements of "Sanctioned Events."

This coverage applies only to active ACA members. In order to properly manage this agreement, NACK requires that all of its active members also be members in good standing of the ACA."

Section 1.5 Powers

North Atlantic Canoe and Kayak, Inc., is a Type B corporation under section 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 section 201 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 the Not-For-Profit Corporation Law, section 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 by the Directors to another organization of their choosing, under IRC section 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 sections 1.3 and 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, disability, or paddling experience or ability.

As directed in section 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 section 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 Membership

The membership shall consist of Regular, Family, Associate, Sustaining, ACA Instructor, Commercial and Honorary Life Members. Recommend this be reworded as follows: "The membership shall consist of Regular, Family, Associate, Instructor, Commercial, Honorary and Life members.

Section 2.2.1 Regular Members

Individuals who subscribe to NACK's purposes as defined in sections 1.3 and 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 or as a Director.

Section 2.2.2 Family Members

Families who subscribe to NACK's purposes as defined in sections 1.3 and 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 or as a Director.

Section 2.2.3 Associate Members

Individuals and Families whose members subscribe to NACK's purposes as defined in sections 1.3 and 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 one or two adults and their children under age 18 who share the same household. Associate Members over the age of 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 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 or to serve on the Executive Committee or as a Director.

Section 2.2.5 Commercial Members

Entities that provide any commercial services to the paddling community, and whose members subscribe to NACK's purposes as defined in sections 1.3 and 1.4 and who agree to follow these Bylaws may apply for admission as Commercial Members. Commercial Members shall be eligible for (1) fee 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 or as a Director. The Commercial entity shall designate one individual to represent and manage its interests to NACK and to enjoy the rights and responsibilities of membership.

Section 2.2.6 Honorary 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 Members. Each Honorary Member shall have one vote and shall be eligible to hold elected or appointed office or to serve on the Executive Committee or as a Director. Honorary members shall be excused from the obligation of dues and work commitment and shall retain their status on a continuing basis subject to approval by the Directors.

Section 2.2.7 Life Members

From time to time, the Directors may approve member paddlers – whose contributions to NACK are of an exceedingly high level – as Life Members. These members may continue to enjoy the rights of Regular or Instructor or members and shall be excused from the obligation of dues or work commitment. Life members shall retain this status as long as they otherwise remain members in good standing of NACK.

Section 2.3 Founding Members

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

Section 2.4 Members Under the Age of 18

Individuals under the age of 18 may hold any of the above membership classes. In this event their rights to vote, hold elected or appointed office and to serve on the Executive Committee or on the Board of Directors shall be subject to approval by the Board of Directors on a case-by-case basis until they reach the age of 18.

Section 2.5 Other Rights and Responsibilities of Membership

Other details of membership rights and responsibilities are contained in the NACK Membership policy. These details include changing responsibilities and benefits of membership such as dues, assessments, and discounts.

Section 2.6 Dues, Fees and Work Commitments

Section 2.6.1 Dues for NACK

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

Section 2.6.2 Dues Other Fees for the ACA

All Members shall pay yearly dues and other fees as required to maintain ACA membership in good standing.

Those who cannot be verified as ACA members in good standing may still participate in certain ACA-Sanctioned NACK events. In this case they must pay dues for an ACA Event Membership, which includes liability coverage – and a nominal NACK fee – for each ACA-sanctioned event in which they participate.

Section 2.6.3 NACK Work Commitments

To further NACK's purposes as defined in sections 1.3 and 1.4, certain classes of membership, including Regular, Family, and Instructor Members shall provide NACK with a yearly work commitment. Basic yearly work commitments are defined in the Membership Policy. Details of work commitment may be found in the Work Policy.

Section 2.7 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;
- understand and 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 and endangered species.

Section 2.8 Meetings of the Membership

Meetings of NACK's membership shall be held on a regular basis and may be held jointly with or separately from meetings of the Directors and the Executive Committee. Special meetings of the 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/or sent via e-mail, or in selected case by ordinary mail to each Member at least two weeks before the scheduled meeting.

Section 2.8.1 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 2.8.2 Annual General Meeting

At least one Annual General Meeting shall be held for the purpose of electing NACK's Directors and Officers including President, Vice President, Secretary and Treasurer, 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, the Directors and other officers as appropriate.

Section 2.8.3 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 Regular Directors shall follow the provisions defined in section 3.1.1.2. Electing the At-Large Director shall follow the provisions defined in section 3.1.1.3. Electing Officers shall follow the provisions defined in section 4.2. Amending these Bylaws shall follow provisions defined in section 11.7.

Section 2.9 Members: Resignation, Impeachment, and Removal

Any NACK Member may resign without prejudice for any reason, and at any time. Any NACK Members may be removed from NACK for appropriate cause, in accordance with the 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 three, and no more than eleven, Directors. Whenever possible there shall be at least one Director for every 20 Members. There shall be at least one At-Large Director. The number of Directors shall be augmented on a yearly basis as needed to meet these guidelines.

Section 3.1.1 Classes of Directors

There shall be three classes of Directors: Founding, Regular and At-Large

Section 3.1.1.1 Founding Directors

The six Founding Members shall serve as Founding Directors. Founding Directors shall server 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 Regular Directors

The Board of Directors shall hold elections for Regular Directors as needed or desired subject to guidance provided in section 3.1. Elections for Director positions shall at a General meeting in the fall quarter usually in December. Following normal elections Regular Directors shall serve their terms starting in January of the year following their election.

Regular Directors shall serve for a term of two years and may be re-elected. They shall hold office until their successors are duly elected. Nominations shall be presented in writing to the Secretary and publicized to the membership one month before the annual meeting at which any Regular Director's term expires. Regular 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 or the date specified to close elections whichever is later.

Should a Regular Director become unable to serve, that Directors' 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 3.1.1.3 At-Large Director

There shall be at least one At-Large Director at all times. It is the function of this Director to represent the interests of the lay membership to the remaining Directors. Consequently, this director must be elected from the lay membership and may not be a Founding Director or Executive Officer and may not be a Certified Instructor. Elections for the At-Large Director position shall at a General meeting in the fall quarter usually in December. Following normal elections the At-Large Director shall serve their term starting in January of the year following their election

The At-Large Director shall serve for a term of two years and may be re-elected. They shall hold office until their successor is duly elected. Nominations shall presented in writing to the Secretary and publicized 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 or the date specified to close elections whichever is later.

Should an At-Large Director become unable to serve, an emergency election shall be called at the next available General Meeting, but in no case shall more than two months pass without this post being filled. The At-Large Directors replacement 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 or the date specified to close elections whichever is later. The new At-Large Director will serve out the remaining calendar year before starting their two-year term of service.

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 may be held jointly with or separately from meetings of the general membership or the Executive Committee as required. Regular and special meetings may be called by the Director's Chair, by any three Directors, or by special request of the Executive Committee. The meeting location and agenda shall be determined by the Director's Chair with due input from the other Directors. Notice of regular and special Directors meetings shall be posted on the website or sent via e-mail, or in selected cases by ordinary mail to each Director at least seven days before the scheduled meeting.

Members expressing their wish to attend any Directors meeting may do so. Those communicating a specific request to the Board Chair will be notified of next 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 may be broken by allowing the At-Large Director two votes. Should the At-Large Director not be present, the tie may be broken by allowing the Chair two votes.

Section 3.5 Directors' Duties

The Directors shall perform any duties imposed by law or by these Bylaws or by NACK Policies. Directors shall oversee NACK's (1) officers and agents as they enact their duties, (2) long range planning and guidance (3) interpretation and enforcement of Bylaws and Policies, and, with the Executive Committee, (4) budget (5) daily affairs; (6) funding and expenditures. The Directors shall preside over all NACK disciplinary procedures; ensure that NACK members follow these bylaws and the 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 Directors 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 section 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 serve for a term of one year and may be re-elected. They shall hold office until their successors are duly elected. Nominations shall be presented in writing to the Secretary and publicized to the membership one month before the annual meeting at which any Officers term expires. 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 or the date specified to close elections whichever is later.

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 and may be further elaborated in NACK Policies.

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 the 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 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 and interpret them as necessary for the Executive Committee and Directors; publish an agenda two weeks before all business meetings; chair the Nominating Committee; 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, shall prepare and file corporate tax returns as required by IRC and state law, and 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 the 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. The Chair of the Safety Committee, or in their absence, the Chair of the Training Committee shall be designated as Safety Officer and shall serve as a non-voting members 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 e-mail polls. A quorum shall consist of three Executive Committee members, and a majority vote of those participating members 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 the 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 an 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 Hock 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.

Meetings and actions of committees shall be governed by, noticed, and held, in accordance with these Bylaws. Each committee shall keep appropriate records of its proceedings and report on its activities as appropriate to its function or as directed by the Executive Committee.

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, reviews and publishes standards for paddling safety to the organization. Insures that safety standards are understood and followed during all activities including training, tours, trips and events; works with the training committee to implement a skill assessment and certification 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 be an adjunct member of the Executive Committee. In the absence of a Safety Officer the Training Chair will assume this role.

- **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; reminds members when their NACK and ACA dues and other fees are due; verifies membership applications and ACA waivers are current and complete; and collects NACK and ACA dues and fees for Members and Event Members and turns them over to the Treasurer; ensures that ACA Memberships and renewals and ACA Event Memberships and Waivers are filed in a timely manner with the ACA .
- **The Work Committee** guides, organizes, and records contributions to, director and executive service, committee service, and club work projects; sets work standards and tracks members' work contributions. The Vice President shall Chair the Work Committee.
- **The Training Committee** defines and implements standards for skills certifications; plans and organizes club assessment days, training activities, and peer practices for members and trip leaders; maintains records of club training, assessment, and certifications for general members, trip leaders, and instructors under guidance of the Training Chair. The Training Chair shall be certified as at least an ACA Basic 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 should be trained and authorized to maintain the club website at all times.
- **The Nominating Committee** Is responsible for soliciting nominations and collecting and publishing biographies of candidates for elections as well as other issues to be placed before the membership during voting periods. The committee shall consist of at least three members. The Secretary shall chair the Nominating Committee but shall be recused from issues related to any position for which they are standing.

- **The Activities Committee** schedules and conducts trips, tours, and activities appropriate for members of varying skill levels. The Trip Chair is responsible for soliciting leaders and backups to staff the Trip Committee; insuring appropriate support for scheduled trips; and submitting an activities schedule to the President on a regular (quarterly) basis.
- **The Program Committee** plans and provides interesting and educational events as either part of, or adjunctive to, NACK meetings and arranges for honoraria and certificates for speakers as appropriate.
- **The Outreach Committee** is responsible for educating the general public about paddling issues through participating in various events including festivals, gatherings and symposiums; 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 and conducts picnics, parties, and other social events to facilitate the development of friendship, camaraderie and fellowship within the organization.
- **The Certification and Awards Committee** 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 demonstrate special achievement and/or significantly support NACK's purposes.
- **The Publications Committee** will create, publish, distribute, and archive a NACK Newsletter and other relevant NACK publications.

Section 5.4 Sections

NACK shall provide opportunity for the formation of Sections where subgroups of three or more members with special paddling interests may associate in directed activities. With approval from the Directors, Sections may form their own table of organization under a Section leader; may formulate their own rules, guidance and policies; may schedule their own activities and publish them in the club schedule and on the club website; may raise and manage their own funds within the Treasury and may act in concert to petition for special recognition in the club and the community. When a section ceases to function or drops below two members for a period exceeding one year, its funds may be absorbed by the treasury under the guidance of the Directors. Examples of some Sections are described below.

Section 5.4.1 Racing Team

When sufficient interest exists within the membership the Racing Team may function as a section within the club under the leadership of the Racing Team Captain to organize practices and other training activities; promote participation in local races; and organize and conduct its own competitive events.

Section 5.4.2 Demo Team

When sufficient interest exists within the membership the Demo Team may function as a section within the club under the leadership of a Demo Team Captain to organize practices and other training activities; participate in local events and festivals to facilitate education and outreach to the general public in the various aspects of the sport of paddling.

Section 5.4.3 Native Skills Section

When sufficient interest exists within the membership the Native Skills Section may function within the club under the leadership of a Native Skills Leader to organize practices and other training activities; participate in demonstrations at local events to facilitate public education and outreach, and cooperate with other organizations of similar interest to facilitate the revival and preservation of native skills and practices.

Article VI Impeachment, Suspension and Expulsion

6.1 Perfunctory Suspension

As described in section 2.1, failure to pay dues and fees within 60 days of invoice date shall result in automatic suspension of membership. Failure to fulfill the work commitment in a timely manner may also be a contributing factor for suspension.

6.2 Impeachment

Any member of NACK may be impeached for appropriate causes. Appropriate cause for impeachment includes, but is not limited to, violating any NACK or ACA rule, regulation, guideline or Bylaw; displaying conduct that threatens to discredit or that actually discredits NACK or the ACA.

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, and 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.

6.3 Appeal

Any Impeachment ruling may be appealed by the accused member. 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.

6.4 Requirements for Determination

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, e-mail, or fax received by the day of the hearing or of the appeal.

6.5 Sanctions

The Directors and the 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 Section 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 provided by IRC section 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 section 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 section 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 Fund

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 the Executive Committee see fit, a necessity may arise for the imposition of financial assessments on the Members. These assessments shall be for only nominal amounts required to cover specific investments or unexpected shortfalls. More significant discrepancies shall be addressed by a permanent change in the dues structure. The reasons for assessments or dues changes shall be reviewed with the entire membership.

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 or 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 the 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 contributions, gifts, or bequest for any NACK general or specific 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 by the Secretary and may be affixed to any document. Failure to affix the seal to a document, however, shall not affect that documents' legal validity.

Section 11.X Formulation of Policy

NACK Policies and Procedures may be constructed and recommended by a Formulating Committee comprised any number or class of members.

Recommended Policy must be submitted in written form to the Directors for review, emendation and approval. The Formulating Committee or its designee may be present at the Board review in order to explain and defend specific features of the proposed policy. Specifically, no policy may be formulated to be in conflict with these Bylaws. Once approved by the Directors, the recommended Policy shall have the force and effect of these Bylaws.

Recommended Procedures must be submitted in written form to the Executive Committee for review, emendation and approval. The Formulating Committee or its designee

may be present at the Executive review in order to explain and defend specific features of the proposed procedures. Specifically, no Procedure may be formulated to be in conflict with these Bylaws or approved Policy. Once approved by the Executive Committee, the recommended Procedure may be placed into effect immediately. Procedures may be updated at any time at the request of the pertinent committee.

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 provisions of these Bylaws and the ACA Bylaws, Safety Regulations, or other regulations, the ACA documents shall govern.

If there is a conflict between any provisions of these Bylaws and any Policy adopted by the Directors of NACK these Bylaws 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.
2. the Directors and the 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 e-mail, 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 amendments shall be strictly limited to 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, e-mail 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 leaders' 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.