

# THE PATHFINDER VOLKSSPORT CLUB OF THE NORTHWEST

## BYLAWS

These Bylaws (referred to as the "Bylaws") govern the affairs of the Pathfinder Volkssport Club of the Northwest (referred to as "the NWP" or "the Association"), a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (referred to as "the Act") and are established to implement the Articles of Incorporation of the Association and the Constitution and Bylaws of the American Volkssport Association (AVA), the International Federation of Popular Sports (IVV), and the Evergreen State Volkssport Association (ESVA).

**PURPOSE:** The purposes of the Association are:

- To promote the activities of the AVA and IVV;
- To promote physical fitness, fun and friendship through participation in volkssport events;
- To encourage and support participation in these events;
- To promote volkssporting to the general public as an organized program of noncompetitive family oriented, participatory lifetime sports;
- To promote the exchange of ideas and communication among volkssport participants through the publication of a Newsletter;
- To support other volkssport clubs in their efforts to promote volkssporting in the Northwest Region; and,
- To perform any lawful act which may be necessary or desirable for the furtherance of the objects as stated herein and in the Constitution and Bylaws of the AVA and IVV.

### ARTICLE I

#### OFFICES

**1.01 Principal Office.** The principal office of the Association shall be located at such location as the Board of Directors (referred to as "the Board") may determine from time to time.

**1.02 Registered Office and Registered Agent.** The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Washington. The Board may change the registered office and the registered agent as provided by the Act.

### ARTICLE II

#### MEMBERSHIP

**2.01 Active Members.** An Active Member is an officer or member of the Board of Directors of the Association.

**2.02 Associate Members.** An Associate Member is someone who has paid the Associate Member dues of the Association.

**2.03 Club Members.** A Club Member is a State Association or Volkssport Club that has paid the Club dues of the Association.

**2.04 Dues and Fees.** The Board may establish dues for membership in the Association and such other fees as are required to support the purpose of the Association.

### ARTICLE III

#### BOARD OF DIRECTORS

**3.01 General Powers.** The business and affairs of the Association shall be managed by the Board.

**3.02 Duties.** The duties of the Board shall include:

- (a) Performing the duties of the governing body of this Association as prescribed by state law, the Constitution and Bylaws of the IVV, AVA, ESVA and the Articles of Incorporation, Bylaws, and Standing Rules of this Association;
- (b) Exercise ordinary business judgment in managing the affairs of the Association and act as fiduciaries with respect to the interests of the members;
- (c) Reviewing and directing the actions of Committees;
- (d) Reviewing and approving the annual budget of the Association and the Treasurer's reports;
- (e) Reporting the activities of the Association to its members;
- (f) Electing the officers of the Association.

**3.03 Liability.** Board Members shall not be liable if, in the exercise of ordinary care, the Board Member acts in good faith, relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

**3.04 Composition.** The Board shall be composed of the elected officers of the Association, and appointed representatives from each State Association in the Northwest Region.

(a) **Officers.** The officers shall be a President, Vice President, Secretary, and Treasurer.

(b) **State Association Representatives.** Each State Association shall be entitled to elect or appoint two voting representatives to the Board.

(c) **Representatives from non-State Association clubs.** If desired, clubs from states in the Northwest region without State Associations may appoint a representative to the Board who will act without a vote.

### **3.05 Qualifications.**

(a) **Board Members.** Board Members must be Associate Members and reside in the Northwest Region.

(b) **Good Standing.** A person who is considered "not in good standing" with the ESVA, OTSVA or a member club of the AVA shall not be eligible to be an elected officer. A person "not in good standing" is defined as an individual with a debt, obligation, or liability that has been delinquent if it has not been settled within thirty (30) days of the date it was due to that organization.

### **3.06 Election Procedures.**

(a) **Nominations.** Nominations for officers shall be solicited by the Board. The written consent of a nominee must be obtained prior to his/her name being placed on the ballot. Nominations for officers may also be made from the floor, provided consent has been obtained from the nominee.

(b) **Elections.** Officers shall be elected at an annual meeting of the Board. The officers shall be elected by written ballot of the Board by the affirmative vote of a majority of the board members present. If there is an uncontested position, election may be made by a voice vote.

**3.07 Terms of Office.** Officers shall hold office for a term of two (2) years, commencing the first day of the fiscal year following the annual meeting at which he/she was elected and shall serve until his/her successor has been elected and qualified unless he/she sooner resigns or is removed from office. Officers may serve for as many terms as they are elected.

**3.08 Removal of Officers.** Any elected or appointed officer may be removed from office whenever the best interest of the Association would be served thereby. A special meeting of the Board to consider the removal of an officer may be called by a majority of board members and notice given following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda and the alleged cause for removal. The officer shall have the right to present evidence at the meeting as to why he/she should not be removed, and he/she shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the officer. Removal shall require the affirmative vote of two-thirds (2/3) of the Board Members voting in person.

**3.09 Vacancies.** Any vacancy created by the death, resignation, removal, disqualification, or otherwise of an officer shall be filled at the next regular meeting of the Association by written ballot in the manner specified in Paragraph 3.06(b) above, except that a vacancy in the office of President shall be filled by the Vice President, who shall hold office for the unexpired term of the President. The officer elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

**3.10 Duties of Officers.**

**(a) President.** The President shall:

- (1) Be the chief executive officer of the Association;
- (2) Preside over all board meetings;
- (3) Coordinate the work of the officers and committees and serve as an ex-officio member of all committees;
- (4) See that all information is updated on the AVA website and conveyed to ESVA as required;
- (5) Act as a representative of the Association at meetings of the ESVA or other organizations or designate such representative. The representative shall not make commitments in the name of the Association without the prior approval of the Board;
- (6) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

**(b) Vice President.** When the President is absent, is unable to act, or refuses to act, the Vice President shall perform the duties of the President. When acting in place of the President, the Vice President shall have all the powers of and be subject to the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or prescribed by the Board.

**(d) Secretary.** The Secretary shall:

- (1) Keep the minutes of all board meetings and distribute them in a timely fashion;
- (2) In consultation with the President, prepare and distribute an agenda prior to each board meeting;
- (3) Maintain and distribute a list of all board members and officers;
- (4) Assure that a database of all Associate Members is maintained, and that a backup of such is made at least quarterly and kept at a second location;
- (5) Handle correspondence of the Association as directed by the President; and
- (6) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or prescribed by the Board.

**(e) Treasurer.** If required by the Board and at the Association's expense, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall:

- (1) Have charge and custody of and be responsible for all funds of the Association;
- (2) Assure receipt and deposit of all monies due and payable to the Association from any source whatsoever;
- (3) Keeps the books of the organization in sufficient detail as determined by the board.
- (4) Prepare a budget with the assistance of the other Officers and Committees for presentation to the Board at the annual meeting;
- (5) Prepare a Treasurer's report for each meeting of the Board;
- (6) Prepare year-end reports for submission to the Internal Revenue Service and the American Volkssport Association each year; and
- (7) Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or prescribed by the Board.

## ARTICLE IV

### Meetings

**4.01 Annual Meeting.** The Board shall determine the date, time and place of the annual meeting each year.

**4.02 Regular Meetings.** The Board shall determine the date, time and place of each regular meeting. Regular meetings shall be held at least quarterly. Only regular meetings may be held by conference call at the direction of the President. The annual meeting may take the place of one of the regular meetings of the Association, but must be held in person.

**4.03 Special Meetings.** Special meetings of the Board may be called by the President and shall be called upon the written request of any two members of the Board. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the members of the Board as required in the Bylaws. The person or persons who call a special meeting of the Board may select the time and place for the meeting.

**4.04 Notice of Meetings.** The written notice of each meeting of the Board, along with the agenda for the meeting shall be emailed to each Board Member to their email of record at least (7) days prior to any meeting of the Board. The notice shall state the place, day, and time of the meeting and, in the case of a special meeting, who called the meeting and the purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association or by the person or persons calling the meeting.

**4.05 Meeting by Telephone.** The Board may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

**4.05 Voting Rights.** Each Officer and Board Member shall be entitled to one vote on each matter submitted to a vote of the Board.

**4.06 Quorum.** A majority of Board Members attending in person shall constitute a quorum for the transaction of business at any meeting of the Board. No action may be approved without the vote of at least a majority of Board Members required to constitute a quorum.

**4.07 Actions of Board.** The vote of a majority of the Board Members present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or these Bylaws. Voting may be by ballot or voice, except that any election of officers in contested elections shall be by written ballot.

**4.08 Voting by EMail.** The Board may authorize members of the Board to vote by email or by conference call on any matter that may be voted on by the Board except the election of officers.

## **ARTICLE V**

**5.1 Reimbursement.** By resolution of the Board, Officers may be reimbursed for their expenses up to the maximum allowed by the IRS.

## **ARTICLE VI**

### **COMMITTEES**

**6.01 Authorization of Standing Committees.** There shall be the following standing committees: the Newsletter Committee.

**6.02 Authority to Establish Special Committees.** The President, with the advice and approval of the Board, may establish such special committees as may be deemed proper and necessary to fulfill the objectives and purposes of the Association, defining the activities and scope of authority of each committee by resolution. The establishment of a committee shall not relieve the Board, or any individual Board Member, of any responsibility imposed by the Bylaws or otherwise imposed by law.

**6.03 Appointment of Committees.** The President shall appoint all committee members with the approval of the Board. Such committees shall be directly responsible to the Board and shall serve at the pleasure of the Board. The President shall be a member ex-officio of all committees.

**6.04 Term of Office.** Each member of a committee shall serve on the committee to which he/she has been appointed until June 30 in an even-number year, but may be reappointed at the discretion of the President and approval of the Board. The term of a committee member may terminate earlier if the committee is terminated, or if the person dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee shall be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

**6.05 Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws.

**6.06 Committee Reports.** Each committee chair shall provide a written report of the committee's actions for presentation at regular meetings, at the annual meeting of the Board, and at such other times as may be requested by the President or the Board.

**6.07 Reimbursement.** By resolution of the Board, the members of committees may be reimbursed for their expenses up to the maximum allowed by the IRS.

**6.08 Rules.** Each committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules or policies adopted by the Board.

## ARTICLE VII

### TRANSACTIONS OF THE ASSOCIATION

#### 7.01 Contracts.

(a) The Board may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

(b) An Independent Contractor Agreement shall be signed between the Association and any independent contractor providing an ongoing service to the Association. The terms of the Agreement will specify the amount and payment of fees for this service.

**7.02 Deposits.** All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board selects.

**7.04 Prohibited Acts.** As long as the Association is in existence, and except with the prior approval of the Board, an Active Member, officer or committee member of the Association shall not:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Association.
- (b) Do any act with the intention of harming the Association or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.
- (d) Receive an improper personal benefit from the operation of the Association.
- (e) Use the assets of the Association directly or indirectly, for any purpose other than carrying on the business of the Association.
- (f) Wrongfully transfer or dispose of association property, including intangible property such as good will.
- (g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business.

## ARTICLE VIII

### BOOKS AND RECORDS

**8.01 Required Books and Records.** The Association shall keep correct and complete books and records of accounts. The Association's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Washington Secretary of State relating to the Association, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent;
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws;
- (c) Minutes of the proceedings of the Board;
- (d) Minutes and any reports of committees authorized by the Board;

(d) A list of the names and addresses of the officers, Board members, Active, Club and Associate Members and any committee members of the Association. Other than Officers and Board Members, lists will only be kept electronically. Such lists shall not be given to any organization or used for any purpose than that of the Association;

(e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years;

(f) A financial statement showing the income and expenses of the Association for the three most recent fiscal years;

(g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax status; and

(h) The Association's federal, state, and local information or income tax returns for each of the Association's seven most recent tax years.

**8.02 Inspection and Copying.** An Association officer, Board Member or committee member of the Association, ESVA Officer or Regional Director may inspect all books and records of the Association required to be kept by the Bylaws, provided he/she has a proper purpose related to his/her interest in the Association and submits a request in writing.

### **8.03 Independent Financial Reviews.**

An independent financial review of the Association's books shall be conducted at the request of the board or upon the death, resignation, removal or disqualification of a Treasurer by an individual appointed by the Board and a report made to the Board within sixty days.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE X**

### **DISSOLUTION/LIQUIDATION**

**10.01 Dissolution.** Dissolution of the Association shall only be by the affirmative vote of the majority of voting members present at a specially called meeting held for the specific purpose of dissolving the Association.

**10.02 Liquidation.** Upon dissolution of the Association, the Treasurer shall pay or make provisions to pay off all of the liabilities of the Association. The Board will determine by majority vote where any remaining assets are to be transferred to and for the benefit of a Volkssport organization formed as a nonprofit corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986.

## ARTICLE XI

### NOTICES

**11.01 Notice by Mail, Electronic Mail.** Any notice required or permitted by the Bylaws to be given to a Board Member, officer, Club, Associate or Active member, or member of a committee of the Association may be given by mail, or electronic mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the club or person at the address which appears on the records of the Association with postage prepaid. If given by electronic mail, a notice shall be deemed to be delivered when it is sent. A person may change an address by giving written notice to the Secretary of the Association or their designee.

**11.02 Signed Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

**11.03 Waiver of Notice by Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE XII

### PARLIAMENTARY AUTHORITY

The rules in the current version of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order which the Association may adopt.

## ARTICLE XIII

### AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted only by a majority vote of the Board at an annual meeting at which a quorum is present. The notice of any annual meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## ARTICLE XIV

### MISCELLANEOUS PROVISIONS

**14.01 Legal Authorities Governing Construction of Bylaws.** The Bylaws shall be construed in accordance with the laws of the State of Washington. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**14.02 Legal Construction.** If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**14.03 Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**14.04 Form.** Wherever the context requires, all singular words shall include the plural, and all plural words shall include the singular.

**14.05 Resolution of Disputes.** In any dispute between officers, members, or participants relating to the activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration only if the parties have met together with a mediator. The Board shall have the discretion to authorize the use of the Association's funds for mediation or arbitration of a dispute described in this paragraph.

**14.06 Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of Board Members, Officers, Active, Club and Associate members, committee members, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Pathfinder Volkssport Club of the Northwest and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the Active members held on \_\_\_\_\_.

Adopted by the Board this \_\_\_\_\_.

Signed: \_\_\_\_\_  
Secretary