

BYLAWS OF WHATCOM ASSOCIATION OF KAYAK ENTHUSIASTS

ARTICLE I – OFFICES

SECTION 1. The registered office of Whatcom Association of Kayak Enthusiasts (herein referred to as the “Association”) shall be at Suite 409, 114 W. Magnolia Street, Bellingham, Washington, 98225 or such other place as the Board of Directors may from time to time determine.

ARTICLE II – MEMBERSHIP AND TRANSFER OF MEMBERSHIP

SECTION 1. The Association shall have one (1) class of members. The number of available members shall be unlimited.

SECTION 2. Membership of the Association shall be open to all persons, regardless of race, gender, color or religion. However, it shall be a condition of membership that a prospective member binds himself or herself to agree in writing to observe such rules and regulations governing the activities of the Association as the directors of the Association may from time to time establish. Also, a prospective member may be required to sign a written indemnity holding the Association, its directors, officers, employees and agents harmless against any loss (including death) or damage to person or property which that prospective member may suffer in connection with his or her membership of the Association.

Applications for membership shall be in writing, on a form provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors at any of its meetings and upon receipt of the appropriate membership fee.

SECTION 3. Each member shall be entitled to one (1) vote. In the election of directors by the members, every member entitled to vote shall be entitled to one (1) vote for as many persons as there are directors to be elected, and only one (1) vote per candidate may be cast and the votes may not be cumulated. The vote of each member may be cast either in person or by proxy.

SECTION 4. Membership in the Association is not transferable or assignable by any member by operation of law or otherwise except in accordance with the provisions of these Bylaws. A member may resign at any time.

SECTION 5. Certificates of membership in the Association shall be in such form as the Board of Directors shall designate. Unless specifically requested by a member, it shall not be necessary that certificates of membership actually be issued.

ARTICLE III – MEETINGS

SECTION 1. The annual meeting of the members of the Association shall be held at such time and place in Whatcom County, Washington, as shall be determined by the Board of Directors and written notice of the annual meeting shall be given to each member in advance

SECTION 2. Special meetings of members may be called at any time by the President, or by a majority of the Board of Directors, or by not less than twenty-five percent (25%) of the members of the Association, which meeting and notices thereof shall be in accordance with applicable state statutes.

SECTION 3. The presence, in person or by proxy, of twenty percent (20%) of all members of the Association shall constitute a quorum of the transaction of business at any meeting of the members. Each member of the Association shall be entitled to one (1) vote in person or by proxy. Proxies shall be signed and filed with the Secretary of the Association prior to the opening of any meeting at which they are voted. Proxies shall be effective only for the meeting at which filed unless by their express terms they are given longer duration.

ARTICLE IV – DIRECTORS

SECTION 1. The initial Board of irectors shall serve without compensation until their successors are elected and qualified at the next annual meeting of members. Thereafter, the Board shall be elected by the members of the Association annually to serve without compensation for a term of one (1) year, until their successors are elected and qualified. The number of directors of the association has initially been established at five (5). The number may be changed at any time by the members by a vote of more than two-thirds (2/3) of all voting members in attendance at any regular or special meeting of the Association called in accordance with these Bylaws.

SECTION 2. The Board of Directors shall have the general management and control of the business, property and affairs of the Association and shall exercise any and all of the powers that may be exercised or performed by the Association under the law, the Articles of Incorporation and these Bylaws. The Board of Directors may make and enforce such rules and regulations as it deems necessary, conducive, incidental or advisable to accomplish or promote the objectives and purposes of the Association.

SECTION 3. Meetings of the Board of Directors shall be held at such times and places in Whatcom County, Washington, or elsewhere, as shall be determined by the majority of the Board. Twenty-four (24) hours' notice of each such meeting shall be given to each director, which notice may be given by telephone.

SECTION 4. A majority of the directors shall constitute a quorum for the transaction of business and a majority of such quorum shall determine any questions except as otherwise provided by law, the Articles of Incorporation and these Bylaws.

SECTION 5. All vacancies on the Board of Directors, whether caused by resignation, incompetency, death or otherwise, shall be filled by the remaining directors.

ARTICLE V – OFFICERS

SECTION 1. The officers of the Association shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors shall elect such officers for a term of one (1) year and until the successor of each is elected and qualified. The election of officers shall take place at the first meeting of each newly elected Board of Directors, usually after the annual meeting of members or any adjournment thereof.

SECTION 2. The President shall be the executive head of the Association, shall be a member of the Board of Directors, and shall preside at all meetings of the Board of Directors and all meetings of the members. The President, together with the Secretary, shall sign all certificates of membership, contracts, deeds, bond and other obligations of the Association and other instruments authorized by the Board of Directors.

SECTION 3. In the absence of the President or in the event of the President's inability to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties and functions

as may be provided to be performed by the President and when so acting shall have all of the power of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors, and may also perform the duties of the Secretary in the Secretary's absence or inability to act insofar as the same shall pertain to the calling of meetings of members or the directors. A Vice-President need not be a member of the Board of Directors, but if he is not, then he cannot succeed to the duties of or perform as the President of the Association.

SECTION 4. The Secretary shall be the custodian of all records and documents pertaining to the Association and its property. He shall keep fair and correct minutes and records of all meetings of members and of the Board of Directors. He shall sign with the President, where appropriate, all certificates of membership, contracts, deeds, bond and other obligations of the Association, and other instruments authorized by the Board of Directors. He shall give notice of all meetings of members of the Association and of the Board of Directors as set forth in these bylaws. If, at any meeting of the members of the Board of Directors, the Secretary shall be absent or unable to perform his duties, the President shall have the right to appoint a Secretary pro tem.

SECTION 5. The Treasurer shall receive and safely keep all moneys and securities belonging to the Association and shall disburse the same under the direction of the Board of Directors. At each annual meeting of the members, and any other time when directed by the Board of Directors, he shall submit a report on the financial affairs of the Association and the status of all moneys, funds and assets then on hand or received and disbursed since the Treasurer's last report.

SECTION 6. The Board of Directors may appoint, employ, terminate, discharge, fix the compensation and provide for the duties and powers of such officers, agents and employees as, in the judgement of the directors, shall be advisable, subject to the requirements and provisions of this Article V, and two (2) or more of any officers, agents or employees may be combined in one (1) person. Any officer of this Association shall perform and discharge such duties, other than those enumerated in this Article V, as the Board of Directors may from time to time require.

ARTICLE VI – CHARGES AND ASSESSMENTS

SECTION 1. For the purpose of securing funds to meet the operating expenses, capital outlays and other expenditures required to accomplish the objectives and purposes of the Association as stated in its Articles of Incorporation, the Board of Directors shall be authorized to determine an annual membership fee.

SECTION 2. Within thirty (30) days prior to the beginning of each fiscal year of the Association, or as soon thereafter as the Board of Directors is able to take action on the budget, the Board of Directors shall establish its budget for the coming year, estimating the net charges to be paid by the Association during the coming year for the purposes specified in these Bylaws, and the Articles of Incorporation of the Association, including a reasonable provision for contingencies and replacements and reflecting any expected income and any surplus from the prior year's fund. It shall then determine the annual membership fee for a member. No person shall be admitted as a member until he or she has paid the membership fee established for the year in question, and payment of all dues, fees and assessments shall be a condition of continuing membership.

SECTION 3. The Board of Directors may terminate the membership of any active member who fails to pay dues, fees or assessments after due notice of non-payment has been given to such member and such member nonetheless fails to pay the amount in question within a reasonable time thereafter. The Board of Directors may also terminate the membership of any member for conduct unbecoming a member or prejudicial to the goals or reputation of the Association, provided that such member is first given a proper opportunity to answer the complaint of the Board against him or her.

ARTICLE VII – BOOKS AND RECORDS

SECTION 1. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member by appointment only during business hours on weekdays. The Board of Directors shall provide an annual statement to all members of the Association; a professional accountant may be employed for the purpose of preparing and maintaining financial records of the Association.

ARTICLE VIII – CONDUCT OF BUSINESS

SECTION 1. The Board shall have full power to organize and conduct its business and affairs as it may deem fit when not in conflict with the law, the Articles of Incorporation of the Association and these Bylaws.

SECTION 2. The Board of Directors of the Association shall have the authority to appoint such committees as the Board may desire and to appoint and remove members thereof as the Board shall determine necessary for the efficient conduct of Association business.

ARTICLE IX – DISSOLUTION

SECTION 1. In the event of the dissolution of the Association, each person who is then a member shall receive his proportionate share of the property and assets of the Association after all of the Association's debts and liabilities have been paid or provided for.

ARTICLE X – AMENDING OR REPEALNG BYLAWS

SECTION 1. The Bylaws of the Association may be amended, modified or repealed from time to time by a vote of not less than two-thirds (2/3) of all voting members at any regular or special meeting of the Association called for that purpose, provided that notice of such meeting be given in accordance with the provisions for notices contained in these Bylaws to each member fully describing the amendment, modification or repeal to be voted upon.

ARTICLE XI – WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of Chapter 24.03 of the Revised Code of Washington relating to nonprofit corporations or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

hereby certify that the foregoing are the Bylaws of the Whatcom Association of Kayak Enthusiasts, adopted as the _____, 1999.

In testimony whereof, I hereunto affix my signature as of the _____,
1999.

Whatcom Association of Kayak Enthusiasts

By _____ (President)