



DragonSports USA, Inc.

A nonprofit Corporation

Bylaws



DragonSports USA, Inc.

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Bylaws

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Revised November 2005

Bylaws

Article 1 General

- 1.1 **Corporation Name:** The name of this organization is DragonSports USA, Inc. (DSUSA). The Organization is a nonprofit corporation that was incorporated in Oregon in 1994.
- 1.2 **General Purpose:** Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or corresponding future provisions) and section 501(C-3) of the Internal Revenue Code of 1954 (or its corresponding future provisions.)
- 1.3 **Fiscal Year:** The fiscal year begins on January 1 of each year, and it concludes on December 31 of the same year.

Article 2 Primary Mission

The purpose of this organization is exclusively for qualified amateur sports within the meaning of Section 501 (C-3) of the Internal Revenue Code (the "Code") and as the same hereafter amended, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (C-3) of the Code. References to sections of the code shall be construed to include corresponding sections of any future federal tax code.

Vision: Promoting fitness and friendship through paddle sports.

Mission: DragonSports is a driving force in developing paddlers of all abilities and ages through a responsive, well coordinated program of boat and equipment rental, and of sponsoring (at least one) local races.

Article 3 Board of Directors

- 3.1 **Duties:** The affairs of the corporation shall be managed by the Board of Directors, including, but not limited to, exercising control over policies and finances of DSUSA, electing members, electing officers, recommendations on merging, selling assets, dissolving the corporation, and may, by a two thirds majority vote of the Directors, amend the Articles of incorporation. To maintain his/her position on the Board each Director must be a Member as defined in Section 6.2 herein.
- 3.2 **Quantity:** The number of Directors is determined by the Board, but will not be less than five.



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- 3.3 Term and Election:** Each Director position is assigned a number and a three-year term with rotating dates of service determined by the Board. Only DSUSA Members, as defined in Section 6.2 herein, are eligible to hold a Director's position. Nominations of Directors are solicited from DSUSA Members and by the Board in October and November of each year. Any DSUSA Member may participate in the nomination process. Nominees must submit, in writing, responses to survey questions regarding their interests and goals. Nominees are voted on by the DSUSA Members at the next annual DSUSA meeting (February), and they are announced.
- 3.4 Removal:** Any Director may be removed with or without cause, by a vote of two-thirds of the DSUSA Members.
- 3.5 Vacancies:** A "vacancy" occurs when a Director relinquishes his/her position by submitting a written resignation to the Board. Vacancies will be filled by a majority vote of the DSUSA Members at the next annual meeting of DSUSA Members. The Board may appoint an interim Director to fill the position until the vote is held at the next annual meeting.
- 3.6 Quorum and Action:** A quorum at a board meeting is a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the vote begins. If a quorum is present, action is taken by a majority vote of the directors present, except otherwise provided by these bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.
- 3.7 Regular Meetings:** Regular Meetings of the board of directors are held at the time and place to be determined by the Board of Directors. A designated Director is required to send by email notice of the date, time, place, and purpose of these meetings no less than four business days prior to the meeting.
- 3.8 Special Meetings:** Special Meetings of the Board of directors are held at the time and place to be determined by the Board of Directors. Notice of such meetings describing the date, time, place, and purpose of the meeting, shall be delivered to each Director not less than two business days prior to the special meeting.
- 3.9 No Salary:** Directors do not receive salaries for their Board services, but they may be reimbursed for expenses related to the Board service if pre-permission for spending has been granted by the Board, and all receipts for the spending are submitted to the treasurer.
- 3.10 Action by Consent:** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, is signed by all of the Directors.

Article 4 Committees

- 4.1 Executive Committee:** The Board of Directors may elect an executive committee. The Executive committee has the power to make on-going decisions between Board meetings. The executive Committee does not have the power to make financial and budgetary decisions in excess of \$500. The Executive Committee reports to the Board, at the next board meeting, a description of all committee activities and actions.



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- 4.2 **Other Committees:** The Board of Directors may establish other committees as necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.
- 4.3 **Composition of Committees Exercising Board Functions:** Any committee that exercises any function of the Board of Directors shall be composed of one or more Directors.
- 4.4 **Quorum and Action:** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee Members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee present.
- 4.5 **Limitations on the Powers of Committees:** committees may not (1) authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; (2) approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; (3) elect, appoint, or remove Directors; (4) fill vacancies on the Board or on any resolution by the Board of directors.
- 4.6 **Standing Committees:** Standing committees are Boat Scheduling and Rental, DragonTales newsletter publication, Equipment Maintenance, Gear Marketing, Open Practices, Race Director, Webmaster, and Yahoo Groups.

The committee chairperson is selected by the Directors from among Directors and DSUSA Members. To maintain his/her position each committee member and chairperson must be a DSUSA Member as defined in Section 6.2 herein. It is assumed that the chairperson will organize and work together with a committee of member volunteers.

- **Boat Scheduling and Rental Chairperson** manages boat rentals and scheduling.
- **DragonTales Chairperson** coordinates the publishing of the DSUSA newsletter, DragonTales, and some other mailings to membership.
- **Equipment Maintenance Chairperson** manages maintenance, storage and inventory of DragonSports equipment including boats, paddles, flotation devices, race supplies, and so on.
- **Gear Marketing Chairperson** recommends to the Board items to be considered for marketing, and oversees the purchase, sales, delivery, and accounting of marketed items.
- **Open Practices Chairperson** oversees the scheduling of callers and tillers for Tuesday, Thursday and Saturday DSUSA Open Practice times. He/she also makes decisions regarding the Open Practice schedule changes and revisions.
- **Race Director** presents a race proposal and budget to the Board. Upon approval, the Race director coordinates the planning and presentation of the race event.
- **Webmaster** manages the DragonSports USA website including keeping it up to date with pertinent information.
- **Yahoo Groups manager** monitors the flow of useful and current communication to and between members.

4.A Independent Contact Work

In the event that extra support is required to complete required tasks, DSUSA Board may decide to hire an independent contractor to complete the work. The hiring process, as described in the DSUSA Operations Manual, will be followed.



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Article 5 Officers

- 5.1 **Titles:** The officers of this corporation are President, Vice-President, secretary, and Treasurer. All of the officers must be a DSUSA member (Section 6.2) to maintain his/her position.
- **President:** The President serves as chair of the Board, calls and presides over Board meetings, Annual meetings, and Membership meetings, and prepares an agenda for each meeting.
 - **Vice-President:** The Vice-President performs duties of the President in the event that the president is absent, acts as chair of at least one of the standing committees, and assists the President.
 - **Secretary:** The Secretary keeps minutes of all board meetings, Annual meetings, and Member meetings; distributes minutes, announcements and correspondence; maintains all necessary records of DSUSA; and other duties that may be requested by the President.
 - **Treasurer:** The Treasurer receives and deposits all DSUSA funds, maintains accounts, prepares periodic financial reports for the Board, prepares an annual budget and presents it to the Board each January, and reports the financial condition to the membership at the Annual Meeting.
- 5.2 **Election:** The Board of Directors elects the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.
- 5.3 **Vacancy:** a vacancy of an officer shall be filled not later than the first regular meeting of the Board of directors following the vacancy.
- 5.4 **Other Officers:** The Board of directors may elect or appoint other officers as it deems necessary. The Board determines the term of office, authority, and duties of any additional officer.

Article 6 Membership

- 6.1 **Statutory DragonSports USA Members:** This corporation has DSUSA Members within the meaning of ORS Chapter 65.

Active DSUSA Members (defined):

- complete, sign, and submit the *DSUSA Membership Application Form* and the *DSUSA Waiver Form*,
- pay the (one time) DSUSA Membership fee that has been established by the Board,
- pay the current Daily, Monthly, or Quarterly Paddling Dues as established by the Board.

Or

- participate as a regular member of a dragon boat team that rents boats from DSUSA.

Inactive DSUSA Members Defined: An inactive member has met all membership requirements, but has not paid the quarterly paddling dues and is not participating on a dragon boat team that rents boats from DSUSA. Inactive members may change their status to active by either paying the quarterly dues or participating on a dragon boat team that rents boats from DSUSA, and completing a current waiver form.



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Member Benefits:

- participate in any Open Practice,
- receive the DragonTales newsletter, and other periodic announcements or flyers,
- hold office, serve on the Board, serve as a committee chair,
- participate on teams that are renting DSUSA boats,
- purchase logo and club items,
- participate DSUSA sponsored events,
- vote on any issue brought to the membership by the Board,
- convert to DSUSA Inactive Member Status by discontinuing payment of dues.

Member Rights:

- nominate DSUSA Members for Board positions,
- vote for Board positions,
- vote for Board positions in case of a vacancy,
- vote on the corporation,
- vote on changing the nonprofit status of the corporation,
- vote on the Directors' conflicts of interests,
- vote on any proposed merger of the corporation.

6.1 Prospective DSUSA Members: Prospective Members may paddle two times at Open Practices at no charge only after reading and signing the DSUSA Waiver Form. After two sessions the prospective member may continue paddling only after completing a Membership Application, paying the membership fee, and either paying the quarterly dues **or** participating on a dragon boat team that rents boats from DSUSA.

6.2 Quorum and Action. A quorum of DSUSA Members at a Board designated Membership Meeting consists of those votes represented at that meeting.

6.3 Voting Defined. DSUSA Members are entitled to vote on authorized issues. If votes are accepted by mail or email the process and timelines will be defined in a timely fashion.



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Article 7 Discipline

Charges with evidence of dishonesty, or working against the principles of the club, may be filed in a written statement to the Board, signed by any DSUSA Member or Inactive Member. The Board will appoint a committee to investigate the charges and make a report so that proper decisions regarding discipline may result. The accused DSUSA Member or Inactive Member will be notified verbally and in writing of the action and will have the privilege of being at a special or regular meeting of the Board at which charges with evidence will be considered. The DSUSA Member or Inactive Member may be exonerated by a majority vote of the Board or may be suspended or expelled by a two-thirds vote of the Board.

Article 8 Meetings of DSUSA Members

There shall be an annual meeting of DSUSA Members. Notice of said meeting will be provided to Members at least two weeks prior to the meeting. It will specify the place, date, and time of the meeting. The President or Board may call special meetings of Members by providing the place, date, and time to Members with reasonable effort.

Article 9 Safety and Use of Owned and Leased Equipment

Coast Guard approved Personal Flotation devices must be worn at all times when on the water. They should only be removed for the momentary adjustment of clothing layers. DSUSA may provide personal flotation devices and paddles when available, but DSUSA is not responsible for their availability. DSUSA Members must follow all **DSUSA Boat Use Guidelines and Safety Rules** (see DSUSA Operations manual) while using DSUSA equipment.

Article 10 Amendments

DSUSA Members may propose amendments or revisions to the Bylaws. These proposed amendments must be presented in writing to the Board. Proposals should be signed by no less than five DSUSA Members. Copies of proposed amendments, or a summary, shall be provided to DSUSA Members at least one month prior to a regular or special meeting. Proposals shall be approved by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two weeks notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and it shall contain a copy of the proposed amendment.

Article 12 Liquidation of Assets

DSUSA may be dissolved, as provided in ORS 65, by the Board of Directors then in office. Upon the conclusion of the dissolution of DSUSA, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax exempt status under Section 501 (C-3) of the code.



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Revision Date: _____

Doug Schryver, President

Marilyn Adair, Vice President

Ayla Montgomery, Secretary

Joel Shilling, Treasurer

Bill Chapin, Director

Pat Corbett, Director

John Myers, Director

Margaret Usher, Director

