

ISLAND CITY DRAGON BOAT CLUB, INC. BYLAWS

Article I: NAME

This organization shall be known as Island City Dragon Boat Club, Inc. (herein referred to as ICDB).

Article II: PURPOSE

The Island City Dragon Boat Club, Inc. is dedicated to teaching and training adult and youth athletes from the greater Minocqua area and surrounding counties in the sport of dragon boat paddling and dragon boat racing.

Article III: MEMBERSHIP

Membership dues shall be established annually by majority vote of the Board on or before April 1 of each year. ICDB memberships are considered at-will, shall be open, and shall include individuals who:

Sec. 1: Members are required to:

- a. Respect the sport.
- b. Show good sportsmanship.
- c. Follow Policies and Procedures of the organization.
- d. Sign annually the ICDB waiver and applicable insurance waivers.
- e. Be in good standing (annual dues are paid for current year).

Sec. 2: Grounds for exclusion by a majority vote of the ICDB Board of Directors are:

- a. Members who fail to abide by ICDB Policies and Procedures.
- b. Members whose actions are detrimental to the club, including disregard of club interests and/or property.
- c. Members who show a disregard for the safety or welfare of other club members.
- d. Failure to pay dues

ARTICLE IV: ANNUAL MEETING

An Annual Meeting shall be called by the Board of Directors no later than 90 days following the last official (coached) practice of the season. The President will request consent agenda items two weeks before the Annual Meeting and distribute the agenda to the membership one week before the meeting. A notification of the scheduled meeting shall be made public two weeks prior to the meeting.

ARTICLE V: VOTING

Sec. 1: Quorums

- a. A quorum is required to entertain any motion at the annual meeting and is defined as a simple majority of the Membership.
- b. A majority of the quorum is required to adopt a motion.
- c. Only members in good standing may constitute a quorum/vote.

Sec. 2: Electronic Voting

- a. Electronic voting during club meetings and when special needs arise shall be an acceptable form of conducting business, especially for time-sensitive issues, so long as a quorum is met.

ARTICLE VI: GOVERNANCE

Governance of ICDB is led by a Board of Directors (BOD). The BOD consists of 5 members: 3 Officers (President, VP/ Treasurer, and Secretary), 1 member from the general membership, and a Club Manager. The Club Manager is appointed by the BOD, while the other 4 positions of the BOD are elected.

Sec. 1: Club Manager

- a. The Club Manager is an appointed BOD position determined by the BOD. The Club Manager may select a team member(s) to help with certain duties as they arise, but the Club Manager must report to the BOD and should expect to work closely with the Head Coach.

Sec. 2: Election of the remaining Board of Directors

- a. The current BOD shall present a slate of nominees to the membership at the Annual Meeting for the next term(s).
- b. New Board Members shall commence with their duties at the conclusion of the meeting wherein they were voted into office.
- c. The elections shall be decided by electronic ballot.
 - i. Officer positions shall be elected by a majority of the BOD in closed session following the Annual Meeting.
- d. All dues-paying members are considered voting members and may cast one vote per motion/election.
 - i. Every member entitled to vote electronically may authorize another person to act for that member by proxy. Proxy votes should only be used when a member is unable to vote electronically and shall be recorded in the minutes.
- e. Removal of BOD members:
 - i. Any BOD member who cannot or will not perform the duties of their position may be removed from that position following consultation with the BOD.
 - ii. Vacancies for BOD positions shall be filled by a vote of the Membership.
 - iii. An BOD member elected by the Membership to fill a vacancy shall hold office only until the term of the position filled expires.
- f. Terms of Office:
 - i. The first term (and only the first) served by the President shall be 3 years; then the term will be 2 years for each election thereafter.
 - ii. The Vice-President/Treasurer shall serve a term of 2 years.
 - iii. The Secretary shall serve a term of 1 year.
 - iv. The Club Manager shall serve a term of 2 years.
 - v. 1 (non-officer) Board Member shall each serve a 1 year term.
- g. Re-election of officers and non-officers
 - i. Any officer may not be elected to the same position for more than two consecutive terms.
 - ii. Any non-officer may be elected to the same position in perpetuity.
 - iii. Current officers who have reached the limit of their terms shall wait out the length of a full (non-served) term before seeking re-election to that position.
- h. Other Leadership Positions:
 - i. The Head Coach may appoint the following leadership positions to assist with the daily/weekly/monthly tasks to facilitate smooth practice schedules, assist with coaching, help at races, etc. These positions are (but are not limited to): Women's Team Manager, Women's Team Assistant Coach, Beginner Paddler Assistant Coach, Youth Team Assistant Coach, Women's/Beginner/Youth Team Second Assistant Coach, Youth Team Manager, Team Captain, and Race Day Captain(s).
 - ii. The Head Coach may relieve any of the appointed positions above when services are no longer necessary or another person needs to fill the role.
 - iii. Appointed persons to positions listed in section i above may also hold an elected position, except for the Club Manager, who already serves on the BOD.

ARTICLE VII: OFFICER DUTIES

There are no salaried positions except for Team Coach.

Sec. 1: Board of Directors General Duties

- a. Establish and facilitate the implementation of the Policies and Procedures of ICDB as directed by the Members.
- b. Appoint committees and subcommittees as deemed necessary.
- c. Act on behalf of all members in obtaining services, equipment or property.
- d. Assist in raising funds to finance the annual budget.
- e. Authorize expenditures, as appropriate.
- f. Set the date and agenda of ICDB annual meetings.
- g. Meet as often as necessary to get work done (BOD only).

- h. Call special meetings of the general membership as necessary (virtually or in-person).
- i. Seek someone to fill the coaching position.

Sec. 2: President Duties

- a. Preside at the annual membership meetings unless the president's responsibilities as presiding officer have been delegated to another by the president.
- b. Call additional meetings if the necessity arises.
- c. Carry out the business affairs of ICDB as directed by the BOD.
- d. Facilitate the formation of committees as directed by the members.
- e. Perform all other duties incident to the office of the president and all other duties that may be directed by the BOD.
- f. Have oversight of all expenditures with the Treasurer.

Sec. 3: Vice-President/Treasurer Duties

- a. Assist the President.
- b. Assume the duties of the President, when requested to do so, by the President, in her absence or in the event of the resignation or death of the President.
- c. Be delegated or assigned additional duties by the President or the members.
- d. Assist the Officers in developing an annual budget. (Prepare and present to the board for approval and presentation at the annual meeting)
- e. Has custody of all ICDB funds.
- f. Receive and deposit all monies paid to ICDB.
- g. Pay all ICDB bills/invoices with oversight of the President for each payment.
- h. Pay the annual insurance premium.
- i. Keep an audit trail for all ICDB financial transactions.
- j. Prepare and present a complete financial report at each annual meeting.
- k. Collect member dues and assist the Secretary in preparation of an accurate voting membership list.

Sec. 4: Secretary Duties

- a. Be responsible for complete and accurate minutes of all ICDB meetings. The minutes must include a list of all attendees. A copy of the minutes must be emailed to all members and publicly published.
- b. Tally results of all voting initiatives.
- c. Archive all Agendas, Minutes, Treasury Reports, Policies and Procedures, By Laws, EIN, 501(c)(3) paperwork, annual Membership logs (including member contact info and birth dates) and any other pertinent documents to a cloud (ie. Google Docs).
- d. Be responsible for maintaining 501(c)(3) status with the IRS in coordination with the Treasurer.
- e. Collect signed waivers from all members at the start of each season and distribute to necessary parties.

Sec. 5: Club Manager Duties:

- a. The Club Manager shall be responsible for registering new members, and work closely with the Team Coach to facilitate practice scheduling and coordinating team communication regarding practices and races.
- b. Shall use the Meetup app or equivalent to schedule practices and races and email to communicate with team members.
- c. Ensure Member waivers are completed before the first practice.

ARTICLE VIII: LOANS, CONTRACTS, AND FUNDS

Sec. 1: Loans and Contracts

- a. No loans, advances or other contracts entered into on behalf of ICDB and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Officers. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for loans or advances so authorized, assets of ICDB where such loan or contract is authorized by agreement with the funding source or creditor or by a previously approved budget of ICDB.

Sec. 2: Safeguarding of Funds

- a. All funds of ICDB not otherwise employed shall be deposited in such banks, trust companies or other reliable repositories as the Officers may determine.
- b. All revenues shall be devoted to carrying out the general purpose of ICDB.
- c. No Officer shall be compensated for services provided to ICDB.

ARTICLE IX: EXPENDITURES

Sec. 1: Expenditures under \$250

- a. Officers have agency to make purchases of \$250 or less without membership approval.
- b. All such purchases shall be reported to the BOD immediately.

Sec. 2: Expenditures of \$250 - \$1,000

- a. The BOD shall make decisions by majority vote regarding these expenditures.
- b. Every BOD member entitled to vote electronically may authorized another person to act for that member by proxy. Proxy votes should only be used when a member is unable to vote electronically.

Sec. 2: Expenditures of \$1,000 and More

- a. For expenditures of \$1,000 and more, a vote of 51% of the membership constitutes a majority vote.

ARTICLE X: AMENDMENTS

Amendments to the By-Laws can be amended by the BOD by a majority vote of the BOD as needed.

Sec. 1: Proposed Amendments

- a. Must include the exact wording for the amendment to be voted on by the BOD of ICDB.
- b. Must include where in the By-Laws the amendment will be inserted.
- c. A passed amendment will be incorporated immediately.
- d. The person making the amendment must add their initials and the date of amendment to the end of this document.

ARTICLE XI: INDEMNIFICATION

Any person (and heirs, executors and administrators of such persons) made or threatened to be made a party to an action, suite or proceeding, by reason of the fact that he/she was acting in the capacity, in the name and on behalf of ICDB shall be indemnified by ICDB against any and all liability and reasonable expense, including attorney fees and disbursements, incurred by him/her in connection with the defense of settlement of such action, suit or proceeding, or in any connection with any appearance therein or appeal there from, except in relation to matters are to which it shall be adjudged in such action, suite or proceeding or appeal that such Officer of employee is liable for negligence or misconduct in the performance of his or her duties.

ARTICLE XII: PERSONAL LIABILITY

No person (and heirs, executors and administrators of such person) shall be personally liable for the debts or obligations of ICDB of any nature whatsoever, nor shall any of the property or assets of the persons be subject to the payment of the debts or obligations of ICDB.

ARTICLE XIII: NON-DISCRIMINATION POLICY

The Officers and committees, in implementation and operation of its activities, shall not discriminate or knowingly allow ICDB members or volunteers to discriminate in any manner prohibited by federal, state, local, or common law. Further, the Officers and committees, in implementation and operation of its activities, shall not discriminate or knowingly allow ICDB members or volunteers to discriminate based on race, color, creed, religion, disability, sex, age, national origin, sexual orientation, marital status, gender identity, source of income, or veteran status. Discrimination in any area of ICDB, be it staffing, program services, or membership, based on any of these factors, is inconsistent with our philosophy and will not be allowed under any circumstances.

ARTICLE XIV: DISSOLUTION

Upon dissolution or final liquidation of ICDB, all corporate assets (after payment of liabilities and other commitments) shall be transferred to an organization organized for public charitable purposes or an entity exempt from taxation under IRS 501(c)(3) according to the vote of a simple majority of the ICDB Membership.

Revised: 08/31/2021 (clr – Charil Reis), 4/27/22 (clr – Charil Reis), 8/7/22 (clr – Charil Reis), 11/15/22 (clr – Charil Reis), 12/06/22 (clr – Charil Reis), 12/13/22 (clr – Charil Reis), 11/19/23 (clr – Charil Reis), 2/5/24 (clr – Charil Reis), 11/11/24 (clr – Charil Reis)

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