

# **BYLAWS FOR KENT DRAGON BOAT ASSOCIATION**

## **ARTICLE I NAME**

The name of this organization is Kent Dragon Boat Association hereinafter referred to as 'KDBA' or the 'association'.

## **ARTICLE II OFFICIAL ADDRESS and REGISTERED AGENT**

The official address for KDBA: Kent Dragon Boat Association, 13036 SE Kent-Kangley Road, PMB 174, Kent, WA 98030. The registered agent for KDBA will be the KDBA President of the Board.

## **ARTICLE III TYPE OF ORGANIZATION**

KDBA incorporated as a nonprofit corporation in the State of Washington on May 28, 2002, UBI Number: 602 208 320. KDBA is organized as a non-profit entity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

## **ARTICLE IV STRUCTURE**

The structure of KDBA will be composed of the KDBA Board of Directors as the umbrella organization with one or more dragon boat paddling teams.

## **ARTICLE V PURPOSE, MISSION and VISION**

The purpose of said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Mission: Promotes the tradition and sport of dragon boating for all people.

Vision: Fostering physical fitness, teamwork, and good sportsmanship throughout South King County and beyond.

## **ARTICLE VI MEMBERSHIP AND DUES**

The Kent Dragon Boat Association consists of individuals who are in accord with the purpose, mission and vision of the Kent Dragon Boat Association, who apply for membership and pay annual dues. A "member in good standing" is an individual who meets these conditions and has paid any and all fees due at the time of any particular vote.

Section 1.0 General Membership and Voting Privileges

## 1.1 General Membership Categories

- 1.1.1 Adult member – full-time member 18 years of age or older
- 1.1.2 Junior member – full-time member between 15 and 17 years of age
- 1.1.3 Additional family member – each full-time additional family member of the adult member referenced in 1.1.1
- 1.1.4 Associate member – part-time member of KDBA; must be a paid full-time member of another dragon boat association
- 1.1.5 Mid-year membership – any person joining after the Kent Cornucopia Race in July

## 1.2 Vote

To vote in any election or general association business, a person must:

- 1. Be a current full-time KDBA member in good standing
- 2. Be current (i.e. paid-in-full) on any annual membership dues and fees owed at the time of the vote and/or be the current team steersperson or coach

## 1.3 Elected KDBA Board Officers

To be elected to office, a person must:

- 1. Be a current full-time KDBA member in good standing
- 2. Be current (i.e., paid-in-full) on any annual membership dues and fees owed and/or be the current team steersperson or coach
- 3. Age 18 or older

- 1.4. To vote on KDBA Board Association business, a person must be an elected Board Director or current KDBA coach

## Section 2.0 Special Class Membership

The Board of Directors may confer honorary membership on individuals or organizations that have assisted in furthering the purpose, mission and vision of the Kent Dragon Boat Association. Honorary members are not assessed dues. They do not have the right to vote or hold office. They may, with the approval of the Board of Directors, chair subcommittees.

## Section 3.0 Dues

The KDBA membership year is April 1<sup>st</sup> through March 31<sup>st</sup>. Membership dues are expected to be paid by April 1<sup>st</sup> and are considered delinquent 60 days after this date (or 60 days after date of joining). Dues will be assessed in the categories listed in Article VI, Section 1.1 above and following the policies set forth in Article IX below.

## **ARTICLE VII**

### **ASSOCIATION BOARD OF DIRECTORS**

#### Section 1.0 Basic Policies and Responsibilities

- 1.1. The Board of Directors will consist of the President, Vice-President, Treasurer and Secretary as elected by the general membership, and the team coach. The elected Board of Directors may choose to include multiple coaches to the Board of Directors (e.g., assistant coaches or co-coaches).
- 1.2. The previous President shall serve as an advisor to the Board of Directors.
- 1.3. Directors must be a dues paid member in good standing.
- 1.4. Directors may not hold multiple directorships within the Kent Dragon Boat Association.
- 1.5. The President of the Association will act as Board Chairperson.
- 1.6. The Board is responsible for ensuring that all events are consistent with the stated purpose, mission, and vision of the organization.
- 1.7. The Board is responsible for reviewing financial matters prior to submission to the general membership for approval and all IRS reporting requirements are met.

1.8. The Board will review a calendar of events for the following year prior to submission to the general membership.

1.9. The Board of Directors reserves the right to revoke a member or team status should the said member or team violate the ethics, policies, or principles of the Association, or jeopardize the Associations 501(c)(3) status.

1.10. The Board of Directors will serve as the authority on team relations. The board will review any alleged violations of the bylaws and constituent teams or other practices or activities that may lead to defeat of the basic policies of the Association. In such event, the team captain or representative will be granted an opportunity to be heard by the Board. Upon such consideration and hearing, the Board by three-fourths (3/4) vote may require the team to take appropriate action within a stated period. If the recommended action is not taken by the team, within the specified period, the Board reserves the right to withdraw the charter of the team. In the event of withdrawal of the charter, the team will yield and surrender all of its assets and property to the Association and cease and desist from further use of any name that implies affiliation with the Association.

## Section 2.0 Election of the Board of Directors

2.1 Elected officers will be announced at the general membership meeting prior to the end of the fiscal year for a term of one (1) year, or until a successor is elected and qualified. Officers will officially assume their duties the first day of the fiscal year.

2.2 The term of office for the Board of Directors will correspond to the fiscal year (January through December).

2.3 A nomination committee comprised of Board members will accept nominations for officers from the general membership. Nominations will be submitted to the nomination committee at least thirty (30) days prior to the election. Election will be held no later than two weeks prior to the last general meeting of the fiscal year.

2.4 If a vacancy occurs in an office, the remaining Board members may elect an acting officer to serve until the next general membership meeting at which time nominations will be made from the floor with the consent of the nominee. A quorum being present, a simple majority of all votes cast is necessary to elect.

## Section 3.0 Board Meetings

3.1 A majority of the Board constitutes a quorum.

3.2 Voting will be in-person (virtual online voting will be considered the same as 'in-person'), not by proxy. The Board will meet at least eight (8) times during the fiscal year.

3.3 Special meetings may be called by the President or upon written request by the majority of all board members.

3.4 Written notice stating the date, time, place and purpose of the meeting will be E-mailed, personally delivered, or US mailed to each member of the Board at least five (5) days prior to the special meeting.

3.5 Board decisions may be conducted through e-mail.

## Section 4.0 Removal from Office

4.1 Unexcused absences from two (2) consecutive meetings of the Board will constitute sufficient grounds for removal of director from office.

4.2 Any director may be removed from office by a quorum vote at any regular or special meeting of the general membership.

4.3 The Board cannot vote out a fellow Board member without cause. The Board will review any alleged violations of the bylaws and constituent teams or other practices or activities that may lead to defeat of the basic policies of the Association.

4.4 Written notice must be given to the director to be removed, by the President, of the proposed removal action and the cause, at least seven (7) days prior to the meeting at which the action is to be voted upon.

## **ARTICLE VIII**

### **SPECIFIC OFFICERS AND THEIR ELECTION**

#### **Section 1.0 General**

- 1.1 There will be at least four (4) elected Directors: President, Vice-President, Secretary and Treasurer and any other officers as designated in the Standing Rules. Each officer of KDBA will be a dues paid member in good standing.
- 1.2 Upon assuming office, the Directors will be empowered to honor expenditures that have been provided for in the approved budget.
- 1.3 All books, funds, supplies and equipment belonging to the Association will be relinquished to the respective new Directors by the retiring Directors immediately upon leaving office.
- 1.5 No two (2) members of the same household will be allowed to hold an elected office at the same time.

#### **Section 2.0 Board of Directors**

- 2.1 The Association's Board of Directors will be comprised of the elected officers. A quorum is defined as a majority of the Board of Directors.
- 2.2 The Board of Directors is responsible to annually review and/or prepare the budget, calendar, By-Laws and Standing Rules, and refer subsequent recommendations to the Board of Directors and/or team captains for action.
- 2.3 The Board of Directors will meet no less than 8 times annually or at the request of any two (2) officers.

#### **Section 3.0 President**

- 3.1 The duties of the President will be to uphold and enforce the provisions of these By-Laws; to organize and administer the organization; to preside over all Board meetings; to call special Board meetings when necessary; to appoint chair-persons of subcommittees; to appoint chair-persons to special committees to serve at the President's discretion; to represent the organization at conferences, official functions, and to chair the Board of Directors.
- 3.2 All appointments by the President will be subject to majority approval of the Board of Directors.
- 3.3 The President will be an ex-officio member of all committees.

#### **Section 4.0 Vice-President**

- 4.1 The duties of the Vice-President will be to advise and assist the President in the administration of the organization and to assume the duties of the President in the temporary absence of the President. In the case of a vacancy in the office of the President, the Vice-President will temporarily assume the duties until the vacancy is filled, per Article VII, Section 2 of these By-Laws.
- 4.2 The Vice-President will have specific areas of responsibility and oversight which may be assigned by the President and Board of Directors. The Vice-President does not automatically become President at the end of the President's term of office.

#### **Section 5.0 Secretary**

- 5.1 The duties of the Secretary will be to maintain the files of the organization, keep accurate records of all meetings, and distribute minutes to all members; and to forward Kent Dragon Boat Association news to the webmaster(s) to be posted on the KDBA website and social media sites.
- 5.2 The Secretary shall also coordinate the team correspondence with vendors and subcommittees and will keep the President informed of all incoming and outgoing correspondence.

## Section 6.0 Treasurer

6.1 The duties of the Treasurer will be to keep an accurate account of all financial transactions, present a written financial statement at each regular meeting and such other times as requested by the President. Provide all financial records, if requested, by the President, Board of Directors, or members. Close the books prior to the end of the fiscal year. Submit the books and records for audit to a qualified accountant or an auditing committee of no fewer than three (3) members appointed by the President with said members of the audit committee to not include any person who was authorized to sign on the bank account for the period being audited.

6.2 Present the budget to the membership, keep accurate records at all times, receive and issue receipts, and deposit promptly in an authorized account all monies and disburse same according to the approved yearly budget.

6.3 Prepare all financial reports and/or documents required by the IRS.

6.4 Conduct all other financial affairs of the organization and perform such other duties as may be provided for in the Standing Rules.

## **ARTICLE IX** **ASSOCIATION POLICIES**

### Section 1.0 General Policies

1.1 Members may not make commitments or promises on behalf of the Association without the review and approval of the Board of Directors and the general membership.

1.2 No part of the net earnings of the organization will inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization will be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereto.

1.3 The Association, or members in their official capacities, will not endorse a commercial entity or engage in activities not related to promoting the purpose of the Association.

1.4 Members may not use the Association or its name to conduct personal business, especially when it concerns a contact of a sponsoring corporation, agency or organization, and are expressly prohibited from making an appearance representing the Association for personal gain without approval from the Board.

1.5 The Association will not carry on any activities not permitted to be carried out by an organization exempt from federal income tax under this organization's tax-exempt status. Further, neither the Association or its constituent teams will engage in any activity or action which harms or places legal jeopardy the Association or its constituent teams, including any activity or action which would jeopardize the 501(c)(3) tax status of the Association.

1.6 The Association will not discriminate on the basis of race, creed, gender, sexual orientation or national origin.

1.7 In the event of dissolution of the Association, its assets will be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and pursuant to the Articles of Incorporation of said Association.

### Section 2.0 Basic Membership Policies

2.1 Membership to the Association commences upon the annual receipt of the following: payment of dues, a completed online application, waiver, and Release of Liability form acknowledging the risks and liabilities of the sport. The Board-recognized coach(es) and steer person(s) membership to the Association commences upon the annual receipt of a completed online application, waiver, and Release of Liability form. All general members have equal rights and obligations.

2.2 Membership dues are determined by the Board of Directors. The membership year is from April to March.

2.3 Annual enrollment of members shall be conducted by the general membership from January through April. However, persons may be admitted to membership at any time.

2.4 The fiscal year commences January 1st through December 31st.

2.5 Dues are to be paid by April 1<sup>st</sup> and are considered delinquent 60 days after this date (or 60 days after date of joining) as stated in Article VI Section 3. A member who is considered delinquent, loses membership rights, and will be removed from the roster. Paying the current year's dues may reinstate delinquent members.

2.6 A member will not serve as a member of the Board of Directors while serving as a paid employee of, or under contract to, that organization.

### Section 3.0 Removal from the Association

3.1 The Association reserves the right to disassociate any member who is deemed to be a detriment to the Association's goals.

3.2 Notice must be given through registered mail to the member to be removed, by the KDBA Board of Directors, of the proposed removal action and its cause, at least ten (10) days prior to the meeting at which the action is to be voted upon.

3.3 Notice must be sent to the general membership at least ten (10) days prior to the meeting at which the action is to be voted upon.

3.4 A vote of two-thirds (2/3) of the total voting membership at the meeting is required to finalize said member's removal from the Association.

## ARTICLE X

### GENERAL MEMBERSHIP MEETINGS

1.0 A quorum at any general membership meeting is established when a minimum of ten (10) voting members are present.

2.0 Voting members may vote in-person, by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact.

3.0 There will be an annual meeting of the members to be held at a time and place fixed by the Board of Directors for the purpose of

3.1 Adoption of financial recommendations

3.2 Adoption of an annual budget

3.3 Conducting any other business which may properly come before the annual meeting.

4.0 The President or Secretary will mail, e-mail, or personally deliver a written notice of the place, day and time of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, not less than (10) or more than fifty (50) days prior to the date of the meeting to each member of the Association.

5.0 There will be regularly scheduled meetings of the general membership at a time and place determined by the Board of Directors.

6.0 General membership meetings may be open to all interested persons, but the privilege of making motions, debating, or voting will be limited to the voting members as defined by these bylaws. (See By-Laws Article VI Section 1.4).

7.0 At least ten (10) days notice will be given to the membership if there is to be a change in location or date of the scheduled meeting. Special meetings of the membership may be held when deemed necessary by the Board, or by petition of the voting membership.

8.0 Petitions requesting a special membership meeting and having at least ten (10) signatures of members in good standing will be presented to the Secretary, and upon confirmation of the required signatures, the Board will convene a special membership meeting within a reasonable time thereafter in accordance with the notice requirements specified above.

## ARTICLE XI

### COMMITTEES AND SUBCOMMITTEES

Kent Dragon Boat Association committees and subcommittees will be created in accordance with the Association's policy or Standing Rules. Members of the Association, who are not part of the Board of Directors, may participate in multiple committees and subcommittees within the Association.

## **ARTICLE XII**

### **FINANCES**

- 1.0 The fiscal year will be from January 1st through December 31st.
- 2.0 Funding approved by the Board of Directors for distribution will be managed by the Board of Directors.
- 3.0 All expenditures over \$100 and not on the approved budget must be approved by the Board of Directors.
- 4.0 Any request for reimbursement of any authorized expenditure must be submitted within thirty (30) days of when the expenditure was made.
- 5.0 Late submissions will be reviewed on an individual basis. Receipts must accompany all submissions for reimbursement.
- 7.0 All reimbursements requests will be submitted to the Kent Dragon Boat Association Treasurer and must be accompanied by written documentation detailing the expense and supporting receipts attached.

## **ARTICLE XIII**

### **STANDING RULES**

Standing Rules will not be in conflict with these By-Laws. If such a conflict does exist, then the By-Laws shall take precedence.

## **ARTICLE XIV**

### **AMMENDMENTS TO THE BY-LAWS**

These By-Laws may be amended by the KDBA Board of Directors as required to meet the changing needs of the Association.

ADOPTED ON THE 2nd DAY OF January 2023.

Lisa Rockas, SECRETARY

---

Kimberly Patten, TREASURER

---

Georgeanne Glassner, TREASURER

---

Deborah Bailey, VICE-PRESIDENT

---

Nadine Rosendin, PRESIDENT

---