

Merrimack Valley Paddlers Corporate Articles, Charter, and By-Laws

ARTICLES OF AGREEMENT (INCORPORATION) [Note: Copied from scanned image on NH Secretary of State website.]

- A - To gether prople together for the purpose of taking canoe and kayak trips.
- B - To provide a medium for the exchange of ideas, methods, and ???[unreadable]unction.
- C - To educate our members and other interested persons in the theory, practice, and safety of canoeing and kayaking.
- D - To run races on local rivers ???[unreadable]ts foster an interest in the racing of canoes and kayaks.
- E - To keep abreast of all local river conservation and environmental studies and projects, and ot take an active part in these when the membership feels they have some input and desire to get involved.

[Note: All changes in RED and ~~strikethrus~~ as per meeting vote Aug 2019 in The Forks (chared by Scott); previous updates 27-Aug-2006, and 17-Jun-2002. Unfortunately exact text wasn't published, just the "intent". (eg, "Membership was against proposed dues changes and voted to let the board just decide" or "Change the rules to align meeting with current practice, plus allow electronic notice/voting". Changes Re: budget/expenses are more exact since the Treasurer was present and people wanted to pin him down for more exact wording. If you were present, please read over the changes and verify this matches what you remember (especially the sections on meetings, notice, and electronic voting).] [Notes in BLUE are future suggestions/noted problems.]

MVP CHARTER

ARTICLE I NAME

Section 1. The name of this organization is the "Merrimack Valley Paddlers".

ARTICLE II PURPOSE

- Section 1. To gather people together for the purpose of taking paddling trips. (For the purposes of this document "paddling" means "using or propelling a human powered watercraft, such as, but not limited to, canoe, kayak or raft.")
- Section 2. To provide a medium for the exchange of ideas, methods and information concerning paddling.
- Section 3. To educate our members and other interested persons in the theory, practice, and safety of paddling.
- Section 4. To foster and encourage paddling competitions.
- Section 5. To keep abreast of all local river conservation and environmental studies and projects and to take an active part in those in which the membership is interested.

ARTICLE III MEMBERSHIP [Suggestion: Honorary Member? Voted by club, people like Georange May, Nancy & John, etc.]

- Section 1. The club shall be open to all persons interested in any aspect of paddling.
 - Section 2. There will be four (4) classes of membership: namely Individual, Family, Student, and Senior.
- [Note: "Active Members" vs "Member" vs "Member in good standing" are mentioned below but not defined. Should probably define here or delete.]

ARTICLE IV OFFICERS

- Section 1. The officers of this club shall be: a President, a Vice-President, a Secretary and a Treasurer, who shall perform the duties usually appertaining to their respective offices.
- Section 2. The President shall preside at all the regular meetings of this club and all meetings of the Board of Directors. (The President, by virtue of his/her office, is the chairperson of the Board of Directors, and no other officer or member shall be elected to this position.)
- Section 3. In the event of the absence, or inability to serve, or the refusal of the president to perform his/her duties, the Vice-President shall assume his/her prerogative and power for all purposes.

ARTICLE V MANAGEMENT

- Section 1. The affairs of the club shall be managed by the Board of Directors consisting of the officers and not to exceed three (3) other members to be elected from and by the active membership of the club, said officers and members to take office when they are duly installed.
- Section 2. The Board of Directors shall pass upon and approve all bills and invoices payable, and authorize payment thereof; or shall by majority vote authorize the treasurer to do so for a specified period. **Unless otherwise decided by the Membership or Board of Directors, a budget will be automatically set each year by default. Every budget expense line item will have the yearly budget set to the average of the three previous years in which expenses occurred plus fifteen percent.**
- Section 3. **The Treasurer shall pay all bills and invoices for items authorized in the yearly budget and approved by the officer or committee member responsible for individual line items. Expenses not listed in the budget; expenses that exceed the authorized budget; or any that are out of scope of the budget must be approved by the Board of Directors.**
- Section 4. **The fiscal year for the club shall start November 1st and run thru the following October 31st.**

Section 35. No financial obligation or indebtedness shall be incurred by this club of its officers, Board of Directors, or standing or special committees, which is in excess of the treasury, except with the concurrence of a two-thirds (2/3) vote of the active members present and voting at any regular meeting of the club. A quorum **is required for all votes.** must be present at the time of voting.

ARTICLE VI AMENDMENTS

Section 1. Amendments to this Charter must be presented in writing three (3) weeks ~~months~~ prior to being acted upon, **and immediately published in all electronic media and club publications commonly used by the membership along with the date and method of voting.** must be read at three (3) consecutive meetings, and must receive A two-thirds (2/3) majority vote of the active members present and/or voting at the third reading for adoption after the third month of publication **is required for adoption.** A quorum ~~must be present at the time~~ **of active members must be present (physically, or virtually via electronic means), or have submitted absentee ballots for the vote to be valid.** of voting. ~~Missing: Who can submit amendments? Board? Members & how many?~~

MVP BY-LAWS

ARTICLE I MEETINGS

Section 1. Regular mMeetings of the Merrimack Valley Paddlers shall be **set by the Board of Directors or by petition submitted by twenty-five percent (25%) of the active membership.** held each month at 7:30 P.M. on a date selected by the host. The planned **date, time, and method (physical or virtual/electronic) must be announced two (2) weeks in advance in all commonly used electronic media and club publications used by the membership.** ~~date of the meeting is to be announced at the previous meeting and confirmed two (2) weeks in advance.~~ Such meetings shall be adjourned at such time as may be designated by

the Board of Directors. Special meetings may be held at the call of the President or the Board of Directors. **[Note: Not sure what the sentence regarding “adjourned at such time” above really means; could be deleted. Roberts Rules is mentioned below and covers this as well.]**

Section 2. The attendance of ten percent (10%) of the active membership shall constitute a quorum. Active membership will be determined quarterly from the membership list. **[Suggestion: Define “active” member as any paid member who has attended a meeting, function, or participated in an activity (paddling or otherwise) with club members advertised by the club within last six months? Or... just remove the reference “active” everywhere.]**

Section 3. ~~Regular m~~Meetings of the Board of Directors shall be held at least once ~~per year~~ **a quarter**. Special meetings of said Board may be called at any time on twenty-four (24) hours notice; ~~or the President or Secretary shall call a special meeting of the Board upon the written~~ **(physical or electronic)** request of the majority of said Board. Special meetings of the Board may be held without notice when a quorum of the Board of Directors is present. **Who chairs meetings?**

Section 4. Four (4) members of the Board of Directors shall constitute a quorum, but a lesser number may meet from time to time. **(default to Roberts Rules?)**

ARTICLE II ANNUAL ELECTIONS AND TERMS OF SERVICE

Section 1. Officers shall be elected from the active membership at the annual meeting of the club in October, **or as soon there-after as possible**, and shall serve for a term of (1) one year. Three (3) other members of the Board of Directors shall be elected from the active membership: one (1) for a term of three (3) years, one for a term of two (2) years, and one for a term of one (1) year; thereafter, one (1) member shall be elected ~~at each annual meeting~~ and shall serve for a term of three (3) years.

Section 2. At the annual meeting at which officers and other members of the Board of Directors are elected, reports shall be made by the President, the Secretary and the Treasurer for the year just completed.

Section 3. A vacancy in any office or in the Board of Directors shall be filled by a general election from and by the active membership. Vacancy elections will be announced one month in advance. **[Q: Since memberships run April 1-Mar 31; what happens if a board member doesn't renew? Require it maybe?]**

ARTICLE III DUES AND FEES

Section 1. **Unless otherwise set by the Board of Directors**, membership dues shall be fifteen (\$15) dollars per year for individual membership (persons 18 years of age and over), twenty (\$20) dollars per year for family membership (husband, wife, and children under 18 years of age), ten (\$10) dollars per year for senior membership (over 60 years of age), and ten (\$10) per year for student membership (persons under 18 years of age with a valid student ID).

Section 2. **The membership year shall run from April 1st thru March 31st of the following year. Dues payments made after the normal end of paddling season (November 1st) shall apply to the following membership year.** ~~Dues shall be payable each year on or before the date each member joined the club. The member~~ **Members** will be given (1) month's grace period after ~~that date~~ **the start of the membership year** before the membership is terminated.

Section 3. It shall be the duty of the Treasurer to collect all dues and other monies constituting the revenue of the club and keep an accurate record thereof.

Section 4. All club funds shall be deposited and held in the name of the club in the depository designated by the Board of Directors. Disbursements shall be made by check signed by the financial officers of the club, and drawn upon and payable through the bank designated. Both the Secretary and the Treasurer shall be bonded by a surety company in such amount (or more) as such bond may be issued, the premium of which shall be borne by the club. Compensation in the amount of one dollar (\$1) per year shall be made to the Secretary and Treasurer to qualify them for the surety coverage. This payment shall come from the club treasury. **[Suggestion: Most expenses these days done via credit-card or PayPal transfer, not check. Last sentence Re: bonding should only apply if yearly budget exceeds some large set amount.] Dues: The Board subsequently voted to set dues: Individual: \$25, Student: \$15, Senior: \$15, Family: \$30.**

Section 5. It shall be the duty of the Secretary to keep the minutes of the meetings, to keep records of membership, and to be responsible for communications to the membership. The Secretary shall also be responsible for other club communications, and will be the keeper of the depository for all communications and records.

Section 6. The Secretary is hereby authorized to purchase, on club account, such supplies as are needed for lists, application forms, newsletters, and notices as may be necessary for the proper conduct of his/her office and the maintaining of complete records. **[Suggest: Replace Secretary with all officers/committees.]**

Section 7. Members who fail to pay charges against them within sixty (60) days from the time an itemized invoice is rendered to them by the Secretary may be dropped or suspended from membership upon recommendation of the Board of Directors and a two-thirds (2/3) vote of the active members present and voting at a regular meeting of the club.

Section 8. The Board of Directors, for cause duly shown, after notice of charges and a full and complete hearing is given to the member, by a unanimous vote of the active members present and voting, may expel a member from the club. **[Suggestion: 'Unanimous' except for the individual subject of the vote.]**

Section 9. Resignation of membership shall be made in writing to the Secretary and shall be accepted by the Board of Directors provided that the resigning member is not indebted to the club.

Section 10. Guests will be welcome on club trips. The member who brings the guest shall assume complete responsibility for his or her guests' behavior.

Section 11. Any motion, resolution, or proposed action involving the expending of club funds, ~~brought before any regular or special meeting~~; shall be referred by the President or presiding Officer to the Board of Directors for its consideration, recommendation, and report to the club members before a vote on the question may be taken.

ARTICLE IV COMMITTEES

Section 1. It shall be the duty of the President, immediately after his election, to appoint Standing Committees and such Special Committees as are necessary to carry out the goals of the club. The President shall also appoint other committees as are deemed necessary, or as the Board of Directors or the club members may direct. **[Suggestion: Each committee should have a yearly budget line item. Committee appointments should involve the entire board.]**

ARTICLE V PROCEDURE

Section 1. Robert's Rules of Order shall govern the procedure of this club.

ARTICLE VI MEMBERSHIP LIST

Section 1. The Board of Directors may publish and present to each member of the club a membership list which shall contain the name of each member in good standing, their address, telephone number, and major area of interest (i.e., canoe or kayak, racing or recreational, etc.). This list shall be issued by the Board of Directors, by the Secretary, or by a Membership Committee to be named by the President. **[Suggestion: List is online, only show phone/email to members.]**
[Suggestion: New article: Club doesn't run trips; members run trips under Common Adventure Model.]

ARTICLE VII AMENDMENTS **[Suggestion: Why separate Charter and ByLaws? Could all be single document.]**

Section 1. These By-laws may be amended by a majority vote of the active members present and voting at any regular meeting, provided that the proposed amendment or amendments shall have been read at the previous regular meeting of the club. A quorum must be present at the time of voting. **Amendments to these By-laws must be submitted in writing and published three months prior to being acted upon in all electronic media and club publications commonly used by the membership along with the date and method of voting. A majority vote is required for adoption. A quorum of active members must be present (either physically or virtually via electronic means) or have submitted absentee ballots for the vote to be valid.**