

ROGUE VALLEY WALKERS BYLAWS

ARTICLE I: Names

The Name of this corporation is Rogue Valley Walkers, Inc.

ARTICLE II: Offices

The corporation shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III: Purpose

This corporation shall organize and operate exclusively for charitable, scientific, literary, or educational purposes. 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, of which corporations may be organized under ORS Chapter 61.311 and Section 501 (c)(3) of the Internal Revenue Code of 1954 (or their corresponding future statutes.)

This corporation's primary purposes will be:

- (a) to act as one of the official representatives of the American Volkssport Association in the State of Oregon. The American Volkssport Association (AVA) is the official representative of the International Federation of Popular sports (IVV) in the United States, its possessions, trusts, territories, dependencies and overseas military bases and diplomatic mission, and is the official representative of the United States at all meetings of the International Federation of Popular Sports (IVV);
- (b) to gather with other clubs in this state to administer the American Volkssport Association and the International Federation of Popular Sports (IVV) Achievement Awards Program in the State of Oregon;
- (c) to develop and implement a program of public information and education to engender interest in scheduled programs of non-competitive, family oriented, participatory lifetime sports;
- (d) to join with other state volkssport clubs to compile a state calendar of sanctioned events to be made available to members of this Corporation and other volkswalk clubs, the American Volkssport Association and the IVV, their members, and the general public;

(e) to increase communication among members and volkssport participants through publication of a newsletter and pamphlets of upcoming events circulated to its membership and available to the general public;

(f) to provide an understanding of the benefits of participation in organized programs of non-competitive, family oriented, participatory, lifetime sports;

(g) to foster a preventative maintenance concept in health care;

(h) to stress the fun and exhilaration of walking (including jogging, running, skating and snow shoeing), bicycling, swimming, cross-country skiing and other events as may be sanctioned by the International Federation of Popular Sports (IVV) and the AVA;

(i) to request that events be sanctioned in conjunction with or under the auspices of the International Federation of Popular Sports (IVV) and the American Volkssport Association, and to do all things necessary and incident thereto.

ARTICLES IV: Membership

Section 1. Classes and Voting. There shall be one class of member of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is required by the law, the Articles of Incorporation, or by the Bylaws of this corporation.

Section 2. Qualifications. A person shall become a member of the corporation by filling out an application for membership and by paying the then required dues. Only individuals may be members of this corporation.

Section 3. Expulsion. A member may be expelled by the Board of Directors after the Board has given the member at least 15 days written notice of the expulsion and the reasons for the act. The member shall be given an opportunity, orally or in writing, to be heard by the Board or its designated agent at least 5 days before the effective date of the expulsion. The written notice of the expulsion shall be given by certified mail, sent to the last address of the member shown in the corporation records. The decision of the Board or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons.

Section 4. Annual Meeting. Annual meetings of the members of this corporation shall be held on the second Saturday of June of each year at a time and place to be determined by the Board of Directors.

Section 5. Special Meetings. Special meetings of the members of this corporation may be called by the Board of Directors or by petition of no less than 5% of the members by a demand signed, dated, and delivered to the corporation's Secretary. Such demand shall describe the purpose of the meeting.

Section 6. Regular Meetings. Regular meetings of the members of this corporation shall be held on a monthly basis, at least 10 months of each calendar year. The date, time and place of the meeting will be announced at the previous meeting or by notice as required below for special meetings.

Section 7. Notice. Notice of the annual and special meetings of the members shall be given to each member at the last address of record, by first class mail or by e-mail at least 7 days before the annual or special meetings, or by means other than first class mail or e-mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. (Notice is not necessary for regular meetings.)

Section 8. Quorum and Voting. Those members present at any meeting, regular, annual or special, constitute a quorum. Action is taken by an affirmative vote of a majority of members present, unless these bylaws or the law provide differently.

Section 9. Proxy Voting. There shall be no proxy voting.

Section 10. Action by Consent. Any action required by law to be taken at a membership meeting, or any action which may be taken at a membership meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by 51% of the members.

ARTICLE V: Board of Directors

Section 1. Duties. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Chair. The President of the corporation shall be the Chairperson of the Board of Directors and will conduct the meetings and perform other duties imposed on her/him by the Board. In the absence of the President the Board of Directors may elect a chairperson to conduct the meeting and perform other duties.

Section 3. Number. The number of Board members may vary between a minimum of 3 and a maximum of 7, the exact number of which shall be fixed from time to time by resolution of the Board.

Section 4. Term. The term of office for Board members shall be one year. A board member may be re-elected without limitation on the number of terms he or she may serve. The members shall elect the Board of Directors at their annual meeting.

Section 5. Removal. Any and all Board members may be removed, with or without cause, at a meeting called for that purpose by a vote of a majority of the members entitled to vote.

Section 6. Vacancies. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the number of Board members then on the Board of Directors.

Section 7. Quorum and Voting. A quorum at a Board meeting shall be a majority of the number of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of majority of directors present. Where the law requires the affirmation vote of a majority of the directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No notice of the date, time, place, or purpose of these meetings is required. All regular meetings shall be open to all members of the corporation.

Section 9. Meetings by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunication, as long as all Board members can hear each other. Notice of the action taken at these meetings shall be furnished each member within 10 days of the date of the meeting.

Section 11. Salary. Board members shall not receive salary for their board services. Upon prior approval, expenses related to Board services will be paid upon tendering to the Chairperson of the Board for delivery to the Treasurer of the Corporation sufficient vouchers or proof of such expenses.

Section 12. 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, shall be signed by all the Board members.

ARTICLE VI: Committees

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 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 Board member(s), elected by the Board of Directors by an affirmative vote of a majority of the Board members in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members immediately before the meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Committee members present.

Section 5. Limitations on the Power of Committees. No committee: may authorize payment of a dividend or any part of the income or profit of the corporation to its directors, officers or members; may approve dissolution, merger, or the sale, pledge, or transfer of all, or substantially all, of the corporations assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII: Officers

Section 1. Titles. The officers of the corporation shall be the President, the Secretary and/or the Treasurer and such other officers, including Vice-Presidents, as the Board may appoint from time to time.

Section 2. Election. The membership at the annual meeting of the Corporation, shall elect the President, Vice-Presidents, Secretary and/or Treasurer to serve one-year terms. An officer may be reelected without limitation on the number of terms he or she may serve.

Section 3. Vacancy. A vacancy in the office of President, Secretary and/or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President. The president shall be the executive officer of the Corporation, shall preside at all meetings of members and Board of Directors, shall have responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any of the powers and duties as may be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall have overall responsibility for all record-keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members meeting and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) placing the names of all qualified persons who are members of the Corporation on the membership list and removing from the membership list the names of all current members who are expelled from further membership; and (d) any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have overall responsibility for all Corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

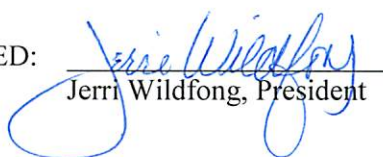
ARTICLE VIII: Corporate Indemnity of Officers and Directors

This Corporation will indemnify its officers and directors to the fullest extent allowed by Oregon State law.

ARTICLE IX: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the membership with an affirmative vote of a majority of the membership present. Prior to the adoption of the amendment, each Board member shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Adopted: Jan. 1, 2019

APPROVED: 
Jerri Wildfong, President

Attest: 
Marla Cates, Secretary