

# BYLAWS OF ROSE CITY ROAMERS VOLKSSPORT CLUB, INC.

## ARTICLE I General

1.0 These Bylaws are established to implement the Articles of Incorporation of this Club (Rose City Roamers Volkssport Club, Inc.) and the Constitution and Bylaws of the American Volkssport Association (AVA), the International Federations of Popular Sports (IVV), and the Oregon Trail State Volkssport Association, Inc. (OTSVA).

## ARTICLE II Membership

2.0 Club membership is open to all persons wishing to participate and upon payment of the current year's dues. Club membership will be from January 1 to December 31 of each year. Membership entitles each person one vote at all general elections of the club.

## ARTICLE III Board of Directors

3.0 General Powers. The business and affairs of the Club shall be managed by a Board of Directors composed of the Five (5) elected officers of the Rose City Roamers Volkssport Club, Inc. and from one (1) to three (3) elected members-at-large. The duties of the Board shall include:

- (a) Performing the duties of the governing body of the Club as prescribed by State law, the Constitution and Bylaws of the AVA, the IVV, the OTSVA, and the Articles of Incorporation and Bylaws of this Club;
- (b) Approving volkssporting events for the Club;
- (c) Reviewing and approving the annual budget of this Club and the Treasurer's reports;
- (d) Reporting the activities of the State Association, the AVA and the IVV to members;
- (e) Electing persons to fill elected officer vacancies; and
- (f) Appointing one (1) alternate representative to serve as the Club's alternate delegate to the OTSVA.

3.1 Membership, Tenure and Qualifications. The Board of Directors shall be composed of the five (5) elected officers and from one (1) to three (3) members-at-large. The term for the board members will be from January 1 to December 31 of each year. Board members must be in good standing with the Club. Each member will be entitled to one vote.

3.2 Annual Meeting. The annual meeting of the Club shall be held on the First Tuesday in December each year for the purpose of electing officers, approving the budget and transacting such other business as may come before the meeting. Such meeting shall be open to any member of the *Club*, AVA, IVV, or OTSVA.

3.3 Regular Meetings. The Board of Directors shall meet at least quarterly. The annual meeting may take the place of one (1) of the regular meetings of the Club.

3.4 Special Meetings. Special Board Meetings may be called by or at the request of the President or any two (2) members of the Board of Directors. The person or persons authorized to call special meetings may fix any place within the Portland area as the place for holding any special Board meeting of the Club.

3.5 Notice. Each Director will be notified at least fifteen (15) days before any regular or special Board meeting. Notice may be made by writing, by email, or by telephone.

3.6 Quorum. In order for business to be transacted at any Board meeting, a majority of the Directors must be present at the time the meeting is called to order. For a proposal to pass a majority of the members present must vote for the proposal.

3.7 Vacancies. Elected officer vacancies shall be filled by vote of the Board at the next Board meeting.

#### ARTICLE IV Officers

4.0 General Powers. The officers shall conduct the operational affairs of the Club.

4.1 Number. The officers of the Club shall be a President, Vice President, Secretary, Treasurer, and Assistant Secretary-Treasurer, each of whom shall be elected by the Club members. The board may appoint other officers and assistant officers deemed necessary.

4.2 Eligibility. Any person who is a member in good standing of this Club shall be eligible for office in this Club.

4.3 Term of Office. Each officer shall take office on January 1 and hold office until December 31, or until a qualified successor shall have been selected and elected, unless the officer resigns or is removed.

4.4 Nomination of Officers. Nomination of officers shall be made by a Nominating Committee. This committee shall consist of not less than two (2) members appointed by the President at least three months prior to the annual meeting. The committee shall choose its own chair. The committee shall solicit and accept names for nominees from the Board of Directors and from members. Consent of all nominees must be obtained prior to their name(s) being placed for consideration.

Any member may nominate a member in good standing by forwarding their nomination to the Nominating Committee along with the nominee's consent to nomination prior to the annual meeting. Nominations will also be accepted verbally at the annual meeting by any member provided that the nominee's consent to nomination is given.

4.5 Election of Officers. The officers of the Club shall be elected by members by written ballot at the annual meeting. A majority of the votes cast shall elect.

4.6 Removal. Any officer elected by the members, or appointed by the Board, may be removed by the members whenever in their judgment the best interest of the Club would be served thereby. Such removal shall require the affirmative vote of two-thirds (2/3) of the members attending the meeting, provided that notice of any proposed removal was distributed to all directors and members at least thirty (30) days prior to the meeting at which proposed removal is to be balloted upon.

4.7 Vacancies. A vacancy in any elected office, other than the President, whether by death, resignation, removal, disqualification or otherwise, shall be filled by appointment of the Board for the unexpired term. A vacancy in the office of President shall automatically be filled by the Vice President.

4.8 President. The President shall be the principal executive officer of the Club and, subject to the Board's control, shall supervise and control all of the business and affairs of the Club. When present the President shall preside over all Board and General Meetings. The President shall serve as the Club's delegate to the OTSVA meetings, coordinate the work of the Club officers and committees, serve as ex officio member of all Club committees in the name of the Club except the Nominating Committee, and act as a representative of the Club at meetings of other organizations, although the President shall not make commitments in the name of the Club without prior approval of the Club members. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4.9 Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act as specified by the Board of Directors, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall act as chairperson for all Club events and, in general, the Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.10 Secretary. The Secretary shall keep the minutes of all Board and General meetings and distribute them in a timely fashion; publish and distribute an agenda prior to each Board meeting; handle all correspondence of the Club; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.11 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Club; receive and give receipts for monies due and payable to the Club, and deposit all such monies in the name of the Club; prepare a report for each meeting of the Board; and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.12 Assistant Secretary-Treasurer. The Assistant Secretary - Treasurer will assist and fill in for the Secretary or Treasurer for limited periods of time when necessary to keep the club functioning properly. The Assistant – Secretary Treasurer will be an active member of the Board of Directors with full voting rights.

## ARTICLE V Committees

5.1 Appointment. The Board of Directors may appoint such committees as may be deemed proper and necessary to fulfill the objectives and purposes of this Club. Such committees shall be directly responsible to the Board and shall serve at the pleasure of the Board.

5.2 Reports. Each committee shall prepare a written report for presentation at the annual meeting and/or at such other times as may be requested by the President or the Board.

5.3 Internal Review Committee. At least every two (2) years the President shall appoint a committee of two (2) or more persons, independent of the Treasurer, to perform an internal review of the books of the Club prior to the bi-annual meeting. The committee shall prepare a written report for presentation at the annual meeting.

## ARTICLE VI Dues and Fees

6.0 The Club may establish such dues or other fees for membership in the Club that are in conformance with AVA, IVV, OTSVA, and IRS policies and procedures.

## ARTICLE VII Fiscal Year

7.0 The fiscal year of the Club shall be from July 1 to June 30.

## ARTICLE VIII Amendments

8.0 These Bylaws may be amended at any regular or special meeting of the Club upon the affirmative vote of two-thirds (2/3) of the members present, providing that notice of any proposed amendment was mailed to all directors and members at least thirty (30) days prior to the meeting at which proposed amendment is to be balloted upon.

## ARTICLE IX Parliamentary Procedures

9.0 In all questions of parliamentary procedures, Roberts Rules of Order, Newly Revised shall prevail in all cases not covered by the Articles of Incorporation of this Club or these Bylaws or by the Constitution, Bylaws, policies and procedures of the AVA, IVV, or OTSVA.

## ARTICLE X General Meetings

10.0 General Meetings for the entire membership will be held on the first Tuesday of the months of February, April, June, August, October and December unless otherwise announced.