

## BYLAWS OF **Qajaq Camp**

The undersigned incorporator are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (as define by Minnesota Statue Chapter 317A).

### ARTICLE I — NAME AND PURPOSE

*Section 1: Name:* The name of the organization shall be **Qajaq Camp**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

*Section 2: Purpose:* **Qajaq Camp** is organized exclusively for charitable, scientific and education purposes.

**The purpose of this corporation is to organize kayak events with the purpose to preserve, study and promote the traditions and techniques of Greenland kayaking while seeking to further the appreciation and development of Greenland-style kayaking in the United States.**

### ARTICLE II — MEMBERSHIP

*Section 1 – Membership:* Membership shall consist of the board of directors.

### ARTICLE IV — BOARD OF DIRECTORS

*Section 1 - Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 6, but not fewer than 4 members.** The board receives no compensation other than reasonable expenses.

*Section 2 - Terms:* All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

*Section 3 - Meetings and notice:* The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written notice via email at least two weeks in advance.

*Section 4 - Board elections:* During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - *Election procedures*: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - *Quorum*: A quorum must be attended by at least seventy five percent of board members for business transactions to take place and motions to pass.

Section 7 - *Officers and Duties*: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall prepare of the budget, help develop fundraising plans, and make financial information available to board members and the public. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. The treasurer shall ensure all necessary tax records are submitted.

Section 8 - *Vacancies*: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10 - *Special meetings*: Special meetings of the board shall be called upon the request of the chair, or one-half of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

#### ARTICLE V — COMMITTEES

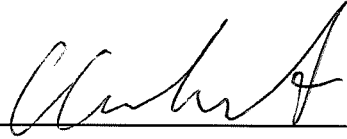
Section 1 - *Committee formation*: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

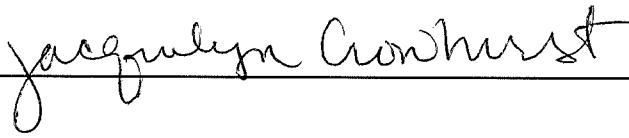
#### ARTICLE VI – AMENDMENTS

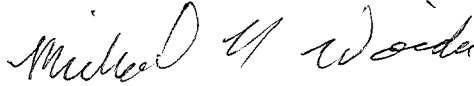
Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

#### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on **November 4, 2017**.

Chair  Date 11.4.17

Vice Chair  Date 11/4/17

Secretary  Date 11-4-17

Treasurer  Date 11/4/17