

American Whitewater Bylaws

The Board of Directors of American Whitewater hereby agrees to these amended and restated Bylaws of the Organization as of this 27th day of December 2023.

1. MEMBERSHIP

A member is defined as an individual who is included in an individual or group membership. Each membership has a unique membership number, irrespective of how many individuals may be included in that membership. Membership for one year will be granted upon application and the payment of dues in the amount established by the Board.

2. AFFILIATION

Bona fide boating clubs, conservation organizations, and organized groups who subscribe to the purposes set forth in the Constitution of this organization may affiliate with American Whitewater by paying annual affiliate dues in the amount established by the Board.

3. BOARD OF DIRECTORS

The board of directors may, at their discretion, specify the size of the board from time to time. The size of the board, number of vacant seats, etc. shall be determined by a majority vote of the Directors, and recorded in the minutes.

The Chair shall be Chairperson of the Board of Directors, establish the agenda for Board meetings and run the meetings. In the event that the Chair is unable to fulfill these duties the Vice Chair shall assume these duties.

The Directors shall meet at least three times each year to conduct the business of the organization. The meetings shall be at a time and place as determined by the Chair and Executive Director. Directors shall be given at least 60 days notice of all meetings.

The Executive Committee of the Board shall convene monthly or as necessary to conduct the business of the organization.

4. NOMINATING COMMITTEE

The Nominating committee shall consist of the Vice Chair and two (2) members of the Executive Committee that are available and willing to serve. The Vice Chair shall Chair the Nominating Committee. In the event that less than two Executive Committee members are available to serve, the Vice Chair shall nominate another Director or Directors to serve as their replacement on the Nominating Committee.

Each year the Nominating Committee shall issue a "Call for Nominations" to the membership seeking nominations for qualified Directors. The "Call for

The Membership of American Whitewater hereby agrees to this amended and restated Bylaws of the Organization as of this 27th day of December 2023.

Nominations” shall be officially communicated to the Membership each spring and nominations will be due by July 1 each year.

All nominations shall be submitted by affiliates or members in good standing and any affiliate or member in good standing is eligible to submit a nomination, including themselves.

The Nominating Committee shall vet the nominations received from the membership and propose a recommended slate of Director Candidates each year for election by the general membership of the organization. A proposed slate may include as many or as few candidates as necessary to serve the governance needs of the organization or as the Board may deem appropriate within the range specified in Article 5 of the Constitution.

5. ELECTIONS

The Nominating Committee receives solicited nominations, interviews and vets prospective board of director candidates on a continual basis. The Nominating Committee provides the Board of Directors with a proposed slate of candidates for election into vacant seats. A final slate is then selected and subsequently approved by the Board of Directors. The slate may include as many or as few candidates as deemed appropriate by the Board of Directors. A vote by the members of the active membership upon the final slate is then conducted.

The Nominating Committee shall have its slate of candidates for the new members of the board of Directors for the upcoming year completed so that the ballot, the list of nominees, a brief summary concerning each nominee, and the instructions concerning voting procedures can be published in an official communication in a timely manner so that votes can be received and tallied by December 15 each year.

Each membership (unique member number) in good standing may cast one vote for each Director to be elected during a given election. The number of candidates equal to the number of Director seats up for election in any given election that receive the highest number of votes shall constitute the incoming new members of the Board of Directors. For example, if there are four Director seats up for election in a given election then the four candidates with the most votes wins.

In the event of a tie vote between any two or more candidates, the Chair of the Board of Directors then in office will immediately cast one vote, or such votes as may be necessary, in order to break the tie without advancing any candidate receiving their vote ahead of any other candidate who received more votes but was not involved in a tie vote. In the event that the Chair is required to exercise this power, an official communication shall, in addition to the usual election results and notices of appointment by the board, carry a brief explanation of the status of the candidates at the time the deciding votes were cast by the Chair to break the tie.

6. OFFICERS

The Board shall elect Officers by the end of each calendar year, to serve officer terms beginning the following calendar year. Officers are elected to fill one-year terms of office, and officer terms end at the close of the calendar year for which they were elected to serve, or with their current term as a Director, whichever is earlier. If a Director is then reelected to a subsequent term as a Director, the Board may choose to re-elect them to any officer's position they wish; however in no event shall an officer serve more than three (3) years in any position. In the event that an Officer leaves office prior to the end of a calendar year, the Board may choose to fill any vacant positions with a special appointment of the board or leave the position vacant until the next regular officer election.

The expectation is that the Vice Chair shall ascend to the office of Chair at the end of the Chair's final term.

7. PROCEDURE UPON ELECTION

As soon as possible after the balloting ends, the incoming Board of Directors will organize itself and elect its officers. New members of the Board of Directors will take office on January 1 following their election.

Any officer, committee members, or director who is removed from office or replaced by a duly elected or appointed successor, shall immediately forward and deliver to their successor all of the files, equipment, and property of the organization in their possession or control.

8. VOTING

Where ballots are used, as in voting for Directors, voting instructions shall be plainly communicated on the ballot. All voting in elections for Directors or to amend the Constitution must be done through official communications to the membership.

Voting within the Board of Directors may be informal, and letters, phone, or e-mails will suffice. The Chair of the Board of Directors may receive and count informal ballots, or the members may decide on any other reasonable manner of procedure.

All official ballots shall have the date by which they must be communicated plainly on each ballot.

9. DEPARTMENTS AND COMMITTEES

The Board may at any time establish such Committee or Departments as it deems necessary to conduct the business of the organization.

10. FISCAL YEAR

The books shall be maintained on a calendar year basis and audited by an independent CPA at least annually.

11. INDEMNIFICATION

Section 11.1: Definitions

11.1.1 "Board": Refers to the governing board of directors of American Whitewater.

11.1.2 "Director": Refers to any individual serving as a member of the Board of American Whitewater.

11.1.3 "Officer": Refers to any individual serving in an official capacity designated by the Board.

11.1.4 "Agent": Refers to any individual appointed by the Board to act on behalf of American Whitewater in a non-staff capacity.

11.1.5 "Insured Persons": Directors, Officers, and Agents are collectively considered Insured Persons under American Whitewater's Directors and Officers Insurance Policy

Section 11.2: Indemnification of Directors, Officers, and Agents

11.2.1 To the fullest extent permitted by the laws of the State of Missouri, American Whitewater shall indemnify and hold harmless each Director, Officer, and Agent from and against any and all expenses, liabilities, losses, damages, and judgments incurred or suffered by such person in connection with any actual or threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter referred to as a "Claim"), arising out of or relating to the performance of their duties on behalf of American Whitewater.

11.2.2 The indemnification provided under this Article shall apply to all expenses, including reasonable attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such Claim, provided that the individual seeking indemnification acted in good faith and in the best interests of American Whitewater, and that their conduct did not constitute

willful misconduct, gross negligence, or intentional wrongdoing.

Section 11.3: Advancement of Expenses

11.3.1 If a Director, Officer, or Agent faces legal expenses while defending against a legal claim, American Whitewater can pay for these expenses before the claim is resolved. However, the person receiving this financial support will be required to return the money if it turns out they are not eligible for indemnification according to the stipulations of article 11.2.2

Section 11.4: Non-Exclusivity of Rights

11.4.1 The indemnification provided under this Article shall not be exclusive of any other rights to which a Director, Officer, or Agent may be entitled under any applicable law, provision of these Bylaws, agreement, or vote of the Board, both as to action in their official capacity and as to action in another capacity while holding such position.

Section 11.5: Insurance

11.5.1 American Whitewater shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or Agent against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not American Whitewater would have the power to indemnify them under the provisions of this Article.

Section 11.6: Severability

11.6.1 In the event any provision or portion of this Article is held invalid, illegal, or unenforceable, the remaining provisions or portions shall remain in full force and effect to the maximum extent permissible.

Section 11.7: Governing Law

11.7.1 The construction, interpretation, and enforcement of this Article shall be governed by the laws of the State of Missouri.

12. AMENDMENTS

Amendments to these by-laws may be made by a two-thirds vote of the Board of Directors. The changes made by the Board shall be published for the benefit of the membership in an official communication.