

American Whitewater Constitution

The Membership of American Whitewater hereby agrees to this amended and restated Constitution of the Organization as of this 15th day of December, 2010.

1. NAME

The name of this organization is American Whitewater.

2. PURPOSE

The purpose of American Whitewater is to:

- a. Encourage the exploration, enjoyment, and preservation of American recreational waterways for human powered craft;
- b. Protect the wilderness character of waterways through conservation of water, forests, parks, wildlife, and related resources;
- c. Promote safety and proficiency in all aspects of white-water activities such as the navigation of moving water, teaching, teamwork, leadership, and equipment design, by publishing and demonstrating developments in these and related fields;
- d. Promote appreciation for the recreational value of wilderness cruising and of white-water sports.

3. MEMBERSHIP

Membership in this affiliation is open to all individuals interested in the recreational use and conservation of American waterways who will subscribe to the above purposes.

4. AFFILIATED CLUBS

All clubs or organizations which share the above purpose are invited to affiliate as member clubs.

5. BOARD OF DIRECTORS

The powers, duties and responsibilities of proper management of the affairs of this organization shall be vested in a Board of Directors, to be elected to staggered terms by the individual dues-paying members of the organization. The Board of Directors shall consist of not less than 9 nor more than 30 individuals who are each members in good standing of the organization. The Board of Directors shall specify the number of members to serve on the Board before each election. The Board may also appoint up to 10 Honorary Board Members.

Honorary Board Members shall be individuals who, by reason of special expertise, experience, or other qualifications, are especially qualified to advise and assist the Board. Honorary Board Members shall be nonvoting.

Meetings of the Board may be conducted in person or by telephone, including conference calls. Voting and other Board actions may be taken at a meeting, by telephone or e-mail polling, or by mail.

The Board of Directors shall be assisted by a six-member Executive Committee composed of the President, Vice-President, Secretary, Treasurer and two (2) at large members nominated by the full Board. The President shall be chairman of the Executive Committee. The Executive Committee shall be in session at all times, and shall exercise all powers of the Board of Directors; subject only to such restrictions as the full Board may from time to time impose.

The Board, as a full Board or through its Executive Committee, shall have the power to manage all of the business affairs of the organization; to elect or appoint officers or committee chairpersons; to fill all vacancies on the Board, or any committee, or in any office if any when the same occur; to remove from office any officer, Director, or committee member for good cause shown; to hire the Executive Director of the organization; and to do any act reasonably necessary to the attainment of the purposes of the organization.

6. NOMINATING NEW BOARD MEMBERS

Before an election the Board of Directors shall prepare and publish in an official communication (journal, website, e-mail, direct mail, etc.) a list of nominees to fill vacancies on the Board, together with their names, a brief summary of their background and qualifications, and a voting mechanism to be used for the election. The Board may accept suggestions from any member or affiliate for nominations. To the extent possible, the Board should be generally representative of the geographical diversity of the membership of the organization.

The President shall be Chairperson of the organizational meeting of each new Board.

7. OFFICERS

The Board of Directors shall elect the following officers of the organization from the members of the Board: President, Vice-President, Secretary, and Treasurer.

The Board shall hire an Executive Director and such other agents of the organization, as the Board deems advisable.

The Executive Director shall be the administrative head of the organization. He or she shall serve as general manager of the business of the organization. The Board may delegate additional authorities and functions to the Executive Director and, notwithstanding any other provision of this constitution, authorize the Treasurer to approve compensation to the Executive Director.

The Executive Director shall receive all funds and manage all finances of the organization and shall be responsible for keeping the books and records of accounts, in accordance with generally accepted accounting procedures. The Board shall oversee and monitor all financial matters of the organization.

All other officers or committees shall have such powers and obligations as the Board may delegate to them. Any member may be both a director and an appointed officer of the organization, so long as he is a due-paying member in good standing.

8. VACANCIES

Any vacancy in any office, or on any committee, or on the Board, whether it be occasioned by the inability, disqualification, removal, resignation or death of any officer, Director, or committee member shall be filled for the remainder of the unexpired term by appointment by the Board of Directors, the replacement to be selected from the dues-paying members of the organization.

9. TERMS OF OFFICE

Directors shall hold office for a term of three (3) years.

Terms of office will begin on January 1 and end on December 31. All other officers and committee members shall be deemed re-appointed by the incoming Board of Directors to serve until the next Board is elected, unless sooner removed.

A Director may only be elected or appointed to a maximum of four (4) three year terms (12 years total) and no more than two consecutive terms as a Director only. In order to serve more than two (2) terms a Director must serve as an Officer, "At Large" executive committee member or key committee chair.

10. REMOVAL

Any Director may be removed from office by the affirmative vote of two-thirds of the remaining Directors. Any officer, appointee or committee member may be removed from office by the Board of Directors on the affirmative vote of two-thirds of the members then comprising the Board of Directors.

In all cases of removal from any office, the party to be removed shall receive fifteen days notice in writing of the pending motion to remove and of the specific reasons why removal is being considered. Written communication in the form of electronic mail, fax, or a written letter from the President, or Vice-President of the Board, properly addressed to the last known address of the party in question, shall be sufficient notice, provided that it is mailed at least 18 days in advance of the final action of the Board. Within that 15-day period the party whose removal is being considered may mail to the Board of Directors a written statement in opposition or explanation.

At any time after the expiration of the fifteen-day period the Board may act on the motion to remove, and shall immediately notify the party in question in writing of the decision of the Board.

11. FINANCE

This organization shall at all times be a non-profit organization dedicated to the purposes set forth in this Constitution and no person or organization shall ever profit by or through this organization. All money received by the organization from any source whatever shall be used for membership services, for conservation and education purposes, or for specific contributions toward whitewater sport and river conservation. The Treasurer may approve salaries and expenses of the Executive Director and other employees of the organization and the Treasurer may also reimburse officers or members for ordinary expenses incurred in furthering the purposes of the organization, upon presentation of records of the expenses.

The Board may authorize special items of expense if it believes that the purposes of the organization will thereby be furthered, without penalizing the regular programs of the organization.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated, exclusively for charitable, educational, and/or scientific purposes related to whitewater or to river conservation and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

12. VOTING

Each individual dues paying membership (individual, family, affiliates, lifetime) who is in good standing, shall be entitled to one vote for each of the Directors to be elected at the election, and shall be entitled to one vote in any election to amend the Constitution.

The Board of Directors shall make fair and reasonable provisions for the receipt and counting of ballots in all election so as to guarantee that all votes cast are properly counted and the election duly certified. Each ballot must state on its face the date by which it must be received in order to be counted. Ballots received after that date will be rejected. The Board, at its option, may provide in the By-Laws for special or junior classes of affiliates, paying lesser dues, with restricted voting privileges.

13. QUALIFICATION FOR OFFICE

No person shall hold any office or be nominated, appointed or elected to any office unless he is a bona fide dues-paying member of the American Whitewater. Failure to keep dues current shall be a mandatory ground for removal of any officer or director.

14. CONTINUITY OF GOVERNMENT

In the event that no elections are held, or that final tabulation of ballots is incomplete on January 1, or if for any reason the new members of the Board of Directors are not ready to assume office on January 1, or in the event that any office, appointed position, or committee assignment is not properly filled by the time the incumbent's term expires, then the incumbent shall hold over in office and be fully empowered to act and discharge the duties of the office until a successor has been duly elected, appointed, or qualified.

15. AMENDMENTS

Amendments to this Constitution must first be approved by a majority of the Board of Directors, and published in an official communication along with the Board's explanation of the same. In the same communication, a voting mechanism should be provided for use by the members. Amendments shall pass if two-thirds of the votes actually received back from the members are in favor of the amendments proposed. The ballots shall state the date by which they must be received in order to be counted.