

KAYAK AND CANOE CLUB OF NEW YORK
A NEW JERSEY NONPROFIT CORPORATION

BYLAWS

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PREAMBLE

KCCNY, a New Jersey nonprofit corporation, has been formed to promote navigation of wild and semi-wild rivers, whitewater rivers and lakes by kayak and canoe, the conservation of such waterways and undeveloped lands in general, and the development of paddling skills and safety through education, training and participation in local, national and international events.

ARTICLE I NAME

1.1 Name. The corporation shall be known as the Kayak and Canoe Club of New York, hereinafter called KCCNY.

ARTICLE II PURPOSE

2.1 Purpose. KCCNY is organized to provide members of the community with opportunities for engaging in kayak canoe and other paddle sports; to provide access by such persons to information and training in the skill and techniques thereof; to instruct and train members of the community in the sport of kayaking, canoeing and other paddle sports; to act as a liaison with other groups and organizations with like interests; to promote the conservation and restoration of rivers particularly in the Northeast and Middle Atlantic regions; to organize, build, operate and maintain without profit to KCCNY, facilities for instruction, athletics, culture, sport and other activities in order to aid, develop and further the Corporation's goals and purposes; to solicit, collect and otherwise raise money and to expend same in support of the programs and activities of KCCNY; to raise funds and solicit donations from interested individuals, charitable and educational organization, corporations, agencies and other interested institutions; to receive grants in aid from federal, state or local governmental and subdivisions thereof and to administer and expend such funds in furtherance of KCCNY's goals and purposes. KCCNY is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

3.1. Qualifications. Membership shall be open to all persons who are in sympathy with the ideals and objectives of KCCNY, *without regard to race, nationality, religion, disability status, gender, or gender identity.*

Classes of Membership shall be determined by the Board of Trustees.

3.2 Application for Membership. Application shall be made online or in writing to and accompanied by such dues, fees and waivers prescribed for the class of membership applied for. Refusal of membership must be approved by the Board of Trustees, and in this shall be guided by the goal of supporting and promoting the character of KCCNY and its purposes.

Annual Dues and Fees. Members shall pay dues and other fees as determined by the Board of Trustees.

3.3 Termination of Membership. Membership in KCCNY may be terminated as follows:

A. A member shall be dropped from the rolls of KCCNY if dues are not received by on a date determined by the membership committee and approved by the board after due notice has been given.

B. A member may be suspended or expelled by the Board of Trustees for any conduct prejudicial to the aims and objectives of KCCNY, including, without limitation, the improper use of the membership roster, *non-compliance with the judgments of trip coordinators or other leadership persons regarding the skill level required to participate in particular activities; non-compliance with safety requirements regarding gear; unsafe paddling behavior that may put oneself and others at risk;* or as the Board of Trustees in its sole discretion shall determine, or for actions which jeopardize the good name of this organization.

ARTICLE IV OFFICERS

4.1 Officers. The Officers shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall constitute the Executive Committee. The Executive Committee shall consult from time to time as to day-to-day workings of KCCNY and shall propose items for discussion and/or determination by the Board of Trustees. Executive Committee members shall serve as liaisons to all committees as determined by the President in consultation with each Officer.

4.2 Election and Term of Office. All Officers shall be elected at the Annual Meeting of the membership for a term of one (1) year. The President and the Vice-Presidents shall not be elected to the same office for more than three (3) consecutive years; the Secretary shall not be elected to the same office for more than five (5) consecutive years and the Treasurer shall not be elected to the same office for more than seven (7) consecutive years unless no other person can be found after notice has been given to the entire membership

4.3 Duties of the President. The duties of the President shall be to:

- A. Provide overall leadership to KCCNY;
- B. Implement the decisions of the Membership and the Board of Trustees;
- C. Preside at Membership and Board of Trustees Meetings, moderate deliberations and vote only to break a tie;
- D. Represent the Club in liaison with the public and other organizations in the best interest of KCCNY;
- E. Sign legal documents on behalf of KCCNY;
- F. Report to the Membership at the Annual Meeting;
- G. Appoint committee chairpersons subject to the approval of the Board of Trustees and serve as an *ex-officio* member of all committees except for the Nominating Committee and any committee formed for the purpose of reviewing or amending the KCCNY Certificate of Incorporation or Bylaws;

- H. Appoint the Nominating Committee subject to the approval of the Board of Trustees; and
- I. Perform all other duties incident to the office.

4.4 Duties of the Vice President. The duties of the Vice President shall be to:

- A. Perform such duties as may be assigned by the President;
- B. Act for the President in the case of his or her absence or disability; and
- C. Automatically succeed to the office of President in the case of vacancy.

4.5 Duties of the Secretary. The duties of the Secretary shall be to:

- A. Serve as Secretary to the Membership and the Board of Trustees;
- B. Keep the minutes and the attendance records of the meetings of both bodies;
- C. Send out the minutes of the meetings of both bodies in a timely fashion;
- D. Provide notice of all meetings, including the Annual Meeting at least two (2) weeks prior to each meeting; and
- E. Perform all other duties incident to the office.

4.6 Duties of the Treasurer. The duties of the Treasurer shall be to:

- A. Maintain the financial records and funds of KCCNY;
- B. Supervise the collection of all funds other than those billed to Members;
- C. Serve as custodian of all funds of KCCNY;
- D. Authorize the deposit of all such funds in accordance with ARTICLE XI;
- E. Disburse KCCNY's funds as authorized by the Membership and/or the Board of Trustees;
- F. Report on the financial condition of KCCNY at each meeting of the Board of Trustees and report to the Membership at any meeting where finances are considered;
- G. Serve as chair person of the Finance Committee; and
- H. Perform all other duties incident to the office.

4.7 Vacancies. If any office other than that of President becomes vacant the Executive Committee shall appoint either another Officer or an elected member of the Board of Trustees to fill the position, subject to the approval of the Board of Trustees.

4.8 Removal of Officers.

A. Removal by Members. An officer elected by the members of KCCNY may be removed, with or without cause, only by vote of a majority of the members of KCCNY at a special meeting called for that purpose, but the authority to act as an officer may be suspended by the Board of Trustees for cause; and

B. Removal by Board of Trustees. An officer elected or appointed by the Board of Trustees may be removed by the Board with cause, only by a vote of a majority of the members of the Board of Trustees at a special meeting called for that purpose.

**ARTICLE V
BOARD OF TRUSTEES**

5.1 Composition of the Board of Trustees. Composition of the Board of Trustees. The Board of Trustees, all of whom shall be members in good standing, shall consist of the Officers and a minimum of six (6) and a maximum of twelve (12) elected Trustees.

5.2 Term of Office.

- A. Trustees shall be elected annually for a two-year term. If a trustee resigns or is unable to fulfill their duties, the executive committee may nominate a member to finish the year subject to approval by the board of trustees at the next meeting.
- B. In the event of a vacancy, the President shall appoint a member to fill the position subject to the approval of the Board of Trustees. A Trustee so appointed shall serve until the next Annual Meeting when the vacancy shall be filled by election for the unexpired portion of the term.

5.3 Duties of the Board of Trustees. The duties of the Board of Trustees shall be to:

- A. Manage the affairs and oversee the funds, records and property of KCCNY;
- B. Set policy for KCCNY and assist in its implementation;
- C. Attend all meetings;
- D. Determine the membership dues schedule, and change thereto. Agree to serve as committee chairpersons as necessary or chair a special project or program when asked;
- E. Participate in KCCNY programs and special events
- F. Perform such other duties as the Membership may prescribe.

5.4 Meetings. The Board of Trustees shall meet in January, March, May and September of each year. Special Meetings may be held at the call of the President or a majority of the Trustees. Any or all Trustees may participate in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear or communicate with each other.

5.5 Emergency Voting by Internet. In the event of an emergency, or a significant issue that cannot wait until the next Board Meeting:

- A. The President shall notify the Board via the Internet of an issue that needs an immediate decision; set an appropriate time period of at least four (4) days for discussion by the Board of Trustees via the Internet; and post the item to be voted on at the appropriate place on the KCCNY website, specifying a period of not less than three (3) day for voting.
- B. Any Trustee and Officer who does not have Internet access will be notified personally by the secretary of such issue and shall have their vote recorded.
- C. During the voting period, votes will be seen but may not be changed. A two-thirds (2/3) majority vote of the entire Board of Trustees is needed to pass a motion; and
- D. Issues voted down may be raised at a subsequent Board meeting for further discussion.

5.6 Action Without a Meeting. Any action required or permitted to be taken by vote of the Board may be taken without a meeting if, prior or subsequent to the action, all members of the Board consent to the action to be taken in writing, and the written consents are filed with the minutes of the proceedings of the Board. The consents shall have the same effect as a unanimous vote of the Board for all purposes

5.7 Quorum. A majority of the Board of Trustees as set forth in Section 5.1 shall constitute a quorum.

5.8 Removal of Trustees.

- A. A Trustee may be removed from the Board with cause by a vote of a majority of the members of the Board of Trustees at a special meeting called for that purpose; and
- B. The office of any elected Trustee absent from two (2) consecutive, unexcused absences from regular Board Meetings may be declared vacant by a majority vote of the Board of Trustees during the next consecutive meeting.

**ARTICLE VI
COMMITTEES**

6.1 Standing Committees. The following shall be the standing committees of KCCNY:

Activities	Publicity/Publications
Annual Dinner & Events	Risk Management
Conservation & Access	Training and Instruction
Finance	Pool Sessions
Membership	Website

6.2 Committee Membership. Any member of KCCNY is eligible to serve on any committee except: (a) those committees whose membership is stipulated by these Bylaws; and (b) those committees whose membership is stipulated by an established policy of the Board of Trustees. Only KCCNY members may vote at committee meetings. All committee actions shall be subject to review by the Board of Trustees.

6.3 Committee Chairpersons. Each committee chairperson shall recruit members to serve on the committee, submit any budget requests for the coming fiscal year to the Treasurer no later than Oct 1st or date agreed upon at the September board meeting and present a report of committee activities at the Annual Meeting.

6.4 Activities. The Activities Committee shall recruit trip and activity coordinators and shall set up a trip and activity schedule providing the membership with an all-year-round program, which will take into consideration the capabilities and desires of the individuals. The Committee shall also provide trip coordinators with information on coordinating trips and waiver requirements for participants. Various trips or programs satisfying the degrees of proficiency of members may parallel each other on the schedule. The safety of participants and the good name of KCCNY must be of paramount consideration.

The Activities Committee shall also be responsible for coordinating and organizing any competitions and act as liaison between KCCNY and other clubs and/or organizations in matters involving whitewater competition, training and programs.

6.5 Annual Meeting/Dinner and Feasting. The Annual Meeting/Dinner and Feasting Committee shall make all arrangements incidental to the Annual Dinner and Meeting, including selecting and booking the site, preparing the notice for the annual meeting in consultation with the Board of Trustees and the Publicity/Publications Committee, prepare and send the invitations, arrange the dinner and program, and perform such other duties as are necessary. Committee shall also take lead in BBQs and other club activities centered around food.

6.6 Competition. Competition committee has been deleted and incorporated into the activities committee.

6.7 Conservation & Access. The Conservation and Access Committee is charged with promoting information about local and national legislation influencing the conservation of and access to our natural resources as they affect the program set forth in the Preamble of these Bylaws as well as with working to promote access for Paddle Sport opportunities where personal contact is concerned, the chairperson shall establish or delegate and coordinate the same. The chairperson will enlist the aid of club members, as necessary, to disseminate information about legislation. In addition, the Conservation Committee will advise the Trustees as to the best application of the club's resources for fostering river conservation and access.

6.8 Finance. The Finance Committee shall be chaired by the Treasurer and shall prepare and submit a budget for the coming fiscal year, including a detailed estimate of the current year's income and expenses; shall monitor KCCNY's finances at least once every four months; and shall receive and study any proposal for extraordinary expenditures and report its findings at the next meeting of the Board of Trustees.

6.9 Membership. The Membership Committee shall respond to inquiries concerning membership and work with the Treasurer and web committee to enroll new members. The committee shall maintain an up-to-date mailing list of members to assure the timely dispatch of all KCCNY mailings.

6.9 Pool Sessions. The Pool Sessions Committee shall arrange and oversee all pool sessions, including collecting the appropriate fees and waivers from all participants.

6.10 Publicity/Publications. The Publicity/Publications Committee shall be charged with the task of promoting the sport of whitewater paddling. Publicity efforts shall include liaison with other whitewater clubs, AW and ACA, with whom an exchange of ideas and a continuing dialogue shall be advantageous to KCCNY and exposure to the general public. In addition, this committee shall coordinate, edit and publish the KCCNY newsletters, publications and bulletins.

6.11 Risk Management: The **Risk Management** Committee shall be responsible for the periodic review of KCCNY's **Risk Management** Procedures and Standards and for making recommendations to the Board of Trustees regarding such procedures and standards. The committee shall also publicize and/or sponsor safety-related courses for the membership, shall make timely reports to the membership regarding safety matters, and shall submit reports regarding any accident related to a KCCNY- sponsored activity to the Board of Trustees and

shall make recommendations to the board about insurance.

6.12 Training and Instruction. The Training and Instruction Committee is responsible for providing training opportunities in whitewater paddling, which may include formal instruction classes, on-river informal instruction during club trips, and instruction at pool sessions. The instruction emphasizes safety and shall conform to the ACA Training Guidelines or such other guidelines as the Board of Trustees shall determine from time to time. The Training and Instruction Committee encourages members to become certified instructors and recommends sponsorship of club members for training certification courses in return for those members providing instruction for the club.

6.13 Website. The Website Committee shall oversee the KCCNY website as authorized by the Board of Trustees.

6.14 Additional Committees. Additional committees may be designated by the President as needed.

ARTICLE VII MEMBERSHIP MEETINGS

7.1 Annual Meeting. The Annual Meeting shall be held between November 1st and December 31st, the exact date and place to be set by the Board of Trustees. This meeting shall be held for the purpose of presentation of committee reports, approval of the budget for the coming year, and election of Officers and Trustees, who shall take office the following day. Only voting for Officers and Trustees shall be by closed ballot.

7.2 Notice. Notices shall be given to the membership not less than two (2) weeks before the Annual Meeting and ten (10) days before a Special Meeting, setting forth the purpose of the meeting.

7.3 Quorum. Ten (10%) percent of the voting membership shall constitute a quorum.

7.4 Proxies. Except for the Annual Meeting, at which proxy voting shall not be permitted, a voting member in good standing represented by a written proxy shall be considered present for voting purposes.

7.5 Special Meetings. Special Membership meetings may be held upon the call of the President or by petition of 10 (10%) percent of the voting membership.

7.6 Participation in membership meetings may be by telephone or electronic video conferencing e.g. zoom, *at the discretion of the Trustees.*

ARTICLE VIII KCCNY PROPERTY

8.1 Use of Property and Information. Property and information obtained for or compiled by the membership for KCCNY through investment, research and experience, including, without limitation, the membership list, shall be made available to members for use for KCCNY activities only. Any transfer, exchange or dissemination of such property or information may

only be made with the express consent of the Board of Trustees, and any such unauthorized transfer, exchange or dissemination of property or information is automatic grounds for termination of membership.

ARTICLE IX GUESTS

9.1 Guest Participation. All members eighteen (18) years of age or older may bring guests to any KCCNY activity. In order to participate, all guests shall be required to sign any necessary waivers, pay any required fees and to otherwise conform to the rules and regulations of KCCNY.

9.2 Membership Requirement. Some activities may require membership or a guest fee to be determined by the activities committee.

ARTICLE X ANNUAL BUDGET

10.1 Annual Budget. The annual budget shall be prepared by the Finance Committee based on recommendations from the various committees. It shall then be reviewed by the Executive Committee and then by the Board of Trustees and provided to the Membership at least ten (10) days prior to the Annual Meeting, where it shall be presented for ratification.

ARTICLE XI KCCNY MONIES

11.1 Bank Accounts. The Treasurer shall deposit all KCCNY monies only in federally insured accounts or shall invest such monies in federally insured financial instruments or in obligations of the United States Treasury upon the approval of the Board of Trustees. Checks must be approved by the Treasurer or the President or others if approved by the board

11.2 FDIC Limits. The total amount of monies in any single institution shall not exceed that amount covered by Federal Deposit Insurance.

ARTICLE XII NOMINATIONS

12.1 Nominating Committee. Nominations for Officers and Trustees shall be made by a Nominating Committee appointed by the President and subject to the approval of the Board of Trustees. This Committee shall consist of two (2) members of the Board of Trustees whose terms of office do not expire at the next election or whose terms will expire but have chosen not to stand for re-election, three (3) members of KCCNY and two (2) alternates, one from each category. The Nominating Committee shall advise each prospective officer and trustee of the position's responsibilities and obtain the consent of any person so nominated. No member of the Nominating Committee shall be eligible for nomination or election as an Officer or Trustee at the next election unless nominated from the floor at the Annual Meeting as provided by Section 4 of this Article. If the president or board are unable to fill the nominating as required, board members or officers may constitute the committee after at least two communications have gone out to the entire membership seeking volunteers.

12.2 Slate of Nominees. The slate of nominees selected by the Nominating Committee shall be reported to the Board of Trustees at the September meeting and shall be provided to the Membership by the Secretary of the Board of Trustees at least two (2) weeks prior to the election.

12.3 Other Nominations. In addition to the slate of nominees selected by the Nominating Committee, additional nominations for any elective office may be made in advance of the election by any voting member of KCCNY with the written consent of the nominee. Such nominations together with any required consents are to be filed with the Secretary at least ten (10) days prior to the election. Notice of such nominations received by the Secretary in accordance with this Section shall be provided to the membership at least five (5) days prior to the election.

12.4 Nominations from the Floor. Nomination for any elective office may be made from the floor by any voting member of KCCNY. In the event that a member who is not present is nominated in accordance with this Section, the nomination will not be accepted without the proposed nominee's written consent.

ARTICLE XIII AMENDMENTS

13.1 Amendments. Amendments to the Bylaws shall be proposed by the Board of Trustees, by a committee established for that purpose, or by at least ten percent of the voting Membership. Such amendments may be acted on at the Annual Meeting or at a special meeting called for that purpose. Amendments shall be presented in writing and filed with the Secretary. Notice of the proposed amendment shall be provided to members with the Notice of Annual Meeting at least fourteen days prior to such meeting or with the Notice of Special Meeting at least ten (10) days prior to such meeting. An affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XIV and ARTICLE XV

14.1 & 15.1 KCCNY shall affiliate itself with other organizations whose aims align with those of KCCNY as determined by the Board of Trustees.

ARTICLE XVI RULES OF ORDER

16.1 Rules of Order. The rules procedure at Membership Meetings and meetings of the Board of Trustees shall be determined by *Robert's Rules of Order*, latest revised edition.

ARTICLE XVII ENACTMENTCLAUSE

17.1 Enactment. These Bylaws shall become effective upon adoption by the Membership.