

Valkyrie Dragons Bylaws

June 2023

Article I. General Purpose, Name and Definitions

1. **Name.** The name of the Club is Valkyrie Dragons (CLUB)
2. **Club Purpose.** The purpose of CLUB is to create opportunities to allow all who identify as women to compete in the sport of dragon boating. CLUB will participate in amateur dragon boat competitions as a recreational and competitive sporting team. In administering its affairs, neither the CLUB nor the Board shall discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, health status, or age. To the extent permitted by these Bylaws, CLUB shall:
 - a. Participate in amateur competitions in dragon boating;
 - b. Support the development of women amateur athletes for dragon boat competition;
 - c. Educate, train, coach and support other members of CLUB.
3. **Definitions,** As used in these bylaws, the present tense includes the past and the future tenses, the future tense includes the present; the singular number includes the plural, the plural number includes the singular; and the masculine gender includes the feminine and neuter. The word "shall" is mandatory and the word "may" is permissive. The words "Directors" and "Board" refer to the Board of Directors as defined by these Bylaws and the word "Club" refers to the Valkyrie Dragons (CLUB).

Article II. Offices

The principal office of the CLUB shall be in the State of Rhode Island and located at such place as the Board of Directors of the CLUB shall designate. The address of the principal office may be changed from time to time by the Board of Directors.

Article III. Members

1. **Qualification for Membership.** Membership in the CLUB shall be open to all persons who (i) identify as female (ii) are at least 18 years of age; (iii) demonstrate physical fitness and character consistent with the CLUB's mission; (iv) have paid their dues in full; (v) Liability Waiver; (vi) have agreed to comply with the Valkyrie Dragons Code of Conduct; and (vii) agreed to comply with the Valkyrie Dragons Steerperson and Coaching Guidelines and Safety Procedures and these By-Laws.
2. **Member Classification.** The CLUB shall have two (2) classes of Members, Voting and Non-Voting Members. The designation of such classes and the qualifications and rights of the Members of such classes shall be as follows:
 - a. **Voting Members.** A Voting Member is a qualified Member who
 - i. Is above the age of 18
 - ii. Has fully paid all dues and other fees owed as of the date of the Annual Meeting;
 - iii. Has participated in at least one dragon boat race during the most recent season; and
 - iv. Has attended a minimum of four (4) CLUB practices.
 - b. **Non-Voting Members.** A new Member who has expressed interest in joining the CLUB but who has not met all the requirements to be a Voting Member.
3. **Suspension or Expulsion of Membership.** Members shall not be in good standing upon any of all of the following:
 - a. Failure to pay dues or fees in full;

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- b. Failure to comply with these Bylaws, the CLUB Code of Conduct, or the CLUB Steerperson and Coaching Guidelines and Safety Procedures;
- c. Use of CLUB equipment, resources, or intellectual property in a manner harmful or detrimental to the CLUB
- d. Conducting themselves in a manner detrimental to the CLUB, its members, or the sport of dragon boating.

For matters not related to the failure to pay dues or fees, a notice is to be provided by the Board of Directors to a Member which states how said Member allegedly failed to comply with the CLUB Code of Conduct or these Bylaws. Said Member will be granted a reasonable opportunity to be heard before the Board of Directors. After said hearing, the Board of Directors may, by a two-thirds ($\frac{2}{3}$) majority vote of a quorum of the Board of Directors, suspend or expel said Member. The terms of any suspension will be determined by the Board of Directors.

4. **Reinstatement of Membership.** A Member suspended for failure to pay their dues in full will be automatically reinstated following payment. A Member suspended or expelled for any other reason may file a written request for reinstatement with the Clerk. The Board of Directors may, by the affirmative vote of two-thirds ($\frac{2}{3}$) majority vote of a quorum of the Board of Directors, reinstate said former Member to membership on such terms as the Board of Directors may deem appropriate.
5. **Membership Dues.** The CLUB may levy dues upon the Members. The Board of Directors shall have the authority to set and modify dues for Members from time to time. Annual dues are payable each year by the date set forth by the Board for that Fiscal Year. Notice of the Dues will be provided to the Members one month prior to the due date. The Board of Directors shall also have the authority to waive the payment of dues, in whole or in part, for good cause shown. Unless dues have been waived, if the dues are not paid by a Member, the non-paying Member shall no longer qualify as a Member and shall be immediately stricken from the Membership rolls until reinstatement of Membership.
6. **Race Fees.** The CLUB may levy fees required for participation in dragon boat races sanctioned by the CLUB. The Board of Directors shall have the authority to set the race fees, and are payable by the end of the fiscal year. Notice of the Race Fees will be provided to the Members one month prior to the due date. The Board of Directors shall also have the authority to waive the payment of race fees, in whole or in part, for good cause shown. Unless race fees have been waived, if the race fees are not paid by a Member, the non-paying Member shall no longer qualify as a Member and shall immediately be stricken from the Membership rolls until reinstatement of Membership.
7. **Meetings of Members.** Meetings of Members shall be held for the purposes of electing Officers and Directors, presentation of the annual report, amendment of the Bylaws or Code of Conduct, dissolution of the CLUB, and any other action requiring a vote of the eligible Voting Members or any other valid purpose for which such meeting may be held. This includes a required Annual Meeting.
8. **Place of Meeting.** Each meeting of the Members shall be held at such place within the state of Rhode Island, as shall be designated by the Board of Directors or by the Members(s) calling the meeting in accordance with these Bylaws. Meetings may also be conducted virtually via telephone or video conferencing software.
9. **Special Meetings.** Special meetings of the Members may be called by (i) a majority of the Board of Directors, (ii) the Director of the Organization whenever, in his or her opinion, a special meeting shall be necessary, or (iii) any Officer upon the filing with the Clerk of the CLUB of a written request of at least 10 percent (10%) of the Members of the CLUB in good standing. Any such

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written request for a special meeting shall state the purpose for which the special meeting is requested. If the Director or another Officer does not call such a special meeting within fifteen (15) days after the filing of such a request, the Members who filed the request may call the special meeting.

10. **Notice of Meetings.** Written notice of each Meeting of the Members shall be given to each Member at least five (5) days prior to the meeting and will state the date, time, and location of the meeting. The general purposes for which a special meeting is called shall be stated in the notice. In addition, if the business of the meeting includes the amending of the Bylaws or the Code of Conduct, written notice of the meeting shall set forth the proposed amendment and the reasons therefore. Written notice shall be given by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer of the CLUB.
11. **Method of Notice.** Any notice of a meeting shall be sent to each Member at the last known email address provided to the CLUB by said Member. The CLUB will maintain records of Members and their respective contact information, as each Member so provides.
12. **Quorum.** At any Meeting of Members, quorum will be constituted by the presence, in person or by proxy, of a minimal twenty-five percent (25%) of the Voting Members and those Members who are required for said meeting. Non-Voting Members shall not be considered for the purpose of determining the presence of a quorum. The Voting Members may be present either in person or by proxy in order to constitute a quorum.
13. **Adjournment.** A majority of the Voting Members represented at a meeting may adjourn such a meeting. During the course of any meeting of the Members, if quorum is not maintained, said meeting shall automatically terminate and any business conducted following the loss of such quorum shall be considered null and void.
14. **Action by Vote.** Each Voting Member shall have one (1) vote with respect to every matter on the agenda. A vote may be cast in person, electronically, or by proxy. No proxy dated more than seven (7) days before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. The vote of a majority present, provided there is a quorum, shall be sufficient to transact business unless otherwise provided by law or these Bylaws.

Article IV. Board of Directors

1. **Powers.** The affairs of the CLUB shall be managed by the Board of Directors which shall have, and may exercise, all the powers of the CLUB, except those powers reserved to the Members by law or these Bylaws. The Board of Directors' power shall include, without limitation, the responsibility:
 - a. to establish and direct the policies of the CLUB;
 - b. to appoint committees and subcommittees with such authority, responsibilities and functions as it may, from time to time, determine necessary, subject to Article VI herein;
 - c. to set and collect membership dues;
 - d. to oversee and supervise the selection and participation in boat races, including setting and collection of race fees;
 - e. to oversee and supervise CLUB practices, including scheduling;
 - f. to manage the CLUB's assets, including authorization of the sale, lease, and purchase of land, buildings or major equipment of use by the CLUB;
 - g. Collection - Establish annual membership and racing fees and collect said fees;
 - h. to assist in raising the funds necessary to finance the annual budget of the CLUB;

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- i. to authorize the expenditures of the CLUB's funds, as appropriate, including incurring of debts by the CLUB and securing the same by mortgage or pledge of the CLUB's real and personal property, tangible and intangible;
- j. to supervise the financial operations, arrangements and obligations of the CLUB, including establishing the CLUB's annual budget;
- k. to oversee the operations of the CLUB and its committees and subgroups;
- l. to authorize the hiring and engagement of contractors as may be needed;
- m. to oversee and supervise relationships the CLUB may establish with other persons, parties or entities; and
- n. to delegate to the Director and other Officers such authority, responsibilities and functions as it may from time to time deem necessary or appropriate.

The Board of Directors shall have, and may exercise, all its powers and rights notwithstanding the existence of one or more vacancies.

2. **Tenure.** The Directors shall hold office for one (1) year, starting on the first (1st) day of January and ending on the thirty-first (31st) day of December in each year, or until such Director's successor has been elected or appointed. Directors can serve a maximum of 3 years, based on rules for nonprofits in the State of Rhode Island. The provisions of this Section 2 shall be subject to the resignation and removal provisions set forth in Article IV, Section 4 below. In the event an Officer dies, resigns, is removed or otherwise unable or unwilling to serve out the remainder of his/her respective tenure, a Voting Member shall be appointed by the Board of Directors. That person shall serve out the remainder of the departing Officer's tenure. Such appointment will be by the two-thirds ($\frac{2}{3}$) majority vote of the remaining Board of Directors, at which a quorum is present.
3. **Vacancies.** Any vacancy by any Director, however occurring, may be filled by a two-thirds ($\frac{2}{3}$) majority vote of the remaining Board of Directors at which a quorum is present. The Voting Member appointed to fill the vacancy shall serve out the remaining balance of the Tenure of the vacating Director.
4. **Resignation and Removal.** Any Officer may resign by delivering his/her written resignation to the Clerk of the CLUB, or to any other Officer. Such resignation shall be effective upon receipt unless it specifies a later effective date. An Officer may leave or be removed from office upon the occurrence of any one of the following events, at which time a vacancy shall be created on the Board of Directors:
 - a. the death or incapacity of the Officer;
 - b. the written resignation of the Officer, which shall be effective immediately upon receipt by an Officer of the Organization if no time is specified, or at such later time as such written resignation may specify, provided, however, that the remaining Officers may elect to accelerate the resignation by the two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors at a meeting duly called at which a quorum is present;
 - c. the vote of a majority of Voting Members, with or without cause, at a meeting duly called at which a quorum is present; or
 - d. the two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors, with or without cause, at a meeting duly called at which a quorum is present, or
 - e. three consecutive unattended and unexplained absences from board meetings

Removal of an Officer by the Voting Members or by the Board of Directors shall require that notice of such proposed action be included in the notice of the meeting at which such action is to be taken. The judgment of the Board of Directors or the Voting Members, as applicable, shall be conclusive as to all concerned.

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5. **Number, Qualification, and Election.** The Board of Directors shall be composed of such a number of legal persons as shall be fixed by the Voting Members or the Board of Directors and are required by the State of Rhode Island for nonprofits. The Directors shall include those Voting Members who have actively participated in CLUB functions for at least one year, holding the office of Director, Assistant Director, Treasurer, and Clerk. A Voting Member may also be elected to hold the position of Grievance Officer. Voting Members may not hold more than one of the offices of Director, Assistant Director, Treasurer, Clerk, or Head Coach.
6. **Nominating and Election Procedures.** The Officers shall be elected annually at the Annual Meeting of the Members.
 - a. **Nomination Procedures:** The Board of Directors is responsible for conducting the Nominating and Election Procedures. Uniform procedures for nominations and elections shall be issued by the Board of Directors at least thirty (30) days prior to the date of the Annual Meeting of the Members. This timeline may be accelerated by the two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors, but can be no later than (7) days prior to the Annual Meeting of the Members. Voting Members may nominate any Voting Member, including themselves, by responding to an anonymous survey, the Nomination Email or via email or written notification to any member of the Board of Directors. Nominations received after the Nominee Acceptance Due Date shall be considered invalid.
 - b. **Election Timeline.**
 - i. Election Notification. At least thirty (30) days prior to the date of the Annual Meeting of the Members.
 - ii. Nominations Due Date. Seven (7) days after date of the Nomination Email
 - iii. Nominee Notification. Two (2) days after the Nominations Due Date
 - iv. Nominee Acceptance Due Date. Seven (7) days after the Nominee Notification.
 - v. Election Slate Posted. No later than three (3) days prior to the Annual Meeting of the Members.
 - c. **Election Notification.** The notification and the Nomination Email shall include:
 - i. List of Voting Members. (Article III, Section 2a).
 - ii. List of Positions to be Filled. All positions and their respective responsibilities are to be provided (Article V)
 - iii. Election Timeline (Article IV, Section 6a)
 - d. **Nominee Notification.** The notification to each Nominee, the Nominee Notification Email, is to include:
 - i. Nominated Position(s)
 - ii. Nominee Acceptance Due Date.
 - iii. Acceptance Procedure. Nominees must accept the nominations by submitting a brief statement of their candidacy, or they can reject the nomination. Nominees shall be deemed to have rejected a nomination if a statement of candidacy is not received by the Nominee Acceptance Due Date.
 - e. **Election Slate Notification.** The notification to all Voting Members, the Election Slate Email, is to include the full slate of candidates, including their statement(s) of candidacy.
 - f. **Election Procedures.** Elections are conducted at the Annual Meeting of the Members where a quorum is present (Article III, Section 12). Each Voting Member is entitled to one (1) vote for each open position. Anonymous voting is conducted via paper ballots or appropriate electronic balloting, which is tendered to the Clerk, who is responsible for tallying the votes in the presence of the Voting Members. The Clerk shall announce the results for each office once all ballots have been counted.
 - i. Election Order. In the event that an individual has accepted the nomination for more than one position, each position will be voted on, one at a time: Director, Assistant Director, Treasurer, Clerk, and Grievance Officer. If an individual wins the vote, and is listed as a nominee for another position, they are removed from the election slate for the other position.

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- ii. **Tie Resolution.** In the event of a tie for any position, there will be an instant run-off between the tied nominees using the anonymous paper ballot or electronic balloting method described above. In the event of a continued tie, the position will be filled by a coin toss..
 - iii. **Lack of Nominations for Open Positions.** If no valid nominations have been received and/or accepted for an open position by the Election Timeline, the newly elected officers shall appoint an interim officer for such position.
7. **Establishment of Additional Directors.** The Board of Directors may identify the need for additional Officer(s) and are empowered to establish new Directors, not to exceed a total of seven (7) total Directors, by the two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors at which a quorum is present. The new Director's Tenure will be the same as terms for the rest of the Board of Directors. The Board of Directors may propose the ratification of a new Director by an amendment to the Bylaws at the Annual Meeting.
8. **Compensation.** No Officer shall be compensated for services provided to the CLUB as a Board Member.
9. **Place of Meeting.** Each meeting of the Board of Directors shall be held at such place within the state of Rhode Island, as shall be designated by the Directors(s) and Officers(s) calling the meeting in accordance with these Bylaws. Officers may participate in a meeting by means of a telephone conference call or by similar communications platform, provided that all Officers participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence at such meetings.
10. **Special Meetings.** Special meetings of the Board of Directors may be called by (i) a majority of the Board of Directors, (ii) the Director of the Organization whenever, in his or her opinion, a special meeting shall be necessary, or (iii) any Officer upon the filing with the Clerk of the CLUB of a written request of at least 10 percent (10%) of the Members of the CLUB in good standing. Any such written request for a special meeting shall state the purpose for which the special meeting is requested. If the Director does not call such a special meeting within fifteen (15) days after the filing of such a request, any other Officer may call the special meeting.
11. **Notice of Meetings.** Written notice of each meeting of the Board of Directors shall be given to each Officer at least five (5) days prior to the meeting and will state the date, time, and location of the meeting. The general purposes for which a special meeting is called shall be stated in the notice. In addition, if the business of the meeting includes the amending of the Bylaws or the Code of Conduct, the written notice of the meeting shall set forth the proposed amendment and the reasons therefore. Written notice shall be given by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer of the CLUB.
12. **Method of Notice.** Any notice of a meeting of the Board of Directors shall be sent to each Officer at the last known email address provided to the CLUB by said Member. The CLUB will maintain records of Officers and their respective contact information, as each Officer provides. See Article III Section 11.
13. **Quorum.** At any meeting of the Board of Directors, quorum will be constituted by the presence, in person or by proxy, of a minimum of two-thirds ($\frac{2}{3}$) of the Officers then in office. Officers otherwise entitled to vote, but disqualified from voting for any reason, shall not be considered for the purpose of determining the presence of a quorum.
14. **Adjournment.** A two-thirds ($\frac{2}{3}$) majority of the Officers is required to adjourn any meeting of the Board of Directors. During the course of any meeting of the Board of Directors, if quorum is not

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maintained, said meeting shall automatically terminate and any business conducted following the loss of such quorum shall be considered null and void. See Article III Section 13.

15. **Action by Vote.** Each Officer entitled to vote on a matter shall have one (1) vote with respect to that matter. A vote must be cast in person. A two-thirds ($\frac{2}{3}$) majority vote of any quorum shall be sufficient to transact business unless otherwise provided by law or these Bylaws. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Officers consent in writing to the action. The written consent shall be filed with the Clerk and noted in the minutes of the next meeting of the Board of Directors and the action taken shall have the same force and effect as a majority vote. In the event of a tie, the Board of Directors will select, by a two-thirds ($\frac{2}{3}$) majority vote to either reject the motion, or break the tie with a majority vote from the Voting Members.

Article V. Officers

1. **Director.** The Director shall be the chief executive officer of the CLUB and by virtue of the office, be the Chairperson of the Board of Directors. The Director shall:
 - a. generally supervise the business and affairs of the CLUB in conjunction with the Board of Directors;
 - b. represent the CLUB at appropriate functions;
 - c. preside at appropriate meetings of the Members and of the Board of Directors;
 - d. present an annual report of the work of the CLUB at each Annual Meeting of the CLUB;
 - e. ensure that all books, reports and certificates as required by law and by the Bylaws are properly kept or filed;
 - f. serve as one of the Officers who may sign the checks or drafts of the CLUB; and
 - g. have such powers as may be reasonably construed as belonging to the chief executive officer of any organization.
2. **Assistant Director.** The Assistant Director shall be an Officer of the CLUB and by virtue of the office, a Member of the Board of Directors. In the absence or inability of the Director to exercise her office, the Assistant Director shall become acting director of the CLUB with all the rights, privileges and powers as if having been the duly elected Director. The Assistant Director shall otherwise perform such duties as are customarily incident to the office of Assistant Director, or as may be designated by the Board of Directors. The Assistant Director shall actively support or conduct any other functions of the CLUB, as necessary.
3. **Clerk.** The Clerk shall be an Officer of the CLUB and by virtue of the office, a Member of the Board of Directors. The Clerk shall:
 - a. keep the minutes and records of the CLUB and appropriate books;
 - b. file any certificate required by any statute, federal or state;
 - c. give and serve all notices to Members;
 - d. serve as the official custodian of the records;
 - e. present at any meetings any relevant communication addressed to her as Clerk of the CLUB;
 - f. attend to all correspondence of the CLUB; and
 - g. otherwise perform such duties as are customarily incident to the office of Clerk, or as may be designated by the Board of Directors.
4. **Treasurer.** The Treasurer shall be an Officer of the CLUB and by virtue of the office, a Member of the Board of Directors. The Treasurer shall have the care and custody of all monies and financial affairs belonging to the CLUB and shall be solely responsible for such monies or securities of the CLUB. The Treasurer shall also:
 - a. serve as one of the Officers who shall sign checks or drafts of the CLUB;

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- b. prepare an annual budget for presentation to the Board of Directors and such interim budgets as may be needed;
 - c. attend to invoices, reimbursements, collection of dues, and race fees, payment of bills and obligations and keep the Board of Directors apprised of the state of the treasury;
 - d. deposit all monies in the name of the CLUB in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
 - e. monitor the financial health and growth of the CLUB and act as the Board's liaison to any Fundraising Committee.
 - f. ensure that no special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it;
 - g. render, at the Annual Meeting and other stated periods as the Board of Directors shall determine, a written account of the finances of the CLUB and such report shall be physically affixed to the minutes of the Board of Directors of such meeting; and
 - h. otherwise perform such duties as customarily incident to the office of Treasurer, or as may be designated by the Board of Directors.
5. **Assistants of Officers.** The Board of Directors may, from time to time, appoint a Voting Member to take over all or part of their respective duties. Appointments, however, are temporary and such assistants do not relieve an Officer of her respective responsibilities, except at the discretion of the Board of Directors, subject to Article IV, Section 2.
6. **Grievance Officer.** The Board of Directors may propose the election of a Grievance Officer. This Officer shall not simultaneously hold a position on the Board of Directors. The Grievance Officer shall:
 - a. receive and investigate Members' complaints;
 - b. prompt the Board of Directors to resolve Member complaints;
 - c. as deemed necessary, request attendance at separate board meetings to address issues of significant concern; Individuals involved in the issue may also be invited, per the Grievance Officer's recommendation;
 - d. recommend corrective action, as may be needed, to the relevant committee chairperson and/or Board of Directors to resolve Member complaints; and
 - e. actively support or conduct any other function of the CLUB, as necessary.
7. **Head Coach.** The Board of Directors may appoint a Head Coach by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. The Head Coach shall not simultaneously hold another position on the Board of Directors, unless approved by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. The Head Coach has one vote on the Board of Directors. The Head Coach shall:
 - a. manage the Coaching Committee
 - b. evaluate and propose changes to, and support and follow, the **Valkyrie Dragons Guidelines and Safety Procedures** (separate document)

Article VI. Committees

The Board of Directors may establish one or more committees with membership, powers and duties, as the Board of Directors so designates. A minimum of one (1) Director will sit on each such committee and report on committee activity to the Board of Directors. Committees shall conduct their affairs in the same manner as is provided in the Bylaws for the Board of Directors, unless the Board of Directors agrees to an alternative arrangement.

Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors. The members of any committee shall serve at the discretion of the Board of Directors. The Board of Directors may abolish any committee, other than the standing committees, at any time. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall take effect retroactively.

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There shall be the following standing committees: The Publicity Committee, the Fundraising Committee, the Coaching Committee, the Membership Committee, and the Racing Committee.

1. **Publicity Committee.** The Publicity Committee shall be responsible for promoting the image of the CLUB including overseeing the CLUB's website, publicity, advertising, promotions, and signage. The Publicity Committee shall be responsible for organizing and supervising any events that promote the CLUB and for attending events and activities, as it deems necessary, to further accomplish its responsibility described herein.
2. **Fundraising Committee.** The Fundraising Committee shall be responsible for preparing sponsorship packages, contacting and negotiating with potential sponsors, and developing strategic partnerships with other entities. The Fundraising committee shall be responsible for organizing and supervising any other activities that generate revenue for the CLUB, as it deems necessary.
3. **Membership Committee.** The Membership Committee shall be responsible for recruiting new members, attending events to promote the CLUB, assisting the Treasurer in the collection of dues, and recording and maintaining the roster of Members. The Membership Committee shall be responsible for organizing and supervising any other activities that promote new Members to join the CLUB, as it deems necessary.
4. **Coaching Committee.** The Coaching Committee shall serve as the coaching staff for the Members of the CLUB. There should be at least one coach for every 22 paid members. Coaches will be identified, recruited and trained by the existing coaching staff. Coaches will develop a training program according to paddlers' needs, annual racing schedule and long term competitive targets and objectives. Practices are expected to follow the Valkyrie Dragons Steerperson and Coaching Guidelines and Safety Procedures (Separate document).
5. **Other Committees.** A two-thirds ($\frac{2}{3}$) majority vote of any quorum of the Board of Directors may, by resolution, establish new committees and appoint members to committees.

All committee chairpersons shall hold office until their term expires annually on December 31. Committee chairpersons shall be elected to their office by majority vote of the Members of their respective committees (Article III, Section 11). In the event there is an insufficient number of committee members to hold an election for chairperson, or if the seat of the committee chairperson is vacant for any reason whatsoever, the Board of Directors may, at its discretion, appoint a Member to become a committee chairperson to serve out the balance of the term. A committee chairperson may be removed by the Members of that chairperson's respective committee or by the Board of Directors. Such removal requires the majority vote of the members of said respective committee or by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors, as applicable. In the event there is a conflict amongst the members of a committee as to the election of their chairperson, the Board of Directors shall make the final determination as to the committee chairperson.

For the purposes of electing a committee chairperson, members of a committee who are eligible to vote will be any Member in good standing who has attended at least one (1) meeting of the respective committee prior to April 1 of the year in which the election is being held.

Article VII. Amendments

These Bylaws are binding on the CLUB and all Members. The Board of Directors has the power to present alterations, amendments, or repeal of these Bylaws, in whole or in part, to the Voting Members at the Annual Meeting or at a special meeting at which a quorum of the Voting Members is present. The Board of Directors must notify the Voting Members of any proposed alterations, including a description of the changes, prior to the meeting at which the Bylaws will be ratified by the Voting Members. Modifications to the Bylaws must be approved by a two-thirds ($\frac{2}{3}$) majority vote of a quorum of Voting Members.

Article VIII. Negotiable Instruments and Funds

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1. **CLUB Funds.** The funds of the CLUB are to be derived from membership dues, race entrance fees, race prize money, donations and, subject to any resolution passed by the CLUB in a general meeting, such other sources as the committee determines.
2. **Deposit of CLUB Funds.** All funds of the CLUB not otherwise designated for a specific purpose shall be deposited as soon as practicable to the credit of the CLUB in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may establish a special Code of Conduct with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient. For the purposes of deposit and collection for the account of the CLUB, checks, drafts, and other orders for the payment of money which are payable to the order of the CLUB shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.
3. **Negotiable Instruments** All checks, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or such other person or persons as may from time to time be designated by the Board of Directors. Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the CLUB by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. Any amount exceeding \$200 will not be endorsed by the Treasurer or designated Board member without a majority vote by the Board. The only exception is credits to the CLUB, which may exceed \$200 and can be endorsed at any time.
4. **Management of Funds** Subject to any resolution passed by the CLUB in general meeting, the funds of the CLUB are to be used in pursuance of the objects of the CLUB in such manner as the Board of Directors determines. No portion of any income or property of CLUB shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.
5. **Authorization.** No loan shall be contracted on behalf of the CLUB, and no evidence of indebtedness shall be issued in its name, unless authorized by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors at a meeting duly called at which a quorum is present. Such authorization may be general or confined to specific instances. Loans so authorized by the Board of Directors may be effected at any time for the CLUB from any bank, trust company, or other institution, or from any firm, corporation or individual. All bonds, debentures, notes and other obligations or evidence of indebtedness of the CLUB issues for such loans shall be made, executed and delivered in such manner as the Board of Directors shall authorize. When so authorized by the Board of Directors, any part of or all of the properties, including contract rights, assets, business or goodwill of the CLUB, whether then owned or hereafter acquired, may be mortgaged, pledged, hypothecated, or conveyed or assigned in trust as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness of the CLUB, and/or the interest thereon, by instruments executed and delivered in the name of the CLUB.
6. **Conflict of Interest.** All officers of the CLUB are required to disclose any potential conflict of interest, as outlined in the Valkyrie Dragons Conflict of Interest and Compensation Policy. Additionally, this requires that each officer sign a Conflict of Interest Disclosure statement annually, as documented in the Conflict of Interest and Compensation Policy. This document will be archived by the Clerk as specified in Article X, Section 3a.

Article IX. Non-Liability and Indemnification

1. **Non-Liability.** The Directors, Officers, Members, or other Volunteers of the CLUB shall not be liable for the CLUB's debts or obligations. A Director, Officer, Member, or other Volunteer is not personally liable for a claim based on an act or omission performed by that person in their official capacity as a Director, Officer, Member, or other Volunteer, except for a breach of the duty of loyalty to the CLUB, or for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law or for a transaction from which the person derives an improper personal benefit. If this limitation is too broad, then the above provision shall be enforced to the fullest extent as provided by law. If the law is hereafter changed to permit further elimination or limitation of the liability of Directors, Officers, Members, or other Volunteers for

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monetary damages to the CLUB, then the liability of such Director, Officer, Member, or other Volunteer of the CLUB shall be eliminated or limited to the full extent then permitted. The Directors, Officers, Members, or other Volunteers of the CLUB have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

2. **Indemnification.** The CLUB shall indemnify any and all persons who serve or have served as Directors, Officers, Members or Volunteers of this CLUB for any claim, action or other legal proceedings arising from their duties, responsibilities, actions or representations on behalf of the CLUB.

Such indemnification shall include any and all expenses actually and necessarily incurred by the Directors, Officers, Members or Volunteers in connection with the defense or settlement of any claim, action, or legal proceeding. This includes, but is not limited to, judgments and interest, attorney's fees, court costs, and settlements (before or after an action).

If any Director, Officer, Member or Volunteer is found to have breached the duty of loyalty to the CLUB, improperly derived for him/herself a personal benefit, acted in bad faith, failed to act when having a legal duty to do so, committed intentional misconduct, or knowingly violated the law, the CLUB is not required to indemnify such Director, Officer, Member or Volunteer. The CLUB may choose to indemnify a Director, Officer, Member or Volunteer for unintentional or negligent breaches, misconduct, acts or omissions by a vote of the majority of Board Members. The CLUB shall not indemnify a Director, Officer, Member or Volunteer for reckless, intentional or knowing breaches, misconduct, acts or omissions.

This indemnification shall be in addition to any other rights a Director, Officer, Member or Volunteer may be entitled under any law, bylaw, or agreement.

Article X. Miscellaneous

1. **Annual Meeting.** The Annual Meeting of the Members of CLUB shall be held at such date, time and place within the State of Rhode Island between October and December of each year as shall be designated by the Board of Directors. At the Annual Meeting, vacancies created by offices and directorships that expire annually on the thirty-first (31st) of December shall be filled by election by the Voting Members and such other business as may properly come before such meeting shall be transacted. If the Annual Meeting of the Members is not held as herein described, the election of Directors and Officers may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held.
 - a. **Order of Business.** The order of business shall be:
 - i. Reading and approval of previous minutes;
 - ii. Director Report, including a written annual report summarizing the CLUB's activities for the preceding year and activities projected for the forthcoming year;
 - iii. Treasurer Report, including a Financial Statement consisting of a balance statement as of the close of business of the CLUB's Fiscal Year, a summary of receipts and disbursements. These documents shall be prepared in such manner and form as is sanctioned by sound accounting practices and be certified by the Board of Directors;
 - iv. Committee Reports;
 - v. Consideration and vote on amendments to the Bylaws;
 - vi. New Officers Election;
 - vii. Team Goals;
 - viii. Winter Training;
 - ix. Race Selection;
 - x. Unfinished Business;

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- xi. New Business;
 - xii. Adjournment;
 - b. **Presiding Officer.** The Director or, in the Director's absence, the Assistant Director, by default, or any other Officer, is to preside as chairperson at each general meeting of the CLUB. If no member of the Board of Directors is available, members present must elect one of the Voting Members present to preside as chairperson at the meeting.
 - c. **Adjournment.** The chairperson of the Annual Meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting. No business is to be transacted at an adjourned meeting.
 - d. **Robert's Rules of Order.** The meeting shall be conducted using Robert's Rules of Order. Voting on questions shall be determined by a show of hands or, if on the motion of the chairperson or three (3) or more Voting Members, by written or electronic ballot.
- 2. **Fiscal Year.** The fiscal year of the CLUB shall coincide with the Calendar Year beginning on the first (1st) day of January and ending on the thirty-first (31st) day of December in each year.
- 3. **Club Records.**
 - a. **Official Records.** The Board of Directors shall ensure that the following records shall be maintained:
 - i. Financial. Complete and accurate books of accounts of all funds received and spent;
 - ii. Minutes. Minutes of the meetings of the Board of Directors, Annual Meeting, and any other CLUB Meetings;
 - iii. Member Information. A record of the names, addresses, phone numbers and email address of its members;
 - iv. Conflict of Interest; A signed and scanned copy of the Conflict of Interest document signed annually by the Board of Directors.
 - v. Liability Waiver. A signed waiver for each CLUB member; and
 - vi. Paddling Registration. A completed electronic form, with agreement to comply to the Valkyrie Dragons Code of Conduct and safety procedures in the Valkyrie Dragons Steerperson and Coaching Guidelines and Safety Procedures.
 - b. **Custody of Official Records.** The original, or attested copies, of the Bylaws, other corporate documents, and records of all meetings of the CLUB and Members shall be kept in Rhode Island at the principal office of the CLUB, or at the office of its Clerk. Official Records may also be stored electronically via PDF, or other similar format, on a website available to all Members of the Board of Directors through a CLUB-specific login account.
 - c. **Inspection of Records.** Official Records shall be open at all reasonable times to the inspection of any Member for any proper purpose. The CLUB shall not use or sell any list of its Members for a purpose.
- 4. **Physical Assets.** Physical Assets of the CLUB include, but are not limited to, team boat(s), dock, paddles, training equipment, and PFDs. These Physical Assets are intended for CLUB use only, and any usage outside the CLUB must be approved by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. The Board of Directors may, at their discretion, collect fees for the usage of such Physical Assets, including replacement fees in the event of loss or damage.
- 5. **Races.** The CLUB may participate in local, regional, and international racing competitions. The CLUB's participation and race selection will be concordant with the will of the Membership and the approval of the Board of Directors. The schedule of races for the calendar year will be proposed and confirmed at the Annual Meeting. Additional races may be added with two-thirds ($\frac{2}{3}$) approval of the Board of Directors.

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6. **Member Safety.** The Steerspersion is responsible for the safe operation of the dragon boat and for the safety of everyone on board. In no event shall a CLUB boat or other equipment be used without the presence of a recognized, trained Steerspersion. During team practice on the water activities shall be directed by the Steerspersion until command of the boat is handed over to a Coach. Valkyrie Dragons Steerspersion and Coaching Guidelines and Safety Procedures (separate document) must be followed.
7. **Limitations.** Subject to the CLUB's Bylaws:
 - a. The CLUB shall at all times be organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), or the corresponding provision of any federal law;
 - b. No part of the net earnings of the CLUB shall enure to the benefit of or be distributable to the CLUB's Directors, Officers, or any other private persons, provided that the CLUB may pay reasonable compensation for services and duties actually rendered and may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary in furtherance of the purposes of the CLUB;
 - c. No substantial part of the activities of the CLUB shall include carrying on propaganda or otherwise attempting to influence legislation, and the CLUB shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf or in opposition to any candidate for public office; and
 - d. The CLUB shall not conduct any activities, nor exercise any power, not permitted to be conducted by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization that contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

Article XI. Dissolution

The existence of the CLUB shall be perpetual. However, if the CLUB is dissolved by a majority vote of its Voting Members, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement, or other document) to one or more charitable, scientific, or educational organizations qualified as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, for use restricted to the purposes set forth in these Bylaws, in such proportions as the Board of Directors (or if the Board of Directors fails to act, a court of competent jurisdiction) may determine.

Article XII. Severability

If any provision of these Bylaws or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Date Ratified: 8 June 2023