

## ARTICLE 1

### NAME AND LOCATION

The name of this organization shall be the "Bay Area Orienteering Club" (hereafter referred to as the Club). The principal address of the Club shall be located within the greater San Francisco Bay Area of the State of California, as determined by the Club Board of Directors.

## ARTICLE 2

### PURPOSE

2.1 - The object and purpose of the Bay Area Orienteering Club shall be to operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent therewith:

- 2.1.1 - To educate members of the Club and the general public about the sport of orienteering.
- 2.1.2 - To instruct in map reading and land navigation.
- 2.1.3 - To increase enjoyment of natural resources and respect for the environment among the members of the club and the general public.
- 2.1.4 - To stimulate participation in orienteering through organized activities and events.
- 2.1.5 - To foster national amateur competition in the sport of orienteering.

## ARTICLE 3

### MEMBERSHIP

3.1 - Membership in the Bay Area Orienteering Club shall be open to the general public. Any person shall be eligible for membership as provided herein.

3.2 - No person shall be denied membership or participation in Club events unless the Board of Directors finds by unanimous vote that said person has performed actions that are severely detrimental to the purposes, organization or reputation of the Club.

3.3 - Membership shall require the payment of dues as set by the Board of Directors.

## ARTICLE 4

### OFFICERS

4.1 - The President, the Vice President, the Event Coordinator, the Secretary, and the Treasurer shall be the officers of the Club.

- 4.1.1 - The President shall coordinate the affairs of the Club, preside at meetings and perform other duties normally associated with the office of President.

4.1.2 - The Vice President shall assume the duties of the President in the President's absence and perform other duties normally associated with the office of Vice President or as may be assigned by the President or the Board.

4.1.3 - The Event Coordinator shall be responsible for the scheduling and coordination of Club events, and perform such other duties as may be assigned by the President or the Board.

4.1.4 - The Secretary shall maintain up-to-date records of the general affairs of the Club, including meeting minutes and correspondence, and perform other duties normally associated with the office of Secretary or as may be assigned by the President or the Board.

4.1.5 - The Treasurer shall maintain accurate and up-to-date records of the financial affairs of the Club, and perform other duties normally associated with the office of Treasurer or as may be assigned by the President or the Board.

4.2 - No member may hold more than one office at the same time.

4.3 - An officer of the Club may be removed from office by the Board upon a finding that the officer has failed or is unable to perform the duties of the office, or has performed actions that are severely detrimental to the purposes, organization or reputation of the Club. Removal of an officer requires a two-thirds vote of the Board.

## ARTICLE 5

### MEETINGS OF MEMBERSHIP

5.1 - An annual meeting of the general membership shall be held in April, or as soon thereafter as practical. The location of the annual meeting shall be in the greater San Francisco Bay Area. The purpose of the meeting shall be to elect officers, receive reports from the Board of Directors and other individuals, approve and amend the Bylaws, make proposals for club policy, and for any other business that may arise.

5.2 - The Secretary shall be responsible for setting the time and location of meetings of the general membership. The time and location shall be communicated directly to the members in printed or electronic form at least 14 days prior to the meeting. The Secretary shall also be responsible for preparing an agenda for the meeting. Any Club member may submit an item for the agenda to the Secretary.

5.3 - Additional meetings of the general membership may be called by the Board of Directors, or by the written request of five members of the Club. Written requests shall be submitted to the Secretary. The Secretary shall schedule such meetings for a time within ninety days of receipt of the written request.

5.4 - Each single membership present shall be allocated one vote. Each family, joint, or group membership present shall be allocated one vote per person present, with a maximum of two votes. Members under the age of 16 are not eligible to vote.

5.5 - Fifteen (15) voting members of the Club shall constitute a quorum. All actions taken at a meeting of the general membership must be approved by a majority vote, except as otherwise noted herein.

5.6 - The Secretary shall record the minutes of each meeting, and record any actions approved. The minutes shall be communicated directly to all club members in printed or electronic form.

## ARTICLE 6

### BOARD OF DIRECTORS

6.1 - The Board of Directors (hereafter referred to as the Board) shall consist of the officers of the club and at least 3 additional members.

6.1.1 - All members of the Board of Directors other than the officers shall be appointed, and may be dismissed, by the President, in consultation with and subject to majority approval by the current Board.

6.1.2 - All members of the Board shall be members of the Club in good standing and shall perform the duties prescribed by these Bylaws. The President and the Event Coordinator shall be members in good standing of the United States Orienteering Federation.

6.1.3 - Officers and members of the Board shall not receive salaries or payments for services as board members.

6.2 - The Board shall have general supervision of the affairs of the Club, and perform such duties as are specified in these Bylaws. These duties include: to receive reports from members of the Board, to set Club policy, to determine and approve the annual budget, to set Club dues and fees, to provide oversight and guidance on other matters that relate to the operation of the Club.

6.3 - The Board shall respond to any recommendations or proposals approved at a meeting of the general membership. Response may consist of approval and implementation of the proposal, with or without modification, or denial of the proposal. The Board response to any proposals approved by the general membership shall be communicated directly to all club members in printed or electronic form.

6.4 - The Board shall meet on a regular basis at least three times a year. Meetings of the Board may be scheduled by the President or the Secretary, with the concurrence of a Board majority.

6.5 - All meetings of the Board may be attended by any member of the Club as a non-voting observer, unless closed by majority vote of the Board.

6.6 - One-half of the members currently serving on the Board shall constitute a quorum. All actions taken by the Board must be approved by a majority vote, except as otherwise noted herein.

## ARTICLE 7

### ELECTIONS

7.1 - The officers of the club shall be elected by the Club general membership at the annual meeting. A majority vote of those present and eligible to vote at the annual meeting is required for election to each position. If no candidate for a position receives a majority, the general membership shall vote again, selecting between the two candidates that received the most votes.

7.2 - For any contested position, votes shall be cast by secret ballot. The Secretary shall designate three members present to count ballots and announce the results. If possible, the designated ballot counters shall not be members of the Board, or of the Nominating Committee or candidates for office.

7.3 - No less than sixty days prior to the annual meeting, the Board will establish a Nominating Committee, for the purpose of recommending one or multiple candidates for each position. The Chair of the Nominating Committee shall be appointed by the President subject to majority approval of the Board. The other members of the Nominating Committee shall be appointed by the Chair. The total membership of the Nominating Committee shall be at least three and no more than seven. All members of the Nominating Committee must be members in good standing of the club.

7.4 - Upon receiving the report of the Nominating Committee, the Board of Directors, by majority vote, shall recommend one or multiple candidates for each position to the general membership. Any club member in good standing, with his or her permission, may also be nominated from the floor at the annual meeting, or a nomination in advance of the annual meeting may be submitted to the Secretary.

7.5 - The term of office shall begin 10 days after the election of the officers, and extend to 10 days after the date the next officers are elected.

7.6 - If an elected office becomes vacant, the President shall recommend a replacement, subject to majority approval by the current Board.

7.7 - If the Presidency becomes vacant, the Vice President will serve as President for the remainder of the term.

## ARTICLE 8

### COMMITTEES

8.1 - There shall be two Standing Committees, the Event Coordinating Committee and the Finance Committee, and any other special committees as the Board may establish.

8.2 - Unless otherwise specified in these Bylaws, chairs of the Standing Committees shall be appointed by the President with the approval of the Board, at the first meeting of the Board after the Annual Meeting. The chairs shall be members in good standing of the Club. They shall be ex officio members of the Board with full rights and responsibilities, and shall serve until their successors are appointed. Other members of the standing committees will be appointed by the

President, after consultation with current members of such committees, at the same meeting or as soon as possible thereafter. Terms of such members will begin upon their appointment and end when their successors are appointed. Vacancies in any Standing Committee shall be filled by the President.

8.3 - The Event Coordinating Committee shall be responsible for the scheduling and coordination of Club events. The Event Coordinator shall serve as its chair.

8.4 - The Finance Committee shall be responsible for preparing the Club's Annual Budget and monitoring the fiscal health of the Club. The Treasurer shall be a member of the committee and may serve as its chair.

8.5 - In establishing a special committee, the Board shall specify its purpose and scope. The President shall appoint the chair of the committee, and may either appoint its members or delegate that power to the chair of the committee.

8.6 - The President shall serve as an ex officio member of every committee other than the Nominating Committee.

## **ARTICLE 9**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

9.1 - Only the Board may authorize any Club member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

9.2 - No loans shall be made by the Club to any individual or entity.

9.3 - All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be prepared by the Treasurer and signed by either the President or the Secretary. The Treasurer may delegate this function to the Vice President if necessary.

9.4 - All funds of the Club not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board may select.

## **ARTICLE 10**

### **FISCAL YEAR**

The fiscal year of the Club shall be the calendar year.

## **ARTICLE 11**

### **ANNUAL BUDGET**

11.1 - The Finance Committee shall annually prepare a budget of expected receipts and expenditures for the following fiscal year. The Board shall approve or modify the budget prior to the start of the fiscal year.

11.2 - No expenditure on behalf of the Club shall be recognized or valid unless authorized by the Board.

11.3 - The approved budget shall be made available to all club members in printed or electronic form.

11.4 - The Board shall not approve a budget that would result in the Club having greater liabilities than assets, except on a unanimous vote.

11.5 - The Treasurer shall prepare for each Board meeting a current statement of Club finances and a comparison of actual versus budgeted receipts and expenditures for the current year.

## **ARTICLE 12**

### **INDEMNIFICATION**

Each officer, member of the Board, or other member of the Club, while acting on behalf of the Club as authorized by the Board, shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such officer or Board member, or having acted on behalf of the Club in an authorized capacity. This indemnification shall also apply to the heirs, executors and personal representatives of any such person. This indemnification shall not apply in relation to matters in which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his duties. This indemnification shall not exclude any other right to which such person may be entitled under any Bylaw, agreement, vote of the Board, vote of the members, or otherwise.

## **ARTICLE 13**

### **LIMITATION ON AUTHORITY**

No officer, director, or member of this Club shall use the club name to endorse a product, make a personal profit, or in any way use it as a means of furthering any personal, political or other aspiration that is not in keeping with the purposes set forth in Article 2 of these Bylaws. Nor shall the Club as a whole take part in any movement not in keeping with its real and established aims and purposes as set forth in these Bylaws.

## **ARTICLE 14**

### **PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order, Newly Revised shall be the authority in all points not covered by these Bylaws.

## **ARTICLE 15**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the general membership. The Board may recommend amendments of the Bylaws to the general membership, by a two-thirds vote of those present and voting.

### **History**

Written by Gary Kraght, George Minarik, and Joe Scarborough  
Club founded 1978

Bylaws approved 1991

Amended April 5, 1998

Amended April 13, 2008

Amended April 20, 2019