

# Tacoma Dragon Boat Association

## Articles of Incorporation

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised code of Washington 24.04) hereby adopts and executes:

### Article I - General Provisions

#### Section 1. Name.

The name of this corporation shall be "The Tacoma Dragon Boat Association".

#### Section 2. Purpose.

The purpose of this corporation is to foster national and international amateur dragon boating competition as a charitable and educational organization under Section 501(c)(3) of the United States Internal Revenue Code or its successor. In furthering the purpose set forth above, this corporation shall have these primary objectives:

- a. To conduct, or to aid in conducting, national and international amateur competitions in dragon boating; and
- b. To support the development of amateur athletes for national and international amateur dragon boat competition.

#### Section 3. Type of Organization.

The corporation shall be maintained as a permanent organization and shall function as a nonprofit organization under the requirements of Section 501(c)(3), as amended, of the Internal Revenue Code.

#### Section 4. Powers.

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article I Section 2 that are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

#### Section 5. Limitation of Activities.

The Corporation shall not be conducted or operated for profit, and no part of its net earnings shall inure to the benefit of any member or individual, nor shall any of its net earnings or assets be used other than for its declared purpose. No substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or otherwise intervene in (including publishing or distributing statements) any political campaign on behalf of any candidates for public office.

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person

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or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article I Section 2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 6. Term of Existence.**

The Corporation shall have perpetual existence.

**Article II – Registered Office**

The address of the initial registered office of this corporation is 4821 South C Street, Tacoma, Washington, 98408 and the name of its initial registered agent at such address is Diane Wetzel. The written consent of such person to serve as registered agent is attached hereto.

**Article III - Members**

This corporation shall have one or more classes of members as defined in the Bylaws.

**Article IV – Officers**

**Section 1. Officers of the Association.**

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall serve in the capacity of officers of the Association, as members of an Executive Committee and members of the Board of Directors. The Executive Committee shall also include one representative from each of the standing committees and ad hoc committees.

**Section 2. Election of Officers.**

The election of officers shall occur by the end of the Annual Meeting, and may be conducted by a vote of members present at the Annual Meeting, or by distance voting, the choice of which shall be determined at and publicized to all members at least three weeks prior to the annual meeting, as well as the deadline for receipt of the distance votes. (The method of voting is to be applied the same to all votes.)

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**Section 3. Term of Office.**

Officers shall serve a term of one (1) year that begins at the end of the Annual Meeting. Officers may be re-elected. If an office is vacated for any reason, that vacancy shall be filled by special election by the Executive Committee.

**Section 4. General.**

The officers shall act on behalf of the members and shall have charge of any property of the Association, subject to approval of the members.

No officer or officers shall be authorized to obligate the Association to any expenditure over \$1,000.00 without the approval of the majority of the membership.

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**Article V – Board of Directors**

Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

| <i>Name</i>                      | <i>Address</i>   |
|----------------------------------|--|
| Mike Gehrke, President           | 2420 North Junett Street<br>Tacoma, WA 98406             |
| Trevor Thornsley, Vice-President | 3524 S. 262 <sup>nd</sup> Street<br>Kent, WA 98032-7047  |
| Joe Fugle, Treasurer             | 2011 105 <sup>th</sup> Street East<br>Tacoma, WA 98445   |
| Sue Larsen, Secretary            | 217R 4601 Grandview Drive W.<br>Tacoma, WA 98466         |
| Clement Corbiell, Head Coach     | 8511 83 <sup>rd</sup> St Ct SW, #731<br>Tacoma, WA 98498 |

The directors shall serve until their successors are elected at the annual meeting.

**Article VI - Amendments**

**Section 1. Amendments to the Articles of Incorporation and By-Laws.**

a. Any member of the Corporation who is entitled to vote and is in good standing may offer amendments to the Articles of Incorporation or By-Laws of the Corporation. All proposed amendments must be submitted in writing to the Secretary so that due notice shall be sent to all members of the Corporation of the proposed action at least fourteen (14) days prior to the Annual Meeting, or at least fourteen (14) days in advance of a Special Meeting of the members called for the purpose of amending the Articles of Incorporation or By-Laws.

b. Any addition, alteration, or amendment made to the Articles of Incorporation or By-Laws shall require approval of two-thirds (2/3) vote of the members present at the Annual Meeting or Special Meeting of the members. Members who cannot attend the Annual Meeting or Special Meeting in person may vote in writing by mail,

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electronic transmission, or proxy. If the members submitting their votes by mail, electronic transmission, or proxy are in good standing and submit their votes by the announced deadline date, their votes shall be counted. A proxy vote shall be deemed valid if signed by the assigning member, dated, and authorizes who shall vote on the member's behalf.

**Article VII – Transactions Involving Directors**

No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

**Article VIII - Legal**

**Section 1 - Liability**

a. No elected officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Executive member, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive member for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of the Association shall be deposited, or for any loss, damage or misfortune whatever, that shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same shall happen through his/her own dishonesty or willful neglect.

**Section 2 - Indemnity**

- a. Every elected officer of the Association and his/her heirs, executors and administrator and estate and effects respectively, shall from time to time and at all times, be indemnified and save harmless out of the funds of the Association, from and against:
- a. All costs, charges and expenses whatsoever, which such officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect to any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office.
  - b. All other costs, charges, and expenses, as authorized by the officer which he/she sustains or incurs in or about or in relation to the affairs of his/her office, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default.

**Article IX - Dissolution**

**Section 1. Disposition of Assets.**

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Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in the Articles. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation

**Article X - Effective Date**

**Section 1. Effective Date of Constitution and By-Laws.**

These Articles and any and all subsequent amendments and By-Laws thereto shall become effective immediately following their adoption.

**ARTICLE XI Incorporator**

The name and address of the incorporator are:

*Name*

*Address*

Diane Wetzel

4821 South "C" Street  
Tacoma, WA 98408

DATED:

\_\_\_\_\_

Incorporator

**CONSENT TO APPOINTMENT OF REGISTERED AGENT**

I, Diane Wetzel, hereby consent to serve as registered agent, in the State of Washington, for the Tacoma Dragon Boat Association. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

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DATED:

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Registered Agent

## BY-LAWS

### Article I – Offices

#### Section 1. Registered Office and Registered Agent.

The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

#### Section 2. Other Offices.

The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

### Article II – Members

#### Section 1. Membership

The corporation encourages the formation and success of local dragon boat clubs. Multiple clubs and paddling programs are good for the sport, the community, and for the paddlers involved.

Paddlers belonging to more than one (1) paddling club shall be prohibited from holding an office in TDBA.

No person may be barred from membership in the Association because of race, creed, color, sex, or national origin. To become a member, the individual must be 18 years or older.

#### Section 2. Commencement of Standard Membership.

Membership in the Corporation as a Standard Membership, as defined in Section 3, commences upon payment of the member's annual dues. Annual dues are payable each year prior to the annual meeting.

#### Section 3. Categories of Membership

The corporation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

**Standard Members.** Members who have paid yearly dues are eligible for the following benefits:

(1) they are eligible to vote;

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(2) they are eligible to receive instruction and coaching; and

(3) they are eligible to participate in practices, race crews, elective office, and other activities provided by or sponsored by the corporation.

**Specialty Members.** Full-time race managers or steerspersons shall not be required to pay yearly dues. Full-time steerspersons who have not paid yearly dues shall not be allowed to participate in practices or races as a paddler or drummer. Full-time race managers who have not paid yearly dues shall not be allowed to participate in practices or races as paddlers, but may participate as steerspersons. In all other respects, specialty members shall be entitled to the same rights and privileges of membership as standard members, namely:

(1) they are eligible to vote;

(2) they are eligible to receive instruction and coaching; and

(3) they are eligible to participate in practices, race crews, elective office, and other activities provided by or sponsored by the corporation.

A specialty member may become a standard member upon their payment of yearly dues.

Standard and specialty members are not permitted to be members of any other dragon boat organization.

**Honorary Members.** This is a non-voting membership bestowed upon an individual who has demonstrated commendable support for the organization or sport. Honorary members may participate in a practice on special occasion, to be determined by the coaches and officers. They may not run for office or participate in corporate competitions or administrative affairs, and they are nonvoting members.

Honorary members are permitted to be members of other dragon boat organizations.

#### **Section 4. Discipline and Removal of Members**

Grounds for discipline and/or removal of a corporate member may include but shall not be limited to the following:

- Member fails to respect and follow the corporation's rules and guidelines;
- Member uses corporate equipment, resources, or intellectual property in a manner harmful or detrimental to the corporation; or
- Member conducts himself or herself in a manner detrimental to the corporation or the sport of dragon boating.

The Board of Directors within its sole discretion, by affirmative vote of two-thirds of all the members of the Board, may discipline, suspend or expel a member for the reasons set forth above or for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting or special meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in the bylaws.

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A member removed by this process may file a written request for reinstatement with the association Secretary. The Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Membership in the corporation is not transferable or assignable.

**Article III - Annual Meeting**

**Section 1. Time and Place of Meeting.**

The Annual Meeting of the Corporation shall be held in the first (1) quarter of the calendar year, preferably in February. The Board of Directors shall determine the date and location of the meeting and shall give a fourteen (14) day notice to all members of the Association.

**Section 2. Purposes of Meeting.**

The purpose of the annual meeting shall be:

- a. To provide an open forum for the discussion of matters relating to the annual race schedule and promotional/community activities;
- b. To consider and vote on amendments to the Articles of Incorporation or By-Laws;
- c. To discuss other matters pertinent to the business of the Association as called for in the Articles of Incorporation and By-Laws.
- d. To conduct the annual election of officers
- e. to adopt a proposed annual budget

**Section 3. Notice of Meeting.**

The Secretary shall notify each member in writing at least fourteen (14) days before the Annual Meeting of the following:

- a. When and where the meeting is to be held; and
- b. The meeting agenda.

**Section 4. Quorum.**

One-quarter (1/4) of the members entitled to vote represented at a meeting in person or by proxy or voting by mail or by electronic transmission shall be necessary and sufficient to constitute a quorum for the transaction of business.

**Section 5. The Order of Business for the Annual Meeting.**

The order of business for the Annual Meeting shall be:

Reading and approval of previous minutes.  
Report of Treasurer.  
Report of President.

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Consideration and vote on amendments to the Articles of Incorporation.  
Discussion of annual race schedule.  
Discussion of promotional/community activities.  
Election of New Officers and Board members.  
Committee Assignments.  
Unfinished Business.  
New Business.  
Adjournment.

**Section 6. Rules of the Annual Meeting.**

Robert's Rules of Order shall apply.

**Article IV – Special Meeting**

Special meetings of the members may be called by the Board of Directors or the President. A special meeting of the members may also be called by one-third of members entitled to vote at the meeting. Any such meeting called by members shall be conducted by the Board of Directors according to the requirements for any other special meeting, and shall require the same notification of members. The Secretary shall notify each member who is entitled to vote at the meeting in writing at least fourteen (14) days before the special meeting of the following:

- a. When and where the meeting is to be held; and
- b. The meeting agenda.

**Article V - Registration and Dues**

**Section 1. Registration.**

All member dues are to be made payable to "Tacoma Dragon Boat Association" and presented to the Treasurer of the Association, in person or by mail.

**Section 2. Term of Membership.**

The term of all memberships shall be for one (1) year starting with the Annual Meeting.

**Section 3. Payment of Dues.**

First time dues will be calculated on a pro rata basis through December 31 of the first year. Annual dues, thereafter, are payable each year by the end of January, prior to the annual meeting.

**Section 4. Amount of Dues.**

The amount of dues for each individual member shall be determined for each year by the Board of Directors.

## **Article VI – Board of Directors**

### **Section 1. Number and Powers.**

The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of five (5) persons. Directors must be members. At each annual meeting after the initial annual meeting, directors shall be elected for a term of one year to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation. The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary and a Member-at-Large. The President, Vice President, Treasurer, Secretary and Member-at-Large shall be elected at the annual meeting.

### **Section 2. Change of Number.**

The number of directors may at any time be increased by amendment of these Bylaws.

### **Section 3. Vacancies.**

All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

### **Section 4. Regular Meetings.**

Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each year.

### **Section 5. Special Meetings.**

Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

### **Section 6. Notice.**

Notice of all special meetings of the Board of Directors shall be given to each director by three (3) days' prior service of the same by e-mail, telegram, by letter, phone, or personally. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

### **Section 7. Quorum.**

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A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**Section 8. Waiver of Notice.**

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

**Section 9. Registering Dissent.**

A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

**Section 10. Executive and Other Committees.**

The Board of Directors may appoint standing or temporary committees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any member of any such committee or any director or officer of the corporation;
- (c) Amending the Articles of Incorporation;
- (d) Adopting a plan of merger or consolidation with another corporation;
- (e) Authorizing the sale, lease, exchange, or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or
- (g) Amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**Section 11. Removal.**

Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of

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any director represented in person, by mail, by electronic transmission, or by proxy at a meeting of members at which a quorum is present.

**Article VII – Officers**

**Section 1. Duties of Officers.**

**a. President.**

The President shall preside at all meetings of this Association and conduct the Order of Business as outlined in Article III, Section 5 of the Bylaws. In his/her absence the Vice-President shall perform his/her duties. In the event of the absence of the President and the Vice President, the Treasurer, and if s/he is unable, the Secretary shall perform his/her duties. If none of the officers are available, and the business is critical to the survival of the association and cannot be postponed, a chairman shall be elected by a majority vote of the members present. The President will elicit and propose activities that enhance and progress the purpose of the association. The President shall designate who will serve as a public spokesperson for the association, be accountable for outgoing public relations about the association, serve as a point person for the administrative needs of the organization, and monitor the financial, event, public relations, and membership activities of the association.

**b. Vice President.**

The Vice President shall assume all duties of the President in the absence of the President. S/he shall act as liaison with the coaching staff, and communicate their concerns, issues, and needs to the executive committee. S/he ensures that coaching activities, which include skills training, water safety, team selection, and practices are independent from administrative control or censure, as long as they are conducted in a way that ensures the safety of members.

**c. Secretary.**

The Secretary shall record the decisions and actions of each meeting of the Association and Executive Committee in the form of minutes and distribute them in a timely manner to all members, shall be accountable for maintaining a history of the association—its events, growth, and activities, be accountable for maintaining the membership database, distributing updated membership rosters at least quarterly to all members, and monitoring that the use of membership information shall be for association business. The Secretary shall serve as the executive committee liaison to the membership and communication committees. The Secretary shall be in charge of and be responsible for all the books and papers of the Association, except for those of the Treasurer.

The Secretary shall also be responsible for notifying members of the time and place of all meetings of the Association; assist in administering elections; and conduct correspondence as necessary.

**d. Treasurer.**

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The Treasurer shall collect and deposit all moneys belonging to the Association, shall perform bookkeeping and depository responsibilities in a timely and accurate manner, transact association business with a financial institution approved by the Board of Directors, pay all bills according to the budget or when properly approved by the Board of Directors of the Association, prepare financial statements to support grant proposals or other activities that the executive committee deems appropriate, require an accounting of association monies used by any member of the association in the form of receipts, submit a regular financial report at each regular meeting of the Board of Directors, and submit an annual financial report regarding all organizational assets and accounts to the members at the Annual Meeting. A financial review of all corporation accounts and expenditures shall be made annually by a Certified Public Accountant chosen by the Board of Directors. All checks and/or withdrawals made from any account(s) of the corporation shall be authorized by the Board of Directors, signed by the Treasurer and countersigned by one other member of the Board of Directors, for amounts exceeding \$1,000.00. The Treasurer is responsible for monitoring the financial health and growth of the association and acting as the Board's liaison to the fundraising committee.

e. Member-at Large.

The Member-at-Large will participate in Board and Executive Committee meetings and represent the members in the furtherance of the goals of the organization and on issues/concerns affecting the general membership, especially those falling outside the standing committee structure.

**Section 2. Delegation.**

If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

**Article VIII -Depositories**

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

**Article IX - Nominations and Elections**

**Section 1. Nominations of Officers.**

The members shall make nominations for officers of the Corporation between the official notification of the annual meeting by the Secretary and the Annual Meeting. The Secretary shall

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confirm with the nominees their desire to be placed on the ballot. Those officers elected shall also serve as Board members pursuant to these Bylaws.

**Section 2. Election of Officers.**

Election of officers shall be held by either voice vote, electronic vote, or written ballot. The Secretary shall conduct the vote.

**Section 3. Distribution of Votes.**

The candidates who obtain a majority of votes for each office shall be elected. A majority shall be based on those present if the vote is conducted during a meeting, and based on the total number of members if a vote is conducted by distance (for example, by e-mail, telephone, or fax). A distance vote will have an announced deadline for receipt. In the event of a tie, the President will determine the winner.

**Article X - Committees**

**Section 1. Executive Committee.**

The Executive Committee shall consist of the four (4) elected officers and one representative from each standing and currently ad hoc committee

**Section 2. Executive Committee Meetings.**

The Executive Committee shall meet at least three (3) weeks prior to the Annual Meeting.

The Executive Committee may also meet at the request of the President or by a request of one-third (1/3) of the members to discuss any further matters that may need to be resolved. Notice of such a special meeting shall be made to each member prior to the meeting.

A majority of the executive committee shall constitute a quorum.

**Section 3. Vacancies on the Executive Committee.**

In the event of a vacancy on the Executive Committee, the remaining members of the committee shall appoint a member to fulfill the remainder of the term.

**Section 4. De Facto Meetings.**

The Executive Committee shall have the power to conduct necessary business by e-mail, mail, fax, or telephone if, in the judgment of the President, the urgency of the matter requires such action.

**Section 5. Standing Committees**

**Corporation Race Committee.**

Members of the Corporation Race Committee shall organize, coordinate, and conduct races sponsored by the association. The Corporation Race Committee shall be responsible for the administration, promotion, and implementation of Association-sponsored races in Tacoma. The Corporation will adhere to general guidelines of safety, judicious use of funds, and production of

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a quality event for the purpose of providing an opportunity for amateur athletes to participate in a dragon boat competition in Tacoma.

**Equipment Maintenance Committee**

Members of the Equipment Maintenance Committee shall monitor the condition of boats, paddles, steering oars, drums, personal flotation devices, and other equipment that is owned by the association. They shall conduct timely repairs in a way that will not impede or stop the routine business of the association except with prior approval of the association officers and notification to the members at large.

**Communications Committee**

Members of the Communications Committee shall be responsible for final editing of all recruitment, public relations, membership, fund raising, and other material that will be made available to the public, including membership and promotional brochures; fund-raising letters and supporting documents; race invitations and materials, press releases, and the web site. Final edits shall be submitted to the President for final approval prior to distribution.

**Fund Raising Committee**

Members of the Fund Raising Committee shall be responsible for proposing, organizing, and conducting events that raise money for the association in a way that promotes dragon boat racing, increases the positive reputation of the association, provides for human safety, ensures protection of association equipment, and avoids legal liability.

**Membership Committee**

Members of the Membership Committee shall be responsible for recruiting new members and retaining existing members. This may be done by recruitment drives, advertising, social events, and other methods the committee deems appropriate and cost effective for gaining community interest, referrals, and building the morale of members.

**Head Coach**

The Head Coach works with the coaching staff to ensure the effective delivery of uniform and planned coaching across the organization. S/He will provide the overall strategy and coordination ensuring that all coaches implement those plans to the best of their abilities. S/He has a leadership role and works directly with the Board and the Executive Committee to ensure club and paddlers' performance, training and development needs are identified and met. S/He works with the coaching staff to support and encourage them in their responsibilities and to identify and provide the resources they require for festival and sport racing. In addition, she may work with select crews to prepare for targeted events. It is her/his responsibility to identify paddlers with potential to be good coaches and to work with them and the coaching staff in their training, certification and development.

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**Section 6. Ad Hoc Committees.**

The Executive Committee shall appoint other committees as may be necessary for the proper discharge of the business of the Association.

**Article XI - Races**

**Section 1. Participating in Races**

The Corporation shall participate in local, regional, and international racing competitions.

**Section 2. Sponsoring Races**

The Association shall promote, organize, and conduct an annual "*Dragons on the Foss*" dragon boat race.

The Association may sponsor additional races concordant with the association's strategic plan, the will of the membership, the approval of the executive committee, the support of the association race committee, and the advice of the head coach and coaching staff. Such additional races will be sponsored by the association within the financial constraints of the association, without causing indebtedness or depleting administrative and equipment maintenance funds.

**Article XII - Financial Report and Disbursements**

**Section 1. Financial Report.**

Each year at the Annual Meeting, a financial report and budget shall be presented by the Treasurer for the approval by the members. Said report shall set forth cash on hand and in banks, actual revenues and disbursements for the previous year's races, events or activities; other revenues and disbursements during the year, and a budget for the coming fiscal year, from January 1 to December 31.

**Section 2. Authorization for Disbursements.**

To such an extent as the members shall approve the budget, such action shall constitute authority for the Treasurer to make disbursements out of Corporation funds for such items in the budget as so adopted. Disbursements for items not included in the budget or any disbursement for an item in excess of that budgeted shall require the specific approval of the Executive Committee.

**Section 3. Authorized Signatures.**

All disbursements shall require the signature of the Treasurer or the President. . Disbursements of amounts in excess of \$1,000.00 shall require the signature of the Treasurer and shall be countersigned by one other member of the Board of Directors.

**ARTICLE XIII- Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or

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TACOMA DRAGON BOAT ASSOCIATION**

principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

**ARTICLE XIV- Amendments**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any members unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members.

Amendments may be made throughout the year as needed, provided membership notification and other provisions of the amendment process are met as set forth in the Articles and Bylaws.

Adopted by resolution of the corporation's Board of Directors on February 8, 2001.

Date Adopted: \_\_\_\_\_

Signatures: \_\_\_\_\_ (President/TDBA)  
\_\_\_\_\_(Vice President/TDBA  
\_\_\_\_\_(Treasurer/TDBA)  
\_\_\_\_\_(Secretary/TDBA)  
\_\_\_\_\_(Head Coach/TDBA)