

QAJAQ USA BYLAWS

ARTICLE I - PURPOSE

Section 1 - Purpose

The purpose of the Organization is to support Qaannat Kattuffiat (The Greenland Kayaking Association) in their efforts to preserve study and promote the traditions and techniques of Greenland kayaking while seeking to further the appreciation and development of Greenland-style kayaking in the United States. Said Organization is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to Organizations that qualify as exempt Organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2 - No private inurement

No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3 - No lobbying

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Organization.

ARTICLE II - Board of Directors

Section 1 - Board of Directors

The Board of Directors shall consist of a minimum of 5 members and a maximum of 9 members. Directors will serve two (2) year terms.

Section 2 - Powers and Duties of the Board of Directors

The Board of Directors shall manage the affairs and activities of the Organization pursuant to its objectives as stated in the mission statement and in accordance with these bylaws. Among these duties, the Board shall also make decisions regarding the expenditure of Organization funds, setting dues, and approving sponsorships. Board members are expected to actively participate in the affairs of the organization through attendance at Board meetings and timely response to Board communications.

Section 3 - Meeting of the Board of Directors

A minimum of one meeting of the Board of Directors shall be held each year. Special meetings may be held at any time when called for by the President or a majority of Board members. Agendas shall be provided at least ten (10) days in advance. Meetings may be held in a variety of methods including: face to face, telephone conferencing and internet conferencing.

Two thirds (2/3) of the Board members constitutes a quorum and at least 2 officers shall be present. Passage of a motion requires a simple majority vote.

Section 4 - Directors Vacancies

Any Board member may choose to resign their position via written notification submitted to the Organization President or Secretary. Outgoing Board members are invited and may choose continued service to the Organization as a Board Advisor. Director vacancies shall be filled by the Board, with the recommendation of the Nominating Committee.

Section 5 – Nominating Committee

Candidates for the Board of Directors and its Advisors will be proposed for Board approval by a Nominating Committee consisting of 3 – 5 members of the current Board of Directors and its designated Board Advisors. The Nominating Committee will be solely responsible for determining how it will select its nominees. Nominees must be current members of Qajaq USA, and should be willing to serve as Board members.

Section 6 – Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE III - Officers

Section 1 - Executive Officers

The officers are elected by the Board from among the Directors and Advisors, and shall consist of a President, Vice President, Treasurer and Secretary.

Elected officers will serve a term of two (2) years.

Section 2 - Duties of the President

The President shall be preside at all Board meetings and perform other duties as associated with the office.

Section 3 - Duties of the Vice President

The Vice President shall assume the duties of the President in case of the President's absence.

Section 4 - Duties of the Treasurer

The Treasurer shall keep record of the Organization's budget and prepare financial reports as needed. The Treasurer shall keep and preserve proper vouchers and books of account which shall be open to inspection by the Board of Directors and subject to audit at any time.

Section 5 - Duties of the Secretary

The Secretary shall support the President by issuing notice of all board meetings and keeping the minutes of same. The Secretary will also maintain an official copy of the bylaws, mission statement and other key documents for the Organization.

Section 6 - Vacancies in Executive Offices

Should a vacancy occur in the office of the President, the Vice President shall automatically succeed to that office and perform the duties thereof for the un-expired term.

Unexpected vacancies of the other executive positions will be filled by the Board, with the recommendation of the Nominating Committee.

ARTICLE IV – Advisors

Section 1 – Duties of Board Advisors

Board Advisors provide counsel to the Board of Directors and its officers on matters affecting the Organization. Board Advisors are invited to participate in Board meetings, but do not have a vote. Outgoing Board members are invited to continue as a Board Advisor, and new Advisors are recommended to the Board by the Nominating Committee.

ARTICLE V - Committees

Section 1 – General Provisions

The Board may appoint standing and ad hoc committees as needed. The Board will periodically revisit the nature and number of committees and the selection of Chairs to determine if they are still meeting the needs of the Organization. Committee chairs will be responsible for leading the effort in accomplishing Organization activities. The Executive will conduct an annual "call for volunteers" to staff the committees. Member may join a committee at any time during the year.

Section 2 - Standing Committees

The Organization shall have the following Standing Committees:

- A. An Events Committee, to help organize and support local Qajaq USA events including symposia, visits by Greenland instructors and other related events.
- B. A Merchandise Committee, to support Qajaq USA and its members through fundraising by selling high-quality merchandise, and by offering quality support. This committee shall design and develop its own products and shall search for hard-to-find items of interest to members.
- C. A Publications Committee, to coordinate the development and production of Qajaq USA external communications to include its periodic Journal, newsletter and public website.
- D. A Development Committee, to support Qajaq USA through promotion of membership. This committee shall recommend membership packages to the Board, generate campaigns, process applications for membership and maintain a working copy of the membership roster.

Section 3 - Technical Positions/Committees

The President may appoint technical positions and/or committees pursuant to Board approval.

- A. The Web Master will be responsible for maintaining the Organization website. Committees will be responsible for generating content for the website.
- B. An Archivist will be appointed to maintain the history of the Organization by documenting the Organization's activities. This archive will go beyond the official records maintained by the Secretary to include member contributions and other information.
- C. The Greenland Liason(s) shall establish and maintain communication with Qaannat Kattuffiat (QK), representing Qajaq USA in discussions with QK and providing information to the Organization regarding QK's expectations.

ARTICLE VI – General Provisions

Section 1 - Bylaw Amendments

These bylaws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least two weeks prior to said meeting.

Section 2 - Dissolution

Given a 2/3 majority vote, the Board of Directors may recommend the dissolution of Organization. Upon the dissolution of the Organization, majority vote of Board members shall direct assets be distributed to one or more Organizations with similar or compatible mission to Qajaq USA.