

BYLAWS OF THE INTERLAKEN TRAILBLAZERS VOLKSSPORT CLUB

These Bylaws (referred to as the "Bylaws") govern the affairs of the Interlaken Trailblazers Volkssport Club (referred to as "the Club"), a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (Washington State RCW 24.03 and 24.03A) (referred to as "the Act") and are established to implement the Articles of Incorporation of the Association and the Constitution and Bylaws of the American Volkssport Association (AVA), the International Federation of Popular Sports (IVV), and the Evergreen State Volkssport Association (ESVA). Additional requirements are found in the Nonprofit Miscellaneous and Mutual Corporations Act (Washington State RCW 24.06).

- (a) **PURPOSE:** The purposes of the Club are:
- To promote the activities of the AVA and IVV.
 - To promote physical fitness, fun and friendship through participation in Volkssport events.
 - To encourage and support participation in these events.
 - To promote volkssporting to the public as an organized program of noncompetitive family oriented, participatory lifetime sports.
 - To support other Volkssport clubs in their efforts to promote volkssporting in the Northwest Region; and,
 - To perform any lawful act which may be necessary or desirable for the furtherance of the objects as stated herein and, in the Constitution, and Bylaws of the AVA and IVV.

ARTICLE I

OFFICES

1.01 Principal Office. The principal office of the Club shall be located at such location as the Board of Directors (referred to as "the Board") may determine from time to time.

1.02 Registered Office and Registered Agent. The Club shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Washington. The Board may change the registered office and the registered agent as provided by the Act.

ARTICLE II

MEMBERSHIP

2.01 Classes of Membership

There shall be one class of membership in this Club, which shall be limited to those individuals and families whose dues are current.

2.02 Rights and obligations of Members

- (a) Rights. Every member is entitled to:

- 1) Exercise the right to vote, and file petitions.
 - 2) Be on the official mailing list.
 - 3) Be eligible for participation in club activities.
- (b) Obligations. All members are obligated to support the purposes of the club.

ARTICLE III

BOARD The officers of the clubs shall be referred to as the Board.

3.01 General Powers. The business and affairs of the Club shall be managed by the members of the club under the guidance of the Board.

3.02 Liability. Board Members shall not be liable if, in the exercise of ordinary care, the Board Member acts in good faith.

3.04 Composition. The Officers shall be composed of a President, Vice President, Secretary and Treasurer. Such other officers and committee members as may be deemed necessary may be elected or appointed by the President.

3.05 Qualifications.

- (a) Officers must be members in good standing of the club.
- (b) No member shall hold more than one office at a time.

3.06 Election Procedures

- (a) Nominations. Nomination for officers will take place in the May meeting. The president may form a nominating committee or ask for volunteers for office.
- (b) Elections
 - 1) The President shall preside during the election unless another person is designated to preside.
 - 2) The officers shall be elected by a written ballot of the regular members of the Club at the June membership meeting. If an in-person meeting is not possible an electronic meeting may be done.
 - 3) Where only one(1) candidate for an office has been nominated, a ballot will not be necessary, and the Secretary will report a unanimous vote.
 - 4) In the event that more than two (2) candidates are nominated for the same office and upon the first ballot no candidate receives a majority of the votes cast, the two (2) candidates receiving the most votes shall run against each other. Upon the subsequent vote, the candidate receiving the majority vote shall be declared elected.

3.07 Terms of Office. Officers shall hold office for a term of one (1) year, commencing the first day of the fiscal year following the annual meeting at which he/she was elected and shall serve until his/her successor has been elected and qualified unless he/she sooner resigns or is removed from office. Officers may serve for as many terms as they are elected.

3.08 Removal of Officers. Any elected or appointed officer may be removed from office whenever the best interest of the Club would be served thereby. A special meeting of the

Board to consider the removal of an officer may be called by a majority of board members and notice given following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda and the alleged cause for removal. The officer shall have the right to present evidence at the meeting as to why he/she should not be removed, and he/she shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the officer. Removal shall require the affirmative vote of two-thirds (2/3) of the Club Members voting in person.

3.09 Vacancies. Any vacancy created by the death, resignation, removal, disqualification, or otherwise of an officer shall be filled at the next regular meeting of the Association by written ballot in the manner specified in Paragraph 3.06(b) above, except that a vacancy in the office of President shall be filled by the Vice President, who shall hold office for the unexpired term of the President. The officer elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

3.10 Duties of Officers.

The officers shall perform the duties prescribed by these Bylaws and Robert's Rules of Order, Newly Revised.

(a) The President shall:

- 1) Preside at all meetings of the club.
- 2) Call special meetings of the club.
- 3) Appoint committees.
- 4) Coordinate the work of the officers and committees and serve as an ex- officio member of all committees. Represent the organization officially in all affairs or designate an appropriate representative.

(b) The Vice President shall:

- 1) Preside at all meetings of the club in the absence of the President.
- 2) Perform such duties as are assigned by the President.

(c) The Secretary shall:

- 1) Record minutes of all club meetings, distribute them in a timely fashion to the membership before the next scheduled meeting and maintain a file of the meeting minutes.
- 2) Maintain the official list of officers and members of the organization.
- 3) Prepare general correspondence of the organization that is not a function of other officers or committee.
- 4) Perform all duties incident to the office of Secretary and such other duties as assigned by the President.

(d) The Treasurer shall:

- 1) Have charge and custody of and be responsible for an accurate account of all funds of the Club.
- 2) Deposit monies received in the name of the Club.
- 3) Make payments for bills/receipts received for services rendered to Club.
- 4) Prepare a Treasurer's report for each meeting of the Club.

- 5) Prepare year-end reports for submission to the AVA each year.
- 6) Submit payments and reports to the AVA on time.
- 7) Prepare a financial report of the year's activities.
- 8) Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President.

(e) ESVA Representative OR Alternate Representative. The ESVA Representative or alternate shall:

- 1) Attend all ESVA meetings or make sure an alternate will be in attendance with a letter from the President verifying eligibility to vote in place of the representative.
- 2) Represent the club and vote according to Club's direction at all ESVA meetings.
- 3) Receive and maintain correspondence from ESVA communications and correspondence.
- 4) Provide a summary of ESVA meetings to the officers and Club.
- 5) Inform the President of ESVA functions needing volunteers.

(f) The Trailmaster may be appointed by the President and shall:

- 1) Serve as an ex officio member of all event committees.
- 2) Assist committees by inspecting event routes, checking distance, certifying it is safe and of good quality.
- 3) Review and make suggestions to directions and maps.
- 4) Review rating before submission to the Pathfinder.
- 5) Assist event committee chairperson by providing guidelines to event planning, event managing and post event follow-up.

ARTICLE IV

Meetings

4.01 Annual Meeting. The President, after consulting with the availability of the Board and club, shall determine the date, time and place of the annual meeting each year. The President shall strive to select the date, time and place with the greatest possible attendance of the Club.

4.02 Regular Meetings. The club shall meet on the First (1st) Wednesday of each month unless otherwise determined by the club. The President shall strive to select the date, time and place with the greatest possible attendance.

4.03 Special meetings may be called by the President or shall be called upon the written request of fifteen percent (15%) of the voting membership of the Club. The purpose of the meeting shall be stated in the call and no business shall be transacted except that mentioned in the call of the special meeting. Written notice of at least 15 days shall be given to all the members, post-marked day being day 1.

4.04 Notice of Meetings. The written notice of each meeting of the Club, along with the agenda for the meeting shall be emailed to each Member to their email of record prior to any meeting

of the Club. The notice shall state the place, day, and time of the meeting and, in the case of a special meeting, who called the meeting and the purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association or by the person or persons calling the meeting.

4.05 Electronic Meetings. The Club may hold a meeting by electronic call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic conference must state the fact that the meeting will be held by electronic communication as well as all other matters required to be included in the notice. Participation of a person in an electronic meeting constitutes presence of that person at the meeting.

4.06 Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Board. Family memberships have 2 votes per membership.

4.07 Quorum. 15% of Members attending in person/conference shall constitute a quorum for the transaction of business at any meeting of the club.

4.08 Voting by Email. The President may authorize members of the club to vote by email or by conference call on any matter that may be voted on by the club.

ARTICLE V

5.01 Reimbursement. Members may be reimbursed for their expenses as defined in Standing Rules.

ARTICLE VI

COMMITTEES

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6.01 Authorization of Standing Committees. The President, in concurrence with the club members, shall appoint Standing Committees.

6.02 Authority to Establish Special Committees. The President, with the advice and approval of the club, may establish such special committees as may be deemed proper and necessary to fulfill the objectives and purposes of the Association, defining the activities and scope of authority of each committee by resolution. The President shall be a member ex-officio of all committees.

ARTICLE VII

TRANSACTIONS OF THE ASSOCIATION

7.01 Contracts. The Board may authorize any officer or agent of the Club to enter a contract or execute and deliver any instrument in the name of or on behalf of the Club.

7.02 Deposits. All funds of the Club shall be deposited to the credit of the Club in banks, trust

companies, or other depositories that the Board selects.

7.04 Prohibited Acts. As long as the Club is in existence, and except with the prior approval of the Board, members of the Club shall not:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Club.
- (b) Do any act with the intention of harming the Club or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Club.
- (d) Receive an improper personal benefit from the operation of the Club.
- (e) Use the assets of the Club directly or indirectly, for any purpose other than carrying on the business of the Club.
- (f) Wrongfully transfer or dispose of Club property, including intangible property such as good will.
- (g) Use the name of the Club (or any substantially similar name) or any trademark or trade name adopted by Club, except on behalf of the Club in the ordinary course of the Club's business.

ARTICLE VIII

BOOKS AND RECORDS

8.01 Required Books and Records. The Club shall keep correct and complete books and records of accounts. The Club's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Washington Secretary of State relating to the Club, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Club.
- (d) Minutes and any reports of committees authorized by the Club.
- (e) A list of the names and addresses of Board members and club members.
- (f) A financial statement showing the assets, liabilities, and net worth of the Club at the end of the three most recent fiscal years.
- (g) A financial statement showing the income and expenses of the Club for the three most recent fiscal years.
- (h) All rulings, letters, and other documents relating to the Club's federal, state, and local tax status; and
- (i) The Club's federal, state, and local information or income tax returns for each of the Association's seven most recent tax years.

8.02 Inspection and copying. Members of the club may inspect all books and records of the Association required to be kept by the Bylaws, provided he/she has a proper purpose related to his/her interest in the Club and submits a request in writing.

8.03 Financial Reviews.

A financial review of the Association's books shall be conducted at the request of the club or

upon the death, resignation, removal or disqualification of a Treasurer by an individual appointed by the President and a report made to the club within sixty days.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X

DISSOLUTION/LIQUIDATION

10.01 Dissolution. Dissolution of the Association shall only be by the affirmative vote of the majority of voting members present at a specially called meeting held for the specific purpose of dissolving the Association.

10.02 Liquidation. Upon dissolution of the Association, the Treasurer shall pay or make provisions to pay off all of the liabilities of the Association. The club will determine by majority vote where any remaining assets are to be transferred to and for the benefit of a Volkssport organization formed as a nonprofit corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986 and WA State Articles of Incorporation.

ARTICLE XI

NOTICES

11.01 Notice by Mail, Electronic Mail. Any notice required or permitted by the Bylaws to be given to a Club member may be given by mail, or electronic mail.

11.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted only by a majority vote of the Board at a meeting at which a quorum is present. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

13.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Washington. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.01 Resolution of Disputes. In any dispute between officers, members, or participants relating to the activities of the Club, all parties involved shall cooperate in good faith to resolve the dispute.

13.02 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of Board Members, Club members and agents of the Club.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Interlaken Trailblazers Volkssport Club and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the Active members held on May 29, 2023.

Adopted by the Club this MAY 29, 2023

Signed: original signed by Barbara Byers
Interlaken Trailblazers Volkssport Club, Secretary