

Cascade Orienteering Club Bylaws

Approved August 7, 2013 and amended December 12, 2014 by the COC general membership.

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Article 1: Principal Office

The principal office of Cascade Orienteering Club (hereafter referred to as “COC”) shall be located at Seattle, Washington, with a mailing address of PO Box 31375, Seattle, WA 98103. COC may also have other offices within the State of Washington as the Board may designate.

Article 2: Purpose

The purpose of COC shall be to operate exclusively for the educational and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent therewith to focus on three main goals:

1. To stimulate participation in orienteering through organized events.
2. To increase enjoyment of natural resources and respect for wildlife and the environment.
3. To instruct in land navigation through the use of maps and compasses as part of an active lifestyle.

Article 3: COC Calendar

3.1. Event Calendar: For a consistent event experience, COC shall plan and approve a calendar year's events by each January COC board meeting to allow for publicity as needed before the COC orienteering year begins. The calendar shall have event series that encompass most events during the year.

Other events, such as Bog Slog and A-meets, may be organized separately.

3.2. Budget: The fiscal year of COC, for tax purposes, shall be the calendar year. The budget year shall be from September of one year to August (9/1 to 8/31) of the following calendar year to consolidate reporting of prepayments and payments during the WIOL/Winter O' season. The budget will be voted on by the COC board before presentation to the general membership at the COC annual meeting.

3.3. Annual General Meeting: The Annual General Meeting shall act as the launch of the COC orienteering year (as described in Article 5.2).

Article 4: Membership

4.1. Any person shall be eligible for COC membership as provided herein.

4.2. Membership levels shall consist of individual memberships, family memberships, group memberships, and associate memberships. The individual membership shall be allotted one vote. The family and group memberships shall include the members of an immediate family or a formally organized group, respectively, and shall be allotted one vote per person present, with a maximum of two votes. The associate membership shall be for persons 17 years of age and under, who will not be eligible to vote or hold office.

4.3. COC shall set the annual dues at its annual meeting. The Membership Coordinator shall notify members two months in arrears and those members whose dues are not paid within one month thereafter shall be automatically terminated from membership.

4.4. Dues-paying memberships of a year or longer shall be available for purchase. The benefits of membership continue for one or more years from the day the membership is purchased.

Article 5: Annual General Meeting and Special Meetings of Membership

5.1. At the Annual General Meeting, every eligible member (per Article 4.2) gets one vote. Ten members of COC and two officers shall constitute a quorum at the AGM and any called general membership meetings (as identified in Article 5.6).

5.2. The purpose of the AGM of the members is to review the past year and set the plan for the coming year. The review shall include summary reports from officers, coordinators and committees, as well as recognition of volunteers. The upcoming year's plan shall include any changes to the annual pricing structure, election of the COC Elected Representatives, discussion of the year's goals, and any other business that may arise.

5.3. Five Elected Representatives (see Article 10) shall be elected at the Annual General Meeting from the roster supplied by the Nominating Committee and any other submissions directly from the

membership. The five Elected Representatives shall be elected on a single ballot, with each club member casting five or fewer votes on the ballot. The five candidates receiving the greatest number of votes shall be elected. In the event of a tie, there shall be a run-off election.

5.4. Those items requiring a vote of COC membership, such as election of Elected Representatives and changes in Bylaws, may be handled by electronic ballot and/or hard copy ballot. A minimum return of votes by 20% of the members in good standing shall be required to validate the election of the Elected Representatives.

5.5. An Audit Committee, not including the President or Treasurer, shall be appointed by the President at COC's annual meeting. Its duty shall be to audit the Treasurer's accounts at the close of the fiscal year, and to report at the first Board meeting following audit availability. The audit summary shall then be available to the general membership.

5.6. Special COC meetings other than the AGM may be called at any time by the President, by the Board, or upon the written request of seven members of COC. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least one week's notice shall be given.

Article 6: The Board of Directors and Board Voting

6.1. The Officers of COC (see Article 7), Elected Representatives (Article 8), and appointed Coordinators (Article 9) shall constitute the Board of Directors. No member shall have more than one vote on the board.

6.2. The Board shall have general supervision of the affairs of COC between its Annual General Meetings as specified in these bylaws. The Board shall be answerable to the COC membership, and none of its acts shall conflict with action taken by COC. No member of the Board shall receive a salary.

6.3. The regular meetings of the Board shall be held monthly at a time and place announced at least two weeks prior to the meeting. Meetings may be attended by any COC member. Special meetings of the Board may be called by the President and or upon the written request of two members of the Board. A minimum of five members of the Board, including at least two Officers and two Elected Representatives, shall constitute a quorum at Board meetings.

6.4. The Parliamentary Authority rules contained in the current edition of Robert's Rules of Order shall govern meeting in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

6.5. E-mail Voting:

To propose a vote by email, a board member shall:

- 1) Send the text of the proposed motion to the Cascade Board email list.
- 2) List the proposer's arguments for the motion.
- 3) Propose a date and time to end discussion (at least 72 hours after the first posting)
- 4) Request a seconder.

If the motion has been seconded, the proposer should, at or after the end of discussion time, either:

- 1) Request a vote on the motion setting a time and date with a 72 hours minimum; or
- 2) Request or make an amendment and set an additional discussion period on the motion setting a time and date with a 72 hours minimum; or
- 3) Withdraw the motion.

After another 48 hours have elapsed, the president or vice president should announce the voting count, and either:

- Declare the motion carried or declined and request that it be entered into the minutes of the next board meeting; OR
- Declare that it is postponed for consideration at the next board meeting.

If any board member requests that the motion be deferred for consideration at the next board meeting, it shall be done.

The quorum for an E-mail vote shall be 5 positive votes. If the voting results in 25% or more negative votes, the motion shall be postponed for consideration at the next board meeting.

6.6. In rare situations, an executive committee comprised of the COC officers can vote on quick, urgent issues. The COC board shall be notified immediately after any action, including the reason why an e-mail vote of the board was not possible.

Article 7: Officers

7.1. The officers of COC shall be a President, Vice President, Secretary, and Treasurer. All officers shall be members of COC in good standing and shall perform the duties prescribed by these bylaws.

7.2. The President shall coordinate the affairs of COC and preside at meetings. The President shall be a member of Orienteering USA. The Vice President shall assist the President and assume the duties of the President in the President's absence. The Secretary shall maintain updated records of the general affairs of COC, including meeting minutes and correspondence. The Treasurer shall maintain accurate and up-to-date records of the financial affairs of COC.

7.3. COC officers shall be elected by the Elected Representatives at the first meeting of the Board following the AGM. All 5 Elected Representatives must vote; only one is allowed by written proxy. Officers shall serve until their replacements have been elected by the Elected Representatives or have completed a term of 12 months, whichever is less. Their term of office shall begin immediately upon their election. Officers may be recalled by four of the five Elected Representatives. If a vacancy occurs, the Elected Representatives will seek to find suitable candidates and hold an election.

7.4. No member shall hold more than one elected office and two other Board positions at one time.

Article 8: Elected Representatives.

8.1. The main function of an Elected Representative is to represent the interests of the members in COC decisions, particularly in strategic areas of focus as defined in Article 2 of these bylaws. This includes the election of suitable Officers of COC.

8.2. The Elected Representatives shall serve for one year, beginning at the AGM. Should a vacancy occur among the Elected Representatives, the remaining Elected Representatives may choose a club member to serve the remainder of the vacated term.

Article 9: Coordinators

9.1: The main function of a Coordinator is to ensure consistent quality in one critical area of operation for COC. Promptly after taking office, or whenever vacancies exist or conditions warrant, the President shall fill the following coordinator positions. Coordinators are appointed by the President and approved by majority vote of the Elected Representatives plus elected officers with a vote (VP,S,T), but only one vote per person, immediately following the AGM. Newly created positions or replacement Coordinators are then approved at regular board meetings.

- **Communication**. This function is to keep orienteering participants aware of upcoming events and club needs, while also bringing newcomers. Scope may encompass public relations, website updates including posting future events, e-mailed newsletters, social media, and advertising.
- **Mapping**. This function is to ensure that upcoming events have reliable venue maps, and newly opened venues have maps in time for the event. Scope may encompass communication and contracting with COC mappers, map editing in OCAD, and input into the event series planning process.
- **Training**. This function is to provide opportunities for newcomers to appreciate orienteering and existing participants to improve their skills. Scope may encompass holding training events, organizing people to assist at existing meets, and providing guidance to youth coaches.
- **Land Permission**. This function is to obtain land use permission and insurance for upcoming events. Scope typically involves relaying requirements, expectations, and clarifications between land manager and series director.
- **Technology**. This function is to ensure that the interconnected systems on which COC depends are reliable. Scope may encompass website updates, making e-punch policy proposals, scheduling data backups, and ensuring that results get posted in a timely manner.
- **Equipment**. This function is to ensure that all event series start with clean, functional equipment. Scope may encompass inventorying equipment, reorganizing the storage locker, cleaning or fixing equipment, equipment retiring and replacement.
- **Membership**. This function is to maintain a list of COC participants who have current membership and are eligible to vote at the annual meeting. Scope may encompass downloading reports from the registration site and communicating with individuals about the status of their membership.

- **Events.** The role of event coordination is a year-round activity. COC will have multiple series that span the entire calendar year, and individuals responsible for the direction and management of each series. This role is responsible for planning a consistent series of events, communicating with land managers about environmental expectations, staffing events in critical operational roles, communicating with participants, and ensuring that results get posted. Depending upon the size of the event series and its impact on the COC budget, the Series Director position may include a stipend. Each Series Director gets a Board vote.

For any events that are not part of an event series, the above coordination activity will be handled by the Meet Director for that event. The Meet Director does not have a Board vote.

9.2. Any Coordinator can form a committee of individuals, to both provide a back-up and allow some time off. However, there shall be only one vote per Coordinator role on the Board.

9.3. The President can also appoint any other Coordinators that the Board may deem useful for furthering the purposes of COC.

Article 10: Committees

10.1. Committees are a method for tapping into the expertise of COC, often beyond the board. There is no requirement that committee members be a member of the board.

10.2. A Nominating Committee shall be appointed to nominate at least five candidates for the Elected Representatives, and shall submit the nominees' names for the annual election.

10.3. A Budget Committee shall be appointed to create a budget for the upcoming year to present to the COC board before the AGM that takes into account prior year fiscal performance, ongoing trends and upcoming COC goals.

10.4. A Mapping Committee shall be appointed to assess upcoming venues for map updates and provide expert guidance about the orienteering capacity at newly considered venues.

10.5. Other committees may be formed as needed.

Article 11: Contracts, Loans, Checks, and Deposits

11.1. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of COC, and such authority may be general or confined to specific instances.

11.2. No loans shall be contracted on behalf of COC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

11.3. No loans shall be made by COC to any Board member.

11.4. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of COC shall be signed by such officer or officers, agent or agents, of COC and in such manner as is from time to time determined by resolution of the Board.

11.5. All funds of COC not otherwise employed shall be deposited from time to time to the credit of COC in such banks, trust companies or other depositories as the Board may select.

Article 12: Orienteering Events

12.1. When scheduling orienteering meets, COC shall consider the schedules of other clubs, holidays, and other pertinent events in accordance with the policies of COC.

12.2. Each meet shall have a Meet Director. Meets intended to be sanctioned by the United States Orienteering Federation as Class A shall have a Meet Director appointed by the Board.

12.3. Each Meet Director shall be responsible for the conduct of the meet in accordance with the policies of the club, and the applicable national and international standards of fairness and safety. All meet revenues shall be remitted to the COC, unless otherwise designated by the Board.

Article 13: Indemnification

Each director or officer now or hereafter serving the COC and each person who at the request of or on behalf of the COC is now serving or hereafter serves as a director, or officer of any other organization, whether for profit, or not for profit, and his respective heirs, executors and personal representatives, shall be indemnified by the COC 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 director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties; but such indemnification shall not be deemed exclusive of 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 14: Limitation on Authority

No officer, director, or members of COC shall use it as a means of furthering any personal, political or other aspirations nor shall COC as a whole take part in any movement not in keeping with its real and established aims and purposes as set in these bylaws and the Articles of Incorporation.

Article 15: Amendment of Bylaws

These bylaws may be amended by a two-thirds majority of COC members voting, provided that the amendment has been mailed or e-mailed to the membership at large and that at least 10% of the eligible members cast votes.