

BYLAWS
of
All Weather Walkers

ARTICLE I
General

These Bylaws are established to implement the Articles of Incorporation of this club and the Constitution and Bylaws of the Evergreen State Volkssport Association (ESVA), The American Volkssport Association (AVA), and the International Federation of Popular Sports (IVV).

ARTICLE II
Membership/Meetings

(A) Qualifications:

Any person or family may become a member of the Corporation who agrees with the purposes of the Corporation and who pays the membership fee as established from time to time by the membership. Each member or family member age 18 years or older shall have one vote. Members younger than 18 years of age shall be entitled to the benefits of membership exclusive of voting rights.

(B) Annual Meeting:

The annual meetings of the members of the Corporation shall be held in June of each year in such place and at such time as may be designated by the Board of Directors. The Secretary of the Corporation shall notify each member in writing as to the date, time and place of the annual meeting. At the annual meeting, officers will be elected for the upcoming year and annual reports may be received from the officers and committees.

(C) Regular Meetings:

Regular meetings of the members of the Corporation shall be held on a monthly basis, at least ten months of each fiscal year unless otherwise decided by the members of the Corporation. The Board of Directors shall announce the time and place of the meeting.

(D) Special Meetings:

Special meetings of the members of the Corporation may be called by the Board of Directors or upon written request of at least five percent (5%) of the members of the Corporation. The purpose of the meeting shall be stated in the notice and no business shall be transacted except that mentioned in the notice of the special meeting.

(E) Quorum/Voting:

At all duly called meetings of the membership, those members present shall constitute a quorum. Action is taken by an affirmative vote of a majority of the members present, unless these

bylaws or the law provide differently. Elections will be by written ballot. If requested, any other vote may be by written ballot.

(F) Dissolution of Corporation:

Dissolution of the Corporation shall only be by affirmative vote of at least fifty-one percent (51%) of the members of the Corporation.

ARTICLE III
Board of Directors

(A) Duties:

The business and affairs of the Corporation shall be managed by its Board of Directors, hereafter referred to as the Board.

(B) Number:

The Board shall be composed of the elected officers of the Corporation and the Immediate Past President. The number of Directors may vary from time to time but shall not be less than three.

(C) Chair:

The President of the Corporation shall be the chairperson of the Board to conduct meetings and perform the duties imposed on her/him by the Board.

(D) Quorum and Voting:

A quorum at a Board meeting shall be a majority of the number of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of the directors present.

(E) Meetings:

Regular and Special meetings of the Board shall be held at a time and place to be determined by the Board. All meetings shall be open to all members of the Corporation.

ARTICLE IV
Officers

(A) Titles:

The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and such other officers as may be determined from time to time by the members of the Corporation.

(B) Qualifications:

Any voting member of the Corporation in good standing is eligible to hold office.

(C) Election and Tenure:

The membership at the annual meeting of the Corporation, shall elect the Officers of the Corporation to serve one-year terms. No person may be elected to the same office for more than three full consecutive terms or hold more than one office at any time. Officers shall assume responsibility as of the first day of July following the annual meeting and shall serve his/her term unless removed from office as provided in these Bylaws.

(D) Vacancy:

A vacancy in any elected office shall be filled by a vote of the membership at the next regular meeting of the members of the Corporation following the vacancy. Nominations will be presented by the Board and accepted from the floor.

(E) Removal:

Any Officer may be removed, with or without cause, at a special meeting of the members of the Corporation, called for that purpose, by a vote of a majority of the members present.

ARTICLE V
Duties of Officers

(A) President:

(1) The President shall be the principal executive officer of the Corporation, subject to the Corporation's control, shall preside at all membership and Board meetings of the Corporation and shall have responsibility for implementing and carrying out the directions and resolutions of the Board and membership of the Corporation.

(2) The President shall appoint all committees with the aid and consent of the Board and the members of the Corporation, coordinate the work of the officers and committees, and serve as an ex-officio member of all committees except the nominating committee.

(3) The President shall have any of the powers and duties as may be prescribed by the members of the Corporation.

(B) Vice President:

(1) In the absence of the President, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers and be subject to all the restrictions upon the President.

(2) The Vice President shall perform such other duties as from time to time may be assigned by the President of the Corporation or the Board.

(C) Secretary:

(1) The Secretary or designee shall record the official minutes of all Board and membership meetings.

(2) The Secretary shall provide notice of all meetings of the Board of Directors and members.

(3) The Secretary or designee shall prepare general correspondence for the Corporation which is not a function of the other officers or committees and shall exercise the powers of the office and perform duties incident to the office of the Secretary or such other duties as designated by the President or the Board.

(4) The Secretary shall work with the Treasurer to maintain the official membership list of the Corporation.

(D) Treasurer:

(1) The Treasurer shall be responsible for the receipt and custody of all the funds of the Corporation and for the disbursement thereof.

(2) The Treasurer shall keep a full and accurate account of all financial records of the Corporation.

(3) The Treasurer shall receive dues and shall work with the Secretary to maintain the official membership list of the Corporation.

(4) The Treasurer shall prepare financial reports for the Board, the annual meeting and AVA to comply with the group exemption under Internal Revenue Code (IRC) Section 501 (c)(3).

(5) The Treasurer shall perform all the duties incident to the office or as prescribed by the Board.

ARTICLE VI
Committees

(A) Nominating Committee:

A Nominating Committee composed of three members of the Corporation shall be appointed by the President not later than 90 days prior to the annual meeting. The nominating committee shall submit a slate of candidates to the membership at the regular meeting not less than 30 days prior to the annual meeting. Consent of all nominees must be obtained prior to their names being placed for consideration. Nominations may also be made from the floor at the time of election, if consent has been obtained from the nominee.

(B) Other Committees:

The President with the aid and consent of the Board and members of the Corporation may appoint other committees as deemed proper and necessary to fulfill the objectives of the Corporation. Such committees shall be directly responsible to and shall serve at the pleasure of the Board.

ARTICLE VII
Indemnification

The Corporation shall indemnify each officer and director including former officers and directors, to the full extent permitted by the laws of the State of Washington. No officer or director shall be liable to the Corporation or its members for monetary damages for conduct as a director or officer except intentional misconduct, knowing violation of the law, or for personally receiving a benefit in money, property, or services to which the officer or director is not legally entitled.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall be from July 1 through June 30 of the following year consistent with the AVA fiscal year.

ARTICLE IX
Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds of the members of the Corporation present at a regular or special meeting of the members of the Corporation, provided that a written notice of any proposed amendment was submitted to the membership at least 30 days prior to the meeting.

ARTICLE X
Parliamentary Procedures

In all questions of parliamentary procedures, the current edition, Robert's Rules of Order, shall prevail in all cases not covered by the Bylaws.

Adopted: November 15, 1995

Attested to by: _____
Wayne Dike,
Secretary to the Board