

# BASK, Inc.

## Bylaws

### Article 0. PREAMBLE

#### 0.1 History and Continuation of BASK Club

BASK, Inc. is inspired by and continues the work of the unincorporated social club known as Bay Area Sea Kayakers, or BASK, also occasionally referred to herein as the BASK Club. To the extent practicable, BASK, Inc. will conduct itself in the same manner and with the same goals, values, procedures, and traditions as the BASK Club. All persons who are members of the BASK Club at the time of the formation of BASK, Inc. will have their memberships automatically transferred to BASK, Inc.

### Article 1. NAME

#### 1.1 Name

The corporation shall be known as Bay Area Sea Kayakers, Inc., or BASK, Inc. While the terms “BASK” and “BASK Club” as used in these bylaws will specifically denote the unincorporated social club, these terms may be used by BASK, Inc. and its Directors, Officers, and Members from time to time to refer to the corporation. The use of the name for advertising, soliciting, or other commercial or political purpose is prohibited unless authorized in writing by the Governing Board.

#### 1.2 Affiliations

BASK, Inc. may establish affiliations with appropriate groups, such as the American Canoe Association (ACA).

### Article 2. PURPOSE

#### 2.1 Purpose

This corporation is a nonprofit **Mutual Benefit Corporation** organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

Subject to the above, the further purpose of BASK, Inc. is to promote safe and responsible sea kayaking and develop a sense of community among sea kayakers by providing a forum for meetings, paddling opportunities, education, and networking among kayakers.

## **Article 3. ADMINISTRATION**

The Governing Board (Board of Directors or Board) of BASK, Inc. shall conduct the business and administration of the Club and its affairs as set forth in these Bylaws.

### **3.1 Board Members**

The Board shall consist of five Directors, each of which shall also serve as an Officer of the corporation in one of the following capacities: President, Vice President, Secretary, Treasurer, and Member-at-Large.

### **3.2 Board Meetings**

The Board shall meet regularly at the monthly Planning Meeting.

### **3.3 Club Location**

The location of BASK, Inc. shall be in the San Francisco Bay Area counties, and the specific address shall be designated by the Board.

## **Article 4. OFFICERS**

### **4.1 Qualifications**

The Officers of BASK, Inc. consisting of President, Vice President, Secretary, Treasurer, and Member-at-Large, shall have been regular members of BASK, Inc. (or during the first 12 months of Bask, Inc.'s existence, shall have been regular members of BASK) for at least 12 months.

### **4.2 Duties of Officers**

#### **A. President**

The President shall have all duties and obligations of a corporate CEO or president as set forth by applicable law. In addition, the President shall be the presiding Officer and administrative head of the Board; the President shall conduct the monthly General Meetings of BASK and any Special Meetings; and in the absence of the Vice President, the President shall conduct the Planning Meetings.

#### **B. Vice President**

The Vice President shall preside over the Planning Meetings. The Vice President shall conduct the General Meeting in the President's absence. The Vice President shall ensure that inquiries made through the website ([info@bask.org](mailto:info@bask.org)) receive a response.

#### **C. Secretary**

The Secretary shall have all duties and obligations of a corporate secretary as set forth by applicable law. In addition, the Secretary shall keep a written record of all Planning Meetings, the Annual Meeting, and any Special Meetings of the Board; the Secretary shall make Minutes and records available to the Board and members, distribute the Minutes as the Board may direct, and archive the Minutes appropriately; the Secretary shall be

responsible for conducting and maintaining the general administrative correspondence of BASK and in the absence of the President and Vice President, the Secretary shall preside over any meeting.

#### **D. Treasurer**

The Treasurer shall have all duties and obligations of a corporate CFO or treasurer as set forth by applicable law. In addition, the Treasurer shall have responsibility for maintaining BASK, Inc.'s bank accounts and its financial activities and records; the Treasurer shall prepare an annual budget for the fiscal year and present it to the Board for approval; and the Treasurer shall be responsible for preparing the annual financial statement and providing a report at Planning Meetings or at the request of the President.

#### **E. Member-at-Large**

The Member-at-Large shall be responsible for taking meeting minutes and assuming the duties of the Secretary in his/her absence. The Member-at-Large shall ensure the availability of BASK, Inc. activity waivers to the members and archive the signed activity waivers appropriately. The Member-at-Large shall ensure availability of other BASK forms, literature, and other miscellaneous records of BASK, Inc., in print or digital format.

### **4.3 Nominations**

A Nominating Committee shall be appointed by the President at least 60 days prior to the Annual Meeting to develop and propose to the February General Meeting a slate of Officers constituting the Board. The slate shall be presented to the BASK, Inc. membership for nomination. Additional nominations (with the nominee's consent) shall be accepted from the general membership at the February General Meeting.

### **4.4 Elections**

The election of Officers shall take place at the Annual Meeting by a majority vote of those members present.

### **4.5 Terms of Office**

Officers shall serve from April 1<sup>st</sup> to March 31<sup>st</sup> of the following year or until their successors are elected. No member shall be eligible to serve more than two consecutive terms in the same office, with the exception of the Treasurer, who may serve a maximum of three consecutive terms.

### **4.6 Resignations**

A resignation by an Officer or Standing Committee chairperson shall be submitted in writing to the Secretary (or President, if the Secretary is resigning), and shall be effective immediately. A successor to fill the unexpired term of said office or chair shall be appointed by the President. In the event the President resigns, a successor shall be appointed by the majority of the remaining Officers.

### **4.7 Removal from Office**

An Officer who fails to attend three consecutive Board Meetings without prior notification to the President or Secretary may be removed from office by a majority vote at any Planning Meeting. Any Officer may be removed without cause by vote of the remaining Officers or by vote at a Planning Meeting. A successor to fill the unexpired term of said Officer shall be

appointed by the President. In the event the President is removed, a successor shall be appointed by a majority of the remaining Officers.

## **Article 5. FUNCTIONAL LEADS AND COMMITTEES**

The President shall appoint functional leads and committee chairpersons and may appoint persons to serve upon Standing Committees as designated below and those other Standing Committees that may be created from time to time as the Board shall determine. The President may create ad hoc (temporary) functional leads and committees, appoint committee chairpersons, and delegate duties for the benefit of BASK, Inc.. The President is an ex officio member of all committees except the Nominating Committee. Any action proposed by any Committee can be subject to approval by the Board.

### **5.1 Functional Leads**

Functional leads serve positions that may or may not be best served by a committee. The functional leads may recruit additional volunteers for assistance as they see fit. Functional lead positions include:

#### **A. Membership Troll**

The Membership Troll shall collect and forward offline dues, records, and applications to the Treasurer. The Membership Troll is responsible for preparing any new member introductory materials.

#### **B. Safety and Education Lead**

The Safety and Education Lead shall be responsible for fostering increased member awareness of kayak safety issues by means such as discussion at BASK, Inc. General Meetings, organization of on-the-water exercises, and contributions to the BASK, Inc. website.

#### **C. ACA Coordinator**

The ACA Coordinator is the primary contact from BASK, Inc. with the ACA. Responsibilities include but are not limited to maintaining BASK, Inc.'s ACA membership and obtaining insurance coverage for specific BASK, Inc. events, as needed.

#### **D. Town Crier for Environmental Issues**

The Town Crier shall be responsible for fostering increased member awareness of kayak environmental issues by means such as discussion at BASK, Inc. General Meetings, email communications, contribution to the BASK, Inc. website, and communication with other organizations that seek to protect and enhance the marine environment.

#### **E. Speaker Seeker**

The Speaker Seeker arranges for a speaker at each monthly BASK, Inc. General Meeting based on membership input and interesting and appropriate topics. The Speaker Seeker communicates confirmed speakers to the President, who shall ensure members are notified about upcoming speakers.

## **F. Librarian**

The Librarian shall be responsible for the maintenance of the Mary Verdon Memorial Library, shall circulate library items to the BASK, Inc. membership, and encourage the growth of the library. Other such forms and literature developed by BASK, Inc. shall be collected and maintained as part of the permanent archive of BASK, Inc. by the Librarian.

## **5.2 Committee Chairs**

The chair of each standing committee shall be appointed by the President within 15 days of the Annual Meeting for a term of one year.

## **5.3 Standing Committees, Coordinators, and their Duties**

### **A. Skills Clinic Coordinators**

The Coordinators are responsible for planning and execution of the annual BASK, Inc. Skills Clinic. Responsibilities include planning and execution of all aspects of the Skills Clinic including the application process, communication with Bask, Inc.'s membership, application review and selection of participants, recruitment of volunteers, scope and schedule of the clinic, procurement of venues for weekend sessions, and any other associated activities. The Coordinators may appoint volunteers or subcommittees as needed to assist with planning and execution of the Clinic.

### **B. Communication Technology Committee**

The Communication Technology Committee shall develop and maintain BASK, Inc.'s electronic communications, including but not limited to the website, social media, and email listserv in accordance with the aims and objectives of BASK, Inc. The Communication Technology Committee shall work with the Membership Troll to handle online payments of dues and collection of information for the membership directory.

## **Article 6. MEETINGS**

### **6.1 Annual Meeting**

The Annual Meeting shall be held at the March General Meeting each year.

### **6.2 General Meetings**

Regular General Membership Meetings (General Meetings) of BASK, Inc. shall be held on the last Wednesday of each month except November and December (10 times a year) or at such other time and date as the officers may designate. The date, location, and proposed presentation at the General Meeting shall be announced to members prior to the meeting date, with the goal of providing one month's notice. All members and prospective members are invited to attend.

### **6.3 Planning Meetings**

Meetings of the Board shall be held concurrently with the monthly Planning Meeting. The date, location, and proposed agenda of the Planning Meeting shall be announced to members prior to the meeting date, with the goal of providing two weeks' notice. All members are invited to attend.

## 6.4 Special Meetings

The President may call Special Meetings of the Board when action is urgent and cannot await the next Planning Meeting. All Officers shall be contacted at least three days before the meeting date when possible. A majority of the Officers constitutes a quorum and any action taken shall be by majority vote unless otherwise specified in these Bylaws or in *Robert's Rules of Order, Newly Revised*.

## 6.5 Voting, Quorum

Action shall be taken by vote of the members present at the General, Annual, and Planning meetings with a quorum present. At General and Annual Meetings, 20 persons shall constitute a quorum for the purpose of any vote or action on behalf of BASK, Inc. For action to take place at a Planning Meeting, at least three officers must be present.

# Article 7. MEMBERS

## 7.1 Membership Classes

There are five classes of BASK, Inc. membership: Individual, Family, Student, Senior, and Out-of- State. All members are entitled to vote when present at a meeting. Membership benefits and voting rights shall be suspended when dues become delinquent.

### A. Individual Members

Individual members of BASK, Inc. must be over 18 years of age and submit a membership application together with payment of dues established for individual members.

### B. Family Members

Two or more individuals maintaining a shared household may become members of BASK, Inc. by submitting a membership application together with payment of dues established for family members. All family members may participate in club activities.

### C. Student Members

Individuals with student status may become members of BASK, Inc. by submitting a membership application together with payment of dues established for student members.

### D. Senior Members

Individuals with senior status may become members of BASK, Inc. by submitting a membership application together with payment of dues established for senior members.

### E. Out-of-State Members

Individuals who live out of state may become members of BASK, Inc. by submitting a membership application together with payment of dues established for out-of-state members.

## 7.2 Dues

For members who join/renew and pay dues online, annual membership dues shall be good for one year after the payment date. For members who join/renew and pay dues offline, annual

membership dues shall be good for one year after an administrator enters or updates the member's record in the membership database. Any modification of dues levels or amounts shall be announced in a Planning Meeting agenda, on the email listserv, and on the BASK, Inc. website; discussed at a Planning Meeting; and approved by majority vote at a General Meeting.

### **7.3 Resignation of a Member**

Any member may resign from BASK, Inc. by submitting their resignation to the Membership Troll. Resignation does not entitle a member to a refund of any portion of paid dues.

### **7.4 Notice to Members, Announcements**

Any notice or announcements to be given to members of BASK, Inc. shall be delivered by electronic or other appropriate means.

## **Article 8. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and other policies or special rules of order that BASK, Inc. may adopt.

## **Article 9. AMENDMENT OF BYLAWS**

These Bylaws may be amended at any General Meeting of BASK, Inc. by a two-thirds vote, provided that the amendment has been discussed at least one Planning Meeting.

## **Article 10. DISSOLUTION OF BASK, Inc.**

Dissolution of BASK, Inc. shall require a vote of two-thirds of attendees at a General Meeting at which there is a quorum. Upon dissolution and during the winding-down process, all obligations shall be paid from the corporation's funds. Any remaining assets and funds shall be transferred to a kayak-related organization. Such organization shall be determined by majority vote of the Board.

*Effective upon Incorporation of BASK, Inc.*