

**PACIFIC NORTHWEST  
OUTRIGGER RACING CANOE ASSOCIATION  
BYLAWS**

**ARTICLE I: Offices**

The name of the corporation is the PACIFIC NORTHWEST OUTRIGGER RACING CANOE ASSOCIATION. The Association shall maintain its official mailing address at 1316 Maple Street, Lake Oswego, OR 97034. The Association may also have offices in such other places either within or outside the State of Oregon, as the Board of Directors may from time to time designate or as the business of the Association may require.

**ARTICLE II: Purposes**

The Association is organized for the following purposes:

Section 1. To unite all outrigger canoe clubs organized in the Pacific Northwest, specifically, Oregon, Washington, Idaho, Montana, and Utah.

Section 2. To encourage and promote outrigger canoe racing activities among the member clubs of the Association and all other outrigger canoe racing associations throughout the world.

Section 3. To assist member clubs in organizing outrigger canoe races in the Pacific Northwest.

Section 4. To formulate rules governing competition and the conduct of competitions among the member clubs and to participate in the formulation of rules governing competition among member clubs and other outrigger racing associations.

Section 5. To set standards for equipment and safety for outrigger canoe races.

Section 6. To represent the member clubs of the Association at national and international forums for outrigger canoe racing.

Section 7. Representatives of the Association may attempt to influence legislation on Non-partisan issues that directly affect members of the paddling community in the Pacific Northwest , specifically, Oregon, Washington, Idaho, Montana, and Utah.

**ARTICLE III: Membership and Dues**

**Section 1. Association Member Clubs**

All organized outrigger canoe racing clubs operating in the states of Oregon, Washington, Idaho, Montana, and Utah, shall be eligible for active membership in the Association.

**Section 2. Code of Conduct and Discipline**

- A. The personal conduct of all members of the member clubs belonging to this Association shall be above reproach at all times. Any person who by his/her/their personal conduct directly reflects discredit upon this Association shall be subject to such action as deemed appropriate by his/her member club.
- B. Each member club and its constituents shall abide by the Code of Ethics as outlined in the Official Race Rules.

### **Section 3. Annual Dues**

Annual membership dues are nonrefundable. All dues are owed and payable on or before January 1 of each year. Additional funds to administer the Association shall be acquired through fundraising activities, contributions from individual and private groups, and additional assessments, if necessary.

### **Section 4. Good Standing**

Members will be deemed in good standing if all their dues, fees and any other amounts owed to the Association are paid. Subject to any cancellation by the membership, no member club shall be entitled to any of the rights or privileges of membership or to be represented at any meeting until all monies owed have been paid.

### **Section 5. New Member Clubs**

Annual dues for member clubs accepted after January 1 are due within 30 days after the notice of acceptance. These dues shall not be prorated for a portion of the year. New member clubs must submit their Articles of Incorporation, bylaws, list of officers and club goals.

## **ARTICLE IV: Board of Directors Meetings**

### **Section 1. Place**

Board of Directors meetings shall be held at such locations designated in the notice of meeting. Consideration will be given to geographical locations of member clubs in setting the place for meetings.

### **Section 2. Regular Meetings**

The Board of Directors shall meet once during the fall and once during the spring of each year.

### **Section 3. Special Meetings**

Special Board of Directors meetings of the members of this Association, other than those regulated by statute, may be called at any time by the President, any member of the Executive Committee, or notice signed by at least four (4) Directors. No business shall be transacted at a special meeting except as stated in the notice sent to the members, unless all of the members of the Association, either in person or by proxy, shall consent to the transaction of other business and shall waive notice thereof.

### **Section 4. Notices**

The Secretary shall give written notice of all regular and any special meetings of the members no fewer than thirty (30) or more than ninety (90) days prior to the date fixed for the meeting. Notice shall be sent by email to each member club's designated Director. The notice shall state the time and place of the meeting, and in the case of special meetings, the purpose of the meeting. Such notice shall be deemed to be given when at the time of delivery noted on the email, unless email is marked as undeliverable. Then, further actions must be taken to assure the member club was notified. Notice otherwise complying with the terms hereof may be hand-delivered, faxed or delivered by the United States Postal Service.

### **Section 5. Waiver**

Whenever any notice is required to be given pursuant to statute, the Articles of Incorporation or these Bylaws, a waiver thereof signed by the members entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Any member attending a meeting without objection thereto shall be deemed to have waived notice of such meeting.

## **Section 6. Conduct of Meetings**

The President and Secretary of the Association shall act as Chair and Secretary, respectively, at all Board of Directors meetings.

## **Section 7. Quorum**

Two-thirds (2/3rds) of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting. A member of the Board of Directors may designate a proxy to be a representative in their place for purposes of a quorum as per Section 9. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## **Section 8. Voting**

A member entitled to vote at a meeting may do so either in person or by proxy. Each Director of a member club in good standing, shall be entitled to one vote. When a quorum exists, action may be taken by a majority vote of the Directors present. Any action or vote that impacts any provision of the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws, shall require a supermajority, two-thirds of those voting members in attendance, in order to be affirmed.

## **Section 9. Proxies**

Every proxy, dated and signed by the member of record, must be filed with the Secretary of the Association, no fewer than 7 days prior to the meeting at which it is to be voted. Every proxy shall be revocable at the pleasure of the Director executing it.

## **Section 10. Adjourned Meetings**

If a quorum is not present the Directors present, either in person or by proxy, may adjourn to such time and place as may be decided upon by a majority of the members present, and notice of such adjournment shall be given in accordance with Section 4 of this Article. If a quorum is present, adjournment may be taken to such time, date and place as may be decided by a majority of the members present and no notice of such adjournment need be given. No business shall be transacted at an adjourned meeting that could not have been transacted at the meeting from which the adjournment was taken.

# **ARTICLE V: Board of Directors**

## **Section 1. Number and Election**

The Board of Directors shall consist of one (1) representative from each outrigger canoe club that is a member in good standing of the Association. All directors must be members of a member club of the Association. The directors shall be selected by the member club, which they represent. The member clubs shall notify the Association of the names and email addresses of these representative directors.

## **Section 2. Management of the Association**

The property, business, and affairs of the Association shall be the responsibility of the Board of Directors and managed by its Executive Committee.

## **Section 3. Term of Office**

The term of office for each Director shall be determined by each member club.

#### **Section 4. Vacancies**

All vacancies to the Board of Directors shall be filled at the discretion of each member club.

#### **Section 5. Resignation**

Any Director may resign his/her/their office at any time. Such resignation is to be made in writing to take effect at the time specified therein or, if no time is specified, upon receipt by the Secretary of the Executive Committee.

#### **Section 6. Removal From Office**

A Director may be removed in two ways:

1. A Director may be removed with or without cause by the member club, which appointed the director.
2. A Director may be removed by a vote of a majority of the Board of Directors of those voting members in attendance and via proxy.

### **ARTICLE VI : Executive Committee**

#### **Section 1. Members**

The Executive Committee of the Association shall consist of the President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, IVF/USA-ORCA Representative and Race Committee Chairperson.

#### **Section 2. Duties/Authority**

The Executive Committee shall have the primary responsibility for furthering the Purpose of the Association. The Executive Committee shall conduct the general management of the affairs of the Association as authorized by the Board of Directors, creating a Strategic Plan for the Association to be voted on by the Board of Directors. They shall create an annual budget, which is informed by the Strategic Plan, to be voted on by the Board of Directors, and explore, seek and review methods and resources for raising the necessary revenues for the expenses of the Association. The Executive Committee may admit outrigger canoe racing clubs to membership or drop from membership any club which does not abide by the rules and standards of the Association or which do not further the purposes of the Association, as determined in the discretion of the Executive Committee.

### **ARTICLE VII: Officers**

#### **Section 1. Number and Appointment**

##### **A. Number**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, and an IVF/USA-ORCA Representative. No more than one office may be held by any one individual.

##### **B. Election and Tenure**

The Officers of the Association shall be elected by the Board of Directors at its first meeting and thereafter every year at the regular annual meeting of the Board of Directors. In the event of a failure to hold the annual meeting herein provided, Officers may be elected at any time thereafter at a special meeting of directors called for that purpose or by written consent of directors pursuant to Article X hereof. The term of office of each Officer of the Association shall be for two (2) years and thereafter until his/her successor shall be elected, unless said Officer resigns or is removed. The Offices of President, Secretary, and USAORCA Representative terms shall expire at the annual meeting occurring in the next odd numbered calendar year following election. The

Offices of Vice President, Treasurer, and Sergeant at Arms terms shall expire at the annual meeting occurring in the next even numbered calendar year following election. All Officers and agents shall be subject to removal at any time, with or without cause, by the vote of the majority of the entire Board of Directors whenever in the judgment of the Board the best interests of the Association shall be served by such removal.

C. Voting Authority

The Officers of the Association shall be entitled to vote at Executive Committee and Board of Director meetings and may do so either in person or by proxy..

D. Vacancy

The vacancy in any office shall be filled by the Board of Directors at any regular meeting, or at any special meeting called for that purpose.

## **Section 2. President**

The President shall be the Chief Executive Officer of the Association and, when present, shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall also have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, unless some other person is specifically authorized by resolution of the Board of Directors, shall sign all contracts of the Association.

## **Section 3. Vice President**

The Vice President shall, in the absence or disability or death of the President, exercise the powers and perform the duties of the President. The Vice President shall also exercise such other powers and perform such other duties as shall be prescribed by the Directors. The Vice President shall lead efforts in exploring revenue sources, strategic partnerships, community outreach and, from time to time, oversee the strategic planning process. The Vice President shall be responsible for managing insurance issues for the Association and for bringing issues to the Executive Committee.

## **Section 4. Secretary**

The Secretary shall give such notices of meetings of the members of the Board of Directors as required by these bylaws, and he/she/they shall keep a record of the proceedings of all such meetings. The Secretary shall have custody of all books and records and papers of the Association except those, which are in the care of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary is authorized to sign with the President in the name of the Association all contracts including those in any way affecting real property or real interests therein. The Secretary shall submit such reports to the Board of Directors and to the members as may be requested by them from time to time. The Secretary shall maintain regular communications with and ensure outreach to the Membership and general public.

## **Section 5. Treasurer**

The Treasurer shall account for all the monies of the Association received or disbursed, and shall deposit all the money in the name of and to the credit of the Association in such banks and depositories as the Board of Directors shall designate, subject to withdrawal in the manner to be determined by the Board of Directors and subject to the direction of the Board of Directors, shall safely keep all the securities and valuables of this Association. The Treasurer shall from time to time make such reports to the Officers, Executive Committee, Board of Directors as may be required, and shall perform such other duties as the Board of Directors shall from time to time delegate to the Treasurer. The Treasurer shall chair the Finance Committee, setting its meeting schedule and agendas and informing the Executive Committee and Board of Directors with information regarding the budget, financial accounts, and other financials as necessary.

### **Section 6. Sergeant-at-Arms**

The Sergeant-at-Arms shall assist the President in maintaining order and decorum at meetings and shall monitor attendance at such meetings. In addition, the Sergeant-at-Arms shall maintain a current list of all Association property, shall be responsible for storage of Association property, and shall check the condition, repair or replacement of such property.

### **Section 7. IVF/USA-ORCA Representative**

The IVF/USA-ORCA Representative shall represent the Association at any and all International Va'a Federation and USA-Outrigger Racing Canoe Association meetings as required by the Association's membership in either organization.

### **Section 8. Resignation**

Any officer may resign his/her office at any time, such resignation to be made in writing and to take effect at the time specified therein, or, if no time be specified, upon its acceptance by the Executive Committee.

### **Section 9. Vacancies**

Any vacancy occurring in any office in the Association shall be filled promptly by the Board of Directors, either at a regular meeting or a meeting specially called for that purpose.

## **ARTICLE VIII: Committees**

### **Section 1. Race Committee**

The Race Committee shall be chaired by the Race Committee Chairperson, who is elected by the members of this committee, to serve for two (2) years. The Race Committee membership shall be comprised of the race committee representatives from each member club. The Race Committee shall be responsible for reviewing and revising the official race rules as needed, every two years, coinciding with the election of the new executive officers of the Association. These revised rules shall be presented to the Board of Directors for vote at the annual meeting of the election year. The Race Committee Chairperson shall perform other duties and responsibilities as outlined in the official race rules. The Association President and Vice President may participate in discussions and attend meetings of the Race Committee, but may not vote on committee matters. The Race Committee Chairperson shall serve on the Executive Committee, but is not an Officer.

### **Section 2. Additional Committees**

The Executive Committee shall have the power to appoint additional committees and to empower such committees and to establish membership of such committees, as they deem appropriate. The committees shall report directly to the Executive Committee.

## **ARTICLE IX: Indemnity**

Any person made a party to any action, suit or proceeding by reason of the fact that he/she is or was a director, officer, agent, member or representative of this Association or of any association which he/she served as such at the request of this Association, shall be indemnified by this Association against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding or any appeal thereof, except in relation to matters as to which it shall be adjudged in such actions, suit or proceeding that such director, officer, agent or representative was liable for negligence or misfeasance in the performance of his/her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement or any reimbursement resulting therefrom as being in the best interests of the Association.

The amount of indemnity to which any person may be entitled by reason of this provision shall be fixed by the Board of Directors.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the provisions of this section.

### **ARTICLE X: Action Without a Meeting**

Any action required to be taken or which may be taken at a meeting of the members or directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote; and such consent shall have the same force and effect as a unanimous vote of such Directors.

### **ARTICLE XI: Amendments**

The Bylaws may be amended by a vote of two-thirds (2/3rds) of the Board of Directors, provided that two (2) weeks notice in writing of the proposed amendments has been given to each member of the Board of Directors.

### **ARTICLE XII: Declarations**

The Association bylaws were initially adopted at Portland, Oregon, May 1992. The founder of the Association was Torey Browne.

The founding member clubs were: Bend Outrigger Canoe Club, Columbia River Outrigger Racing Canoe Association, Mountain Home Canoe Club, and Skamania Kayak and Canoe Club.

Torey Browne shall retain the position of Emeritus Board Member of the Board of Directors in perpetuity. This is a non-voting, honorary position.

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I hereby certify that the foregoing Bylaws are the Bylaws adopted by the Board of Directors on February 23, 2025, and that they are the whole thereof exactly as adopted, and that I make this certificate to identify the same pursuant to instructions of the Board of Directors.

Board of Directors Present and Entitled To Vote: 16

Board of Directors Entitled To Vote: 23

Number of Votes Cast FOR: 16

Number of Votes Cast AGAINST: 0

Number of Votes Cast ABSTAIN: 0

Nicole Juliano

Secretary, PNW ORCA

Wakinikona Hawaiian Club