



Bylaws of the Columbia Gorge Racing Association

Article I: General

Section A. **Name.** The name of the Corporation shall be Columbia Gorge Racing Association, Inc. (CGRA).

Section B. **Purpose.** This corporation shall be organized and operated exclusively to foster national and international amateur sailing competition, and primarily to conduct national and international sailing competition and to support and develop amateur athletes for that competition. Subject to the limitations stated in the Articles of Incorporation the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) (or its corresponding future provisions).

Article II: Non-membership

This corporation shall have no members.

Article III: Board of Directors

Section A. **Duties.** The administration and growth of the Corporation is vested in the Board of Directors, who shall manage and have full control of the affairs, funds and property of the Corporation. The Board shall have the power to establish all guidelines necessary for the governing of the Corporation and its facilities including, but not limited to, budgets, bylaws, rules and regulations.

Section B. **Number.** The number of Directors may vary between a minimum of eight and a maximum of twenty.

- Section C. **Term and Election.** The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms he or she may serve. The Board shall be divided into two classes, each class consisting of approximately half of the sitting number of Directors. Upon election to the Board, each Director shall be placed in a class. The members of each class shall be elected in alternating years. Each new class of Directors shall be elected by a plurality of the eligible Directors who are present. Directors are ineligible to vote if it is their class which is being elected. The intent of this process is to have staggered terms for the Board of Directors.
- Section D. **Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.
- Section E. **Vacancies.** Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors.
- Section F. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.
- Section G. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. There shall be no less than four meetings per calendar year.
- Section H. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meeting, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, mail or email not less than two days prior to the special meeting.
- Section I. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.
- Section J. **No Salary.** Directors shall not receive salaries or compensation for their Board services, but may be reimbursed for expenses related to Board service.
- Section K. **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Executive Board

- Section A. **Duties.** The Executive Board shall have, to the fullest extent permitted by law, all the powers of the Board of Directors between meetings of the Board of Directors. Financial decisions are restricted to the limits established by the Corporation's operating budget as set forth annually by the Board of Directors. All unbudgeted expenditures greater than \$2500 require the approval of the full Board of Directors. Any action by the Executive Board shall be reported to the Board of Directors at its next meeting. Minutes of the meetings of the Executive Board shall be made available upon request to any member of the Board of Directors.
- Section B. **Number.** The number of the Executive Board shall be six and shall consist of the officers of the organization as set forth in Article V.
- Section C. **Quorum and Action.** A quorum at an Executive Board meeting shall be four officers. If a quorum is present, action is taken by a majority vote of the officers present. In the event of a tie, the President shall have the deciding vote. The minimum vote to pass a motion shall be three votes.
- Section D. **Regular Meetings.** Regular meetings of the Executive Board shall be held at the time and place to be determined by the Executive Board. No other notice of the date, time, place, or purpose of these meetings is required. There shall be no less than four meetings per calendar year.
- Section E. **Special Meetings.** Special meetings of the Executive Board shall be held at the time and place to be determined by the Executive Board. Notice of such meeting, describing the date, time, place and purpose of the meeting, shall be delivered to each Officer personally or by telephone, mail or email not less than two days prior to the special meeting.

Article V: Officers

- Section A. **Titles.** The officers of this corporation shall be, in order of rank, President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer.
- Section B. **Election.** The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.
- Section C. **Vacancy.** A vacancy of the office of President, First Vice-President, Second Vice-President, Secretary or Treasurer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.
- Section D. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section E. **Officers' Duties.** The duties of the Officers of the Corporation shall be:

1) President

- (a) Shall be the Chief Officer of the Corporation.
- (b) Shall act as the Chair of the Board and as such shall preside at all meetings of the Board and the Executive Board.
- (c) Shall enforce the Bylaws and all rules and regulations of the Corporation.
- (d) Shall be the official spokesperson of the Corporation.
- (e) Shall be the registered agent of the Organization with the State of Oregon, and shall, upon assuming office, report a change of registered agent and registered office in accordance with ORS 57.070.
- (f) Shall Chair the Advisory Council meetings.
- (g) Shall have any other powers and duties as may be prescribed by the Board of Directors.

2) First Vice-President

- (a) Shall perform the duties of the President in his or her absence.
- (b) Shall be designated as the Chairman of one of the primary committees listed in Article VI. He or she shall have responsibility for directing the activities of that committee and shall be accountable for the faithful execution of its duties as outlined in Article VI.
- (c) Shall have any other powers and duties as may be prescribed by the Board of Directors.

3) Second Vice-President

- (a) Shall perform the duties of the President in the absence of the President and the First Vice-President.
- (b) Shall be designated as the Chairman of one of the primary committees listed in Article VI. He or she shall have responsibility for directing the activities of that committee and shall be accountable for the faithful execution of its duties as outlined in Article VI.
- (c) Shall have any other powers and duties as may be prescribed by the Board of Directors.

4) Third Vice-President

- (a) Shall perform the duties of the President in the absence of the President, the First Vice-President and the Second Vice-President.
- (b) Shall be designated as the Chairman of one of the primary committees listed in Article VI. He or she shall have responsibility for directing the activities of that committee and shall be accountable for the faithful execution of its duties as outlined in Article VI.
- (c) Shall have any other powers and duties as may be prescribed by the Board of Directors.

5) Secretary

- (a) Shall have overall responsibility for all record keeping.
- (b) Shall be responsible for the official recording of the minutes of all proceedings of the Board of Directors and the Executive Board.
- (c) Shall be responsible for provision for notice of all meetings of the Board of Directors and the Executive Board.
- (d) Shall maintain an official copy of the Articles of Incorporation, the Bylaws, and the Operating Procedures of the Corporation.
- (e) Shall maintain the official record of all contributions and donations to the Corporation.
- (f) Shall have any other powers and duties as may be prescribed by the Board of Directors.

6) Treasurer

- (a) Shall have overall responsibility for all corporate funds and the budget.
- (b) Shall keep full and accurate accounts of all financial records of the corporation.
- (c) Shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.
- (d) Shall disburse funds when proper to do so.
- (e) Shall make financial reports as to the financial condition of the Corporation to the Board of Directors at every regular meeting of the Board and whenever required to do so.
- (f) Shall have any other powers and duties as may be prescribed by the Board of Directors.

Article VI: Committees

Section A. **Standing Committees.** There shall be three standing committees: Race Management, Facilities Management, and Development. Each of the committees shall be presided over by one of the Vice-Presidents and shall consist of no less than three Directors who shall be selected by the respective Vice-President. These committees shall be advisory committees only and may not exercise functions of the Board. The duties of the standing committees shall be as follows:

1) Race Management Committee

- (a) Shall make arrangements for and manage all race events, clinics, and classes which are run under the auspices of the Corporation.
- (b) Shall have jurisdiction over all races and regattas run by the Corporation.
- (c) Shall recommend to the Board of Directors participation in external events which best exemplify the mission of the Corporation, including, but not exclusive to regattas, clinics and other sailing events.
- (d) Shall be responsible for acquiring and maintaining all equipment used for sailing events, and shall maintain an inventory of such equipment.
- (e) Shall report to the Board of Directors on its activities and the annual schedule of events.
- (f) Shall have any other duties as may be prescribed by the Board of Directors.

2) Facilities Management Committee

- (a) Shall have overall responsibility for the development and maintenance of the Corporation's owned or leased sailing facilities.
- (b) Shall be responsible for ensuring compliance with all permitting, zoning and environmental regulations.
- (c) Shall prepare and submit reports, recommendations and estimates to the Board in support of its duties.
- (d) Shall have any other duties as may be prescribed by the Board of Directors.

3) Development Committee

- (a) Shall have overall responsibility for fundraising to meet the annual and capital needs of the Corporation.
- (b) Shall have overall responsibility for promoting and communicating the activities and mission of the Corporation.
- (c) Shall ensure the timely and professional execution of promotional brochures, mailings and other promotional materials.
- (d) Shall ensure that a regular newsletter is sent out to major donors and contributors.
- (e) Shall work with the President and Treasurer to ensure that the Corporation does not lose 501(c)(3) status.
- (f) Shall have any other duties as may be prescribed by the Board of Directors.

Section B. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees will be advisory committees only and may not exercise functions of the Board.

Article VII: Advisory Council

Section A. **Duties.** The duties of the Advisory Council are to assist the Board of Directors with specific projects, give advice and support to the Board of Directors, and to provide such other assistance and support so as to advance the purpose of the Corporation.

Section B. **Number.** The maximum number of Advisory Council members shall be fifteen.

Section C. **Term and Election.** Advisory Council members shall be appointed annually by the Board of Directors.

Article VIII: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

Article IX. Amendments to Bylaws

- Section A. These Bylaws may be amended or repealed, and new bylaws adopted, at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose. Prior to the adoption of the amendment, each Director shall be given at least ten days written notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The meeting notice can be sent out by any Director and shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.
- Section B. An amendment to the Bylaws shall require a two-thirds majority of the Board of Directors.