



MEMBERSHIP ORGANIZATION

BYLAWS

OF THE

PACIFIC DRAGON BOAT ASSOCIATION, USA

ARTICLE I.

NAME, PURPOSE, AND LOCATION

Section 1. Name

The name of the Corporation is the Pacific Dragon Boat Association, USA (the “Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for qualified amateur sports purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the “Code”), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

The primary purpose of the Corporation shall be to promote the sport of dragon boating and foster national and international dragon boat competition.

These Bylaws of the Corporation are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Law (the “Law”). Any ambiguity arising between the Bylaws and the discretionary provisions of the Law shall be resolved in favor of the application of the Law.

Section 3. Location

The principal office address of the Corporation is 7710 S.W. 51st Place, Portland, Oregon 97219.

ARTICLE II.

DEFINITIONS

The terms used in these Bylaws shall have the same meanings given them in ORS 65.387 to 65.414.

Other terms:

- a. Club – a group of individuals joined together for the purpose of participating and promoting dragon boat with a formalized governing structure; can consist of one or more crews

PDBA Bylaws

- b. Crew - a group of individuals listed together on a manifest or roster for the purpose of participating in a dragon boat race
- c. Team – see Club
- d. Association – a group of clubs or crews joined together for the purpose of participating and promoting dragon boat with a formalized governing structure
- e. Adult Paddler – an individual 18 years of age or older and not a full time college student
- f. College Paddler – a full time student at an accredited college or university and 24 years of age and under
- g. Youth Paddler – a student no less than 14 years of age and no more than 18 years of age
- h. In Writing and Written Notice – refers to all forms of written communication, including electronic mail and social media post.

ARTICLE III.

MEMBERSHIP

Section 1. Constitution of Membership

This Corporation shall have members.

- a. Organization Members shall be defined as clubs, associations, or race organizers.
- b. Associate Members shall be defined as individuals whose home club and/or crew are not Organization Members.

Members of the Corporation shall support the purposes of the Corporation.

Members deemed to be in good standing support the Corporation through the timely payment of dues and adhere to PDBA and USDBF policies, including Codes of Conduct and Ethics.

Section 2. Dues

Dues will be collected as determined by the Board of Directors. Any member whose dues are not paid by the determined due date shall automatically be considered to have resigned as a member from the Corporation.

Section 3. Privileges of Membership

- a. All members of record in good standing may vote in person or by proxy on such matters requiring approval of the members under the Law, Articles of Incorporation or these Bylaws.

PDBA Bylaws

1. Each Organization Member that is a dragon boat club shall have one vote if it has participated in a dragon boat race within the last 12 months or as determined by the Board of Directors.
 2. Each Organization Member that is a dragon boat race organizer shall have one vote if it has produced a dragon boat race within the last 12 months or as determined by the Board of Directors.
 3. Associate Members shall not have a vote,
- b. Any individual affiliated with an Organization Member or an Associate Member in good standing may serve on the Board of Directors and hold office in the Corporation.
 - c. No member may be expelled or suspended, and no membership may be terminated or suspended except as provided by these Bylaws.
 - c. Members may inspect or copy records of the Corporation.
 1. Request must be sent to secretary@pdbausa.org.
 2. Request must clearly describe what documents are requested.
 3. The Corporation has up to 14 days from receipt of request to make records available.

Section 4. Annual Meeting

Members shall hold a meeting at least once each calendar year, or more often as necessary, for the purpose of electing the Board of Directors of the Corporation and transacting such other business as may be properly brought before the meeting. The Board of Directors shall designate such date, time and place as it may choose for such meetings

Section 5. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or upon the initiative of the members as provided by these Bylaws.

Section 6. Meeting Notice

Notice of the date, time, place and matters to be approved or purpose of the meeting of the members shall be mailed, sent by facsimile, electronically mailed, or communicated in person or by telephone to each member at least thirty (30) days before the meeting.

Section 7. Waiver of Notice

A member at any time may waive any notice required by the Law, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the member entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or where the member

PDBA Bylaws

objects to the consideration of a particular matter not within the purpose of the meeting notice, when presented.

Section 8. Quorum and Voting

A quorum shall consist of a majority of members with an authorized voter present. If a quorum is present, the affirmative vote of the majority of the authorized voters present shall be the act of the membership.

Section 9. Action by Written Ballot

Any action which may be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth the proposed action and shall provide an opportunity to vote for or against the proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve such matters other than the election of Directors; and specify a reasonable time by which the ballot must be received by the Corporation in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals cast by ballot equals or exceeds the number of votes that would be required to approve the matter at such meeting.

Section 10. Action by Members Without a Meeting

Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by three-fourths of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said members.

Section 11. Vote by Proxy

A member may appoint a proxy to vote or otherwise act for the member. A proxy is valid for 11 months unless a different period is expressly provided in the appointment or unless revoked by the member. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes.

Section 12. Record Date

The record date for determining members entitled to notice of any meeting of the members of the Corporation, to demand a special meeting, to vote or to take any lawful action is ten (10) business days prior to the delivery of the notice of the meeting, to the first member signing the demand for a special meeting, to the mailing of an action by consent or written ballot or to the adoption of a resolution by the board for other such lawful action in respect of which members are entitled to exercise rights. The Secretary shall prepare and make available a list of members entitled to vote at any meeting of members, in accordance with the provisions of the Law.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Function

The Board of Directors shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, including an Executive Committee of their own number, or to the officers of the Corporation, such powers and functions as they may designate from time to time.

Section 2. Number

The Board shall consist of at least three but not more than twelve Directors. The exact number shall be fixed from time to time by resolution of the Board provided no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Board shall have no more than one (1) Associate Member as a director.

Section 3. Term

The term of each Director of the Board shall be two years. A Director shall hold office for the time for which they are elected or until their successor is elected and qualified or until their resignation or removal.

Section 4. Election Procedure

At each annual meeting of the members, the successors to the Directors whose terms expire that year shall be elected.

At the time of the first annual meeting for elections of a staggered board, the Board of Directors shall implement a process to start the staggering of board member terms.

At the 2021 annual meeting, at least 50% the board positions shall be elected to one-year terms, and the remaining board positions to two-year terms, selected by random draw.

At the 2022 annual meeting, board positions elected to one-year terms the previous year shall be elected to two-year terms.

No director shall serve for more than three (3) consecutive two (2) year terms, for a total of six (6) consecutive years.

Section 5. Annual Meeting

The Board shall hold meetings at least one time each calendar year or more often as necessary. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings.

Section 6. Special Meetings

Special meetings of the Board may be called by the Board President, and must be called by the President upon the written request of at least two Directors. Notice of a special meeting of the Board shall be mailed, hand-delivered, faxed, electronically mailed or verbally given to each Director not less than three (3) days prior to the meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice

A Director may at any time waive any notice required by the Law, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived, and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum

A simple majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board unless a greater vote is required by the Law, the Articles of Incorporation or these Bylaws.

Section 9. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board at which an action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors

Any Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board, its presiding officer, the President or Secretary, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Director elected or appointed by the members may be removed by the members, with or without cause, by the same vote sufficient at a meeting of the members to elect such Director, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Director elected or appointed by the Board may be removed by the Board, with or without cause, by a vote of two-thirds of the Directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

PDBA Bylaws

Section 11. Vacancies

In the event of a vacancy, the Board shall, by a majority vote, appoint an interim Director for the uncompleted term.

Section 12. Compensation

Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities, but such necessary expenses shall not exceed reasonable and actual expenses provided by documentation

Section 13. Action by Directors Without a Meeting

Any action required to be taken at a meeting of the Directors of this Corporation, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

Section 14. Approval of Actions

With the exception of Article VII action by the Board of Directors, actions taken by the Board shall require a majority vote for approval.

Section 15. Conflict of Interest

No Director shall derive any personal profit or gain, directly or indirectly, by reason of their participation as a Board Member of the Corporation. Each Director shall disclose to the Corporation any personal interest which they may have in any matter pending before the Corporation and shall refrain from participation in any decision on such matter affiliation.

ARTICLE V.

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Each officer shall be elected by the Board at its annual meeting from among the current Directors. The office of Treasurer may be held by a member who is not an elected Director and is not subject to term limits. Each officer shall serve for a term of one year with a maximum of two consecutive terms for the current office being served, except the Treasurer whose term may be extended at the discretion of the Board. An officer may serve more than two consecutive terms if such officer seeks a different office than the office presently being served. Officers shall assume their respective duties immediately upon election. No individual shall hold more than one office at any given time.

PDBA Bylaws

Section 2. Duties of Officers

a. President - The President shall preside over all meetings of the Board and discharge such other duties as may be prescribed from time to time by the Board. The President and the Chair of the Board shall preside over each member meeting.

b. Vice President - The Vice President shall presume the duties of the President in the absence of the President.

c. Secretary - The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law; shall be custodian of the corporate records and the seal of the Corporation (if any) and shall be responsible for authenticating the records of the Corporation as duly authorized or required by law; and shall perform any such other duties as may be prescribed from time to time by the Board.

d. Treasurer - The treasurer shall be the legal custodian of all the corporate funds and securities; shall ensure that all funds are deposited in the name of the Corporation in such bank or banks as the Board shall by resolution specify; shall see that proper account books are kept and perform such other duties as may be prescribed from time to time by the Board. The Treasurer shall adhere to Generally Accepted Accounting Principles (GAAP).

Section 3. Other Officers

The Board may by resolution create such additional and special officers as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

Section 4. Compensation and Expenses

Unless otherwise established by the Board, no officer shall be compensated for his or her services as an officer. Expenses incurred in connection with performance of an officer's official duties may be reimbursed upon approval of the Board.

Section 5. Resignation or Removal

Any officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. Vacancies

Vacancies in any office caused by any reason shall be filled by the Board at any meeting by selecting a suitable and qualified person to act during the unexpired term.

ARTICLE VI.

RIGHT OF PARTICIPATION

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, gender, creed, religion, ability, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

ARTICLE VII.

DEPOSITORIES, SIGNATURES AND SEAL

Section 1. Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 2. Contracts

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or Chair of the Board or by such other officer or agent as the Board may from time to time designate.

Section 3. Seal

The Corporation shall have no seal.

Section 4. Borrowing

Notwithstanding any other provision in these Bylaws, no officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the Corporation to any officer or Director.

Section 5. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest or devise is subject to the Board's acceptance.

ARTICLE VIII.

AMENDMENTS

Except where the amendment requires the vote of the members, these Bylaws may be amended by a majority vote of the Board then in office, at any annual, regular or special meeting provided the notice given for such meeting indicates that such amendments will be considered. Where the amendment requires the vote of the members, these Bylaws may be amended by the membership at any annual or special meeting provided the notice given for such meeting indicates that such amendments will be considered.

ARTICLE IX.

INDEMNIFICATION

Section 1. Directors and Officers

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Law, any Director or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Law.

Section 2. Advance of Expenses

The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Law.

Section 3. Insurance

At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 4. Purpose and Exclusivity

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

ARTICLE X.

COMMITTEES OF THE BOARD

Section 1. Committees of the Board of the Directors

A majority of the Board of Directors in office may create one or more committees of the Board of Directors. The Board of Directors may appoint Directors of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of one or more Directors of the Board. Such committees may exercise the authority of the Board subject to limitations imposed by the Law, the Articles of Incorporation or these Bylaws.

Section 2. Committees other than Committees of the Board

a. Committees other than Committees of the Board of Directors shall not exercise the authority of the Board of Directors. The Board shall have the power to dissolve such committees and may establish or dissolve additional committees.

b. Except as otherwise provided, committee members may, but need not be, Directors of the Board. The President may designate Directors of the Board as committee members. Each chair shall be appointed by the President and serve until his or her successor is appointed or until his or her resignation or removal. A chair may be removed by the President with the concurrence of the Board.

Section 3. Ad Hoc Committees

The Board may establish or dissolve ad hoc committees and may appoint the chair of each ad hoc committee. The chair and ad hoc committee members need not be Directors of the Board.

Section 4. Action by Committees

Except as otherwise provided in this Article, the provisions in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Directors apply to the committees and their members.

Passed and approved by the general membership.

Desiree Simmons, President

January 23, 2021