

Quantico Orienteering Club Proposed By-law Revisions
Submitted by the By-Law Review Committee - February 17, 2016
Reviewed and Amended by the Board of Directors – May 18, 2016

In order to regulate the internal affairs of the Quantico Orienteering Club, Inc., in accordance with the Code of Virginia and the Articles of Incorporation thereof, the Board of Directors does hereby adopt these By-laws.

ARTICLE I -- OBJECT AND PURPOSE

The object and purpose of the club shall be to operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent therewith:

1. To educate members of the Club and the general public about the sport of orienteering.
2. To stimulate participation in Orienteering through organized activities and events.
3. To instruct in map reading and land navigation.
4. To increase enjoyment of natural resources and respect for wildlife and the environment among its members and the general public.

ARTICLE II -- MEMBERSHIP AND DUES

Sec. 1 There shall be but one class of members, called the General Membership. Any person interested in becoming a General Member may do so upon payment of the dues established herein. A General Membership may be extended to a group of two or more individuals, pursuant to rules and membership rates established by the Board; each such group membership shall have two votes at any general membership meeting, provided that at least two individuals of such group membership are physically present at the meeting.

Sec. 2 The annual dues for General Membership shall be established by the Board of Directors, subject to approval by the General Membership, and made an attachment to these By-laws. Reduced dues may be offered to youth, full-time students of any age, members of the U.S. Orienteering Federation, or to any other categories the Board may establish.

Sec. 3 Annual dues are payable upon joining the Club, and subsequently on the anniversary date of the General Member's having joined the Club. Any current member who shall not have paid his or her dues within thirty days following his or her anniversary date shall be dropped from the membership rolls, and shall not be entitled to exercise the rights and enjoy the benefits of membership until annual dues have been paid.

ARTICLE III -- OFFICERS AND DIRECTORS

Sec. 1 There shall be as least five Officers of the Corporation who shall be elected by and from the General Membership annually. Each Officer shall also serve as a member of the Corporation Board of Directors. The Officers shall appoint three additional Directors to fill the positions listed in Sec. 3 and may appoint up to two more Directors at their discretion. The Board of Directors may fill any Officer or Director vacancies by appointment, until the next general membership meeting. The Directors shall be responsible for the management of the Corporation. A quorum of the Board

shall consist of five Directors (including at least two Officers). Appointed Directors shall have the same voting authority and privileges at Board meetings as elected Directors. Any matter presented to the Board shall require a majority vote of those Directors present. The immediate Past President of the Club shall be an ex-officio voting member of the Board of Directors.

Sec. 2 Duties of the Officers (Elected Directors)

(a) The PRESIDENT shall have responsibility for the day-to-day management of the affairs of the Corporation and shall see to the execution of all policies established by the Board of Directors. The President shall chair all meetings of the Club and the Board. The President, consistent with the provisions of these By-Laws and the Code of Virginia, shall call all meetings of the General Membership and the Board of Directors. The President shall appoint all committees, which shall be selected from the General Membership.

(b) There shall be at least two VICE PRESIDENTS. Each Vice President will be responsible for a given area defined by the Board of Directors. In case of the absence of the President, one of the Vice Presidents will serve until either the Board of Directors has elected a new President, or until the President resumes his or her responsibilities. The President, or if the President is not able, the Secretary shall designate which Vice President will be the Acting President.

The Vice Presidents shall, for the geographic area assigned to them by the Board of Directors:

- i. develop a schedule of orienteering events for the entire year,
- ii. coordinate with the other Vice-President to minimize scheduling conflicts,
- iii. ensure that formal permission to use event sites is obtained well in advance of the competition dates,
- iv. ensure that each event has a Course Designer,
- v. ensure that each event has an Event Director, that the Event Director has received a copy of the QOC Event Director's Guide and that the Event Director understands the requirements contained therein,
- vi. maintain event equipment and assist Event Directors in lining up the assistants and equipment needed to run the events, and
- vii. provide the Outreach/Publicity Director with all necessary information regarding date, time and location of events, names of Course Designer and Event Director, and any other pertinent information.

(c) The SECRETARY shall keep all records of Club business, and shall be responsible for recording, distributing and maintaining written minutes of Board of Directors and General Membership meetings.

(d) The TREASURER shall collect all dues, all receipts from events and the sale of equipment, maps and services, and shall keep all records necessary to reflect accurately the financial transactions of the Club. The Treasurer shall pay promptly all Club bills, provided the expenditures have been approved by the Board. The President may authorize the Treasurer to pay up to \$100 for items not yet submitted for Board approval. The Treasurer may, upon direction of the Board, or the President when the Board has so authorized, reimburse any person for expenses incurred in the performance or transaction of Club business. The Treasurer shall prepare periodic reports showing the status of Club finances in relation to the current year's budget, and shall prepare the Club's proposed annual operating budget. The Treasurer shall insure that any tax returns and corporate filings which may be required by law are prepared and timely filed with appropriate

authorities.

Sec. 3 Duties of Appointed Directors

(a) The MEMBERSHIP DIRECTOR shall be responsible for overseeing and maintaining accurate and up to date membership records and assuring that members are notified in a timely manner when their membership is up for renewal. The Membership Director shall be responsible for monitoring the performance of the membership database service/application selected and approved by the Board of Directors.

(b) The MAPPING DIRECTOR shall be responsible for overseeing the preparation of such new maps, and the revision of old maps, as may be directed and approved by the Board of Directors. The Mapping Director shall oversee the Club's repository of maps and upon request from the Board of Directors shall report on the status and relative accuracy of the maps in the repository. The Mapping Director shall make recommendations to the Board on mapping needs and map survey, preparation and printing services.

(c) The OUTREACH/PUBLICITY DIRECTOR shall be responsible for coordinating efforts to publicize club events and activities utilizing web sites, social media, and other electronic communications, print, broadcast and organizational means and materials. The Outreach/Publicity Director shall arrange speakers for groups interested in learning about the sport of orienteering, and coordinate outreach activities designed to promote the interests of the Club by fostering public awareness of the sport.

Sec. 4 Election of Officers

(a) Club Officers (elected Directors) shall be elected annually at the Annual Meeting of the General Membership. The vote necessary to elect any person to office shall be the same as required for the passage of any motion or resolution as set forth in Article IV, Section 6 of these By-laws. All Officers shall take office and start their terms immediately following the Annual Meeting.

(b) A Nominating Committee shall be appointed by the President at least 45 days prior to the Annual Meeting. The Committee shall submit a slate of candidates for nomination at the Annual Meeting.

(c) Additional candidates may be nominated by any General Member at the Annual Meeting, provided such candidates have agreed to serve if elected.

Sec. 5 Removal of Directors.

Any Officer of the Club may be removed from office, with or without cause, by a majority vote of the General Membership at a meeting expressly called for that purpose. Any appointed Director may be removed by a majority vote of the Board of Directors. Members and/or Directors must have had at least 14 days notice of any meeting called for the purpose of removing a Director. An officer or director so removed shall lose all voting rights, including any rights granted ex officio.

Sec. 6 Officers and Directors shall serve without compensation.

ARTICLE IV -- MEETINGS AND GENERAL PROCEDURES

Sec. 1 General Membership meetings shall be held semi-annually, unless the Board of Directors shall establish a different meeting schedule. The President may call meetings of the General Membership whenever he or she deems it necessary or prudent to do so.

Sec. 2 Written notice stating the place, day and hour of any meeting, and in the case of a special meeting the purpose thereof, shall be sent to each General Member not less than ten, nor more than thirty days before the meeting, either electronically, or by U.S. mail. Provisions governing mailing, and for otherwise giving notice of meetings, and for waiving notice of meetings, shall be as provided in sec.13.1-842 and 13.1-843 of the Code of Virginia (1950), as amended.

Sec. 3 Meetings of the Board of Directors shall be held at a location convenient to the Board members, as often as may be necessary to conduct the affairs of the Club. Notice of such meeting may be given by the President or Secretary by U.S. mail, electronically or by telephone. The Board of Directors may, by resolution, direct that notice may be given in a particular way, or by other methods than those set out in these By-laws.

Sec. 4 The Annual General Membership Meeting at which Officers and Directors are elected shall be held on a date set by the Board of Directors in accordance with the notice requirements of these By-Laws and state law.

Sec. 5 The Club fiscal year will be based on the calendar year. A written annual financial report shall be made available electronically to the General Membership.

Sec. 6 A quorum of the General Membership for the purpose of conducting business shall be the number of the General Memberships constituting one-tenth of the total number of General Memberships. Any measure may be passed by a majority vote of the General Members present and voting (including voting individuals belonging to any group memberships) and no provision of Robert's Rules of Order shall be deemed to amend this provision.

Sec. 7 The President shall conduct each meeting of the General Membership and the Board of Directors. Meetings shall be governed by Robert's Rules of Order except where otherwise specified by these By-laws.

ARTICLE V -- EXPULSION OF MEMBERS

The Board may expel any member of the Club from the General Membership for cause.

ARTICLE VI -- AMENDMENTS TO THESE BY-LAWS

These By-laws may be altered, amended, or repealed by a majority vote of those Members present and voting at any meeting of the General Membership. The Board of Directors may not amend, alter or repeal these By-laws after the initial By-laws shall have been adopted. Notice of the amendment, alteration, or repeal must be given to the General Membership, together with the text of any proposed amendment, not less than fourteen days prior to the meeting at which a vote is to be taken.

ARTICLE VII -- DISSOLUTION

In the event that the Club is dissolved, all remaining assets will be given to another 501(c)(3) organization or organizations with the same purpose stated above in accordance with the Articles of Incorporation, and a plan of distribution adopted by the Board of Directors.

ARTICLE VIII -- PERSONAL LIABILITY

To the fullest extent permitted by law, in any proceeding brought by or in the right of the Club, or brought by or on behalf of members of the club, a Director or Officer of the club shall not be liable for monetary damages, nor shall any Director or Officer be personally liable for the debts or obligations of the Club.

ARTICLE IX -- OTHER MATTERS

In all other matters not specifically addressed by these By-laws, the Corporation shall be governed in the following order by the statutes of the Commonwealth of Virginia relating to non-stock corporations, the Articles of Incorporation, and the duly-adopted resolutions of the Board of Directors, not inconsistent with the law or the Articles of Incorporation.

The initial By-laws were duly adopted by the Board of Directors of the Quantico Orienteering Club, Incorporated, this 8th day of April, 1979.

ATTEST: Howard M. Whitfield, President

The By-laws were duly amended by the General Membership of the Quantico Orienteering Club, Incorporated, the 17th day of February, 1985 and the 18th day of May, 1986.

ATTEST: Sidney A. Sachs, Secretary

August 12, 1998