



Date: 03/03/2016. By-Laws Revised

The MN Kayak Fishing Association (MNKFA) Board of Directors along with the MNKFA Volunteer Team is set up as a self-perpetuating Board of Directors. This structure should provide stability and make it easier for the Board of Directors to accomplish tasks needed to operate the Association. MNKFA members are friends in kayak fishing, the Board of Directors shall listen to members and consider ideas, direction and desires expressed by the membership. The goal of our self-perpetuating Board of Directors is NOT to be an ultimate authoritative entity but to facilitate a simpler organizational structure that focuses on getting tasks done rather than being bogged down with interpersonal or subjective matters that do not promote, or are not aligned with MNKFA goals (see section 12).

Section 1. Membership Applications

Application for membership shall be made to the MNKFA Webmaster via an online electronic form at the MNKFA website provided for that purpose. The MNKFA Webmaster will approve memberships after reviewing electronic form application submissions for the presence of spam, other malicious or commercial promotional intent.

Section 2. Membership Fees Annual dues

At this time there is no annual fee for membership. The Board of Directors may change this with a majority vote at any time in the future.

Section 3. Meetings

A. Regular Meetings

No general member meetings are held. The Board of Directors and MNKFA Volunteer Team shall poll the membership on suggestions and Association direction at events, via social media, email, and all other communication vehicles.

B. Board Meetings

The President, any Board of Directors member or active MNKFA Volunteer Team as listed on the MNKFA website shall call meetings when association business merits it. Most business will be handled and communicated electronically via text, email or other electronic means. Some meetings will be held via phone conference or at MNKFA events. An annual board meeting shall be held at least once a year at a place and by a method determined by a director.

Proper notice to all directors of meetings shall be delivered at least five (5) days prior to the meeting date and time.

Section 4. Order of Business

The order of business at all meetings shall be in accordance with an accepted rule of order as agreed upon by the members present.

Section 5. Elections

A. Officer Elections

The President / Treasurer, Vice President / Sponsorship Director, and Secretary / Tournament Director,



will be elected by all currently active Volunteer Team members listed on MNKFA website, and the current Board of Directors. Any Board of Directors member or active MNKFA Volunteer Team who freely terminates their position or is expelled shall immediately lose any voting rights. **NOTE:** active Volunteer Team members may ONLY vote in officer elections and shall NOT vote on general MNKFA business matters.

B. Nomination

Nominations to fill Board of Director positions shall be made by the current Board of Directors and active Volunteer Team as listed on the MNKFA website. The Board of Directors and active Volunteer Team members will announce an open position to the entire membership via all MNKFA media. Members will have the opportunity to express a desire to be on the ballot via an online web form, by electronic communication or a phone call to a board member. Voting shall be conducted as described in Section 5.

C. Voting

Voting shall be by electronic form delivered from the MNKFA website to current Board of Directors and current listed active Volunteer Team members as listed on the current MNKFA website.

D. Vacancies

Nominations to fill the unexpired term of a vacant office shall be made by current Board of Director members and active Volunteer Team listed on the MNKFA website. The Board of Directors and active Volunteer Team will announce an open position to the entire membership via all MNKFA media. Members will have the opportunity to express a desire to be on the ballot. Voting shall be conducted as described in Section 5.

Section 6. Operating Fund

All MNKFA funds are kept in an MNKFA PayPal account or MNKFA bank account at Twin City Federal (TCF). All MNKFA related monetary transactions will be made to/from these accounts.

Section 7. Resignation, Removal

Member Removal. If any member is charged with improper conduct or with violating the provisions of the Constitution or By-Laws of the Association, such charges shall be brought before the Board of Directors for review. If such charges are found to have sufficient merit, the President shall notify the Board of Directors and the member of the charges. The accused member shall be required to appear at a meeting with the MNKFA Board of Directors and show just cause, why he/she should not be censured, deprived of the privileges of the Association, or expelled / removed from membership in the Association. If the Member fails to appear at such meeting or is found guilty of the charge, the member shall, upon a majority vote of the Board of Directors, be censured, be deprived of the privileges of the Association, or be expelled from membership in the Association. A member may terminate their membership on their own by written or verbal direction. Once a member is removed they are not eligible to participate in any way with MNKFA events, trips, tournaments, forums or other MNKFA privileges.

A. Fair and reasonable procedure required. A member may not be expelled or suspended, and a membership may not be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. This section does not apply to the termination of a membership at the end of a fixed term.



B. Standards. A procedure is fair and reasonable when it is fair and reasonable taking into consideration all of the relevant facts and circumstances. In addition, a procedure is fair and reasonable if it provides:

(1) not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and

(2) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

C. Time limit to challenge. A proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be begun within one year after the effective date of the expulsion, suspension, or termination.

D. Member liability. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the corporation for dues, assessments, or fees or charges for goods or services.

Officer Resignation. An officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Officer Removal. Except as otherwise provided in the articles or bylaws, an officer may be removed, with or without cause, by a resolution adopted by the board or by the members with voting rights, whichever elected or appointed the officer. An officer appointed by the president may also be removed at any time, with or without cause, by the president. To the extent authorized in the articles, the bylaws, or a resolution approved by the affirmative vote of a majority of the directors present, the president of a corporation may remove an officer elected or appointed by the board, other than the treasurer. A removal as described in this subdivision is without prejudice to contractual rights of the officer.

Section 8. Association Termination

In the event of termination of the Association itself, any remaining Association funds and assets shall be dispersed to a charitable organization selected by a majority decision of the Board of Directors.

Section 9. Enacting Clause

These By-Laws shall take effect March 3, 2016.

Section 10. Name

The Association shall be called MN Kayak Fishing Association (MNKFA) and shall operate as a non-profit organization.

Section 11. Purpose

To support and promote the sport of fishing from paddle craft in Minnesota, North Dakota, South Dakota, Iowa, Wisconsin and Nebraska.



Section 12. Goals

As a recreational organization, the Association's goals shall be to:

- Organize area kayak fishermen in the upper Midwest region of the United States.
- Support and promote the safe and responsible pursuit of the sport of kayak fishing.
- Promote fellowship and provide a fun meeting place for kayak fishermen.
- Provide a forum for exchange of ideas, fishing information and rigging tips.
- Sponsor events, group outings and kayak fishing tournaments.

Section 13. Membership

A. Age

Any person over the age of twelve (12) years who fishes from a canoe, stand up paddle board, or kayak, may become a member of the MNKFA by complying with provisions specified in the By-Laws. Those members age eighteen (18) years or older are eligible to hold office.

B. Honorary Life Membership

A member who has performed truly outstanding service for the Association may be granted an Honorary Life Membership by a two-thirds (2/3) vote from the current board members. Honorary Life Members will enjoy for life the same privileges as regular members.

Section 14. Officers

The elected Board of Directors is charged with making the decisions required for operation of the Association by majority vote. The Officers of the Club will be President / Treasurer, Vice President / Sponsorship Director, and Secretary / Tournament Director.

Section 15. Executive Committee

The Executive Committee shall be comprised of the President / Treasurer, Vice President / Sponsorship Director, Secretary / Tournament Director and the former President.

Section 16. Duties

A. President / Treasurer

It shall be the duty of the President:

- a. To preside at meetings and conduct them in accordance with accepted rules of order.
- b. To schedule and preside over meetings of the Board of Directors.
- c. To fill temporary board vacancies subject to approval by other board members and active volunteers as currently listed on the MNKFA website.
- d. To appoint various committees as necessary.
- e. To deposit the funds of the Association, in the name of the Association, in a depository or depositories approved by the Board Of Directors as stated in Section 6 of this document.
- f. To collect all monies due, have charge of the funds of the Association, and to keep a correct record of account of all monies received and paid out as well as current monetary balances held by the Association.
- g. To record and track all non-monetary physical goods received and dispersed by the Association that have been obtained via purchases using Association funds or via Sponsor donations.



h. To present a written annual financial statement for the prior calendar year at the first Regular Meeting of the year.

B. Vice President / Sponsorship Director

It shall be the duty of the Vice President / Sponsorship Director:

- a. To be responsible for a program at Regular Meetings.
- b. To assist the President in the discharge of their duties.
- c. To preside in the absence of the President.
- d. To ensure the documents of incorporation of the Association are kept current.
- e. Solicit sponsors for funds and products to be used to promote the advancement of the Association and kayak fishing recognition in our area.

C. Secretary / Tournament Director

It shall be the duty of the Secretary / Tournament Director:

- a. To keep a log of proceedings of the Association Meetings.
- b. To maintain custody of all reports and documents connected with the Club.
- c. To keep a current and correct membership roster.
- d. To conduct the Association correspondence.
- e. Organize tournaments, events, permits, facilities and volunteers.

D. Past President

Upon the new President taking office, the outgoing President shall serve as Past President on the Executive Committee for a period of one year. It shall be the duty of the Past President:

- a. To provide guidance and consultation to the President and Board of Directors.
- b. To preside in the absence of both the President and Vice President.

Section 17. Nominations

Nominations for Officers of the Association shall be made as provided in the By-Laws.

Section 18. Election

The Officers of the Association shall be elected every three (3) years by majority vote of the Board of Directors and currently active volunteers as listed on the MNKFA website.

Section 19. Term of Office

The term of office of each Board of Director shall be three (3) years. Officers may serve multiple terms determined by the outcome of elections.

Section 20. Vacancy

In the event of a vacancy occurring in any office, the vacancy shall be made known to members, and a successor for the remaining term of office shall be elected by the current Board of Directors and all active Volunteers as listed on the MNKFA website.

Section 21. Compensation

Officers shall receive no financial compensation, no decrease in membership dues and no other fiscal benefit of the Association. The current President (Ron Strauss, 2016) has polled members on "gifting"



board members for their service (poll conducted in Summer of 2015). All members polled supported nominal gifts for board members service. The President may at his discretion present these gifts to Board of Directors Officers.

Section 22. Executive Committee

The Executive Committee shall be the policy making body of the Association. The current Board of Directors will constitute the Executive Committee, each having one vote.

A. Director

The Association President will serve as Director of the Executive Committee.

B. Past President

The outgoing President will fill the Past President seat on the Executive Committee and offer any help or guidance to the Board.

Section 23. Quorum

Executive Committee Quorum and Elections Quorum

Executive Quorum: A quorum for the transaction of business at Executive Committee meetings shall consist of the three (3) voting Board of Directors. If any one of the three (3) current Board of Directors cannot be present for any reason, an alternate can be appointed by the highest ranking Board of Directors member. The appointed alternate shall be selected from the MNKFA volunteer team as currently listed on the MNKFA website.

Elections Quorum: A quorum for MNKFA elections shall consist of the three (3) voting Board of Directors and the four (4) volunteers as listed on the MNKFA website. If any one of the three (3) board members or four (4) volunteers cannot be present for any reason, an alternate can be appointed by the highest ranking Board of Directors member. The appointed alternate shall be selected from the MNKFA membership.

Section 24. Removal and Expulsions

Any elected officer may be removed from office and any member of the Association may be expelled from the Association, for cause, in the manner prescribed in the By-Laws.

Section 25. Amendments

The Constitution and By-Laws of the Association may be amended by a two-thirds (2/3) vote of board members. The MNKFA Board of Directors will use member polls to determine member opinion on important issues.

Section 26. Enacting Clause

This revised constitution shall take effect March 03, 2016.