



**SLACKLINE U.S.**  
NATIONAL SLACKLINE ASSOCIATION

## **Slackline U.S. Bylaw Provisions**

Revised May, 2015

### ***Article I: Name***

The name of this Corporation shall be Slackline U.S.

### ***Article II: Purposes***

The purposes of this Corporation shall be:

to assist in access management for the slackline community, encourage conservation, and foster safe practices in all forms of slacklining through education and community development.

1. the promotion and dissemination of knowledge about highlining and slacklining in general, through its meetings, publications and libraries; and
2. the cultivation of slackline craft, and the promotion of good fellowship among slackliners; and
3. the conservation and preservation of the environments pertaining to slacklining; and
4. the representation of the interests and concerns of the United States slacklining community.

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall inure to the benefit of private persons.

### ***Article III: Membership***

#### ***Section 1: Classes of Membership***

There will be one class of individual membership: Active Membership, and two classes of organizational membership: Affiliated Organizations and Corporate Members.

#### ***Section 2: Active Membership***

Those who wish to become an Active Member of the corporation must have a documented history of slackline experience and can become an Active Member through a contribution of yearly dues at a rate determined by the board of directors.

Active Members shall be entitled to one vote on all matters placed before the Active Membership by the Board, and may vote in person or by proxy at any Special Meeting but only in person at any Regular Meeting. The Board may place business before the Active Members and hold a vote by electronic ballot, in accordance with the provisions in these Bylaws.

### ***Section 3: Affiliated Organizations***

Any non-profit organization which shares the purposes of Slackline US is eligible for consideration as an Affiliated Organization. Affiliated Organization Membership must be approved by the Board of Directors. An annual affiliation fee may be charged to each Affiliated Organization as shall be determined by the Board of Directors from time to time. The rights and benefits of Affiliated Organization membership must be approved by the Board of Directors.

### ***Section 4: Corporate Membership***

A corporation or business which supports the purposes of Slackline US is eligible for consideration as a Corporate member. An annual Corporate membership fee may be charged to each Corporate Member as shall be determined by the Board of Directors from time to time. The rights and benefits of Corporate membership must be approved by the Board of Directors.

### ***Section 5: Sections of Membership***

The Board may designate a geographical region, within or without the United States, to constitute a Section, and Members residing in any such area shall constitute the Members of such Section. Such Sections shall be considered as Committees of the Corporation, and shall operate as such in accordance with the provisions of these Bylaws. Section Chairpersons shall be appointed by the President to serve at his or her pleasure.

Each Section may, with approval from the Board in advance, form such auxiliary organizations, make budgetary appropriations, or seek financial support for the purpose of coordinating and aiding in the general purposes of the Corporation as may not be inconsistent with these Bylaws or the Charter or interfere in any way with the activities or affairs of the Corporation. Sections shall operate within financial guidelines set by the Board of Directors.

### ***Section 6: Termination or Suspension of Membership***

A Member may terminate his, her or its Membership by voluntary withdrawal in writing to the Secretary, the President, or the Board of Directors. All rights, privileges, and interests of such Member in or to the Corporation shall cease on resignation from the Membership. Resignations shall be effective upon fulfillment of all obligations to the date of withdrawal. A Member may be suspended or terminated for good cause. Sufficient cause for such suspension or termination of Membership shall be violation of the provisions of these Bylaws or any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation, including nonpayment of dues or other financial obligations.

The Board of Directors may determine the procedures to be followed for suspension and termination. A former Member so suspended or terminated may be reinstated by resolution of the Board of Directors.

### ***Section 7 : Membership Policy***

It is the policy of Slackline US not to discriminate in its qualifications for Membership against any person by reason of his or her sex, race, religion, creed, age, sexual orientation, sinistrality or other physical condition, or national origin.

## ***Article IV: Dues***

### ***Section 1: Annual Dues***

The annual dues for each class of Membership of the Corporation shall be determined by the Board of Directors.

## **Section 2: Sustaining, Contributing, and Life Members**

The contributions of Members to be classified as Sustaining Members and Contributing Members shall be determined by the Board of Directors. A Life Membership may be obtained on the payment of a fee set by the Board of Directors, which fee shall be added to the endowment of the Corporation.

## **Section 3: Forfeiture of Membership**

Any Member in arrears forfeits all benefits of membership. Dues are in arrears the moment a Member's membership lapses. A Member may be reinstated upon payment of the annual dues in effect at the time of reinstatement.

## **Article V: Meetings of the Membership**

There shall be at least one Annual Meeting of Active Members each calendar year for an election of Directors. Active members will also vote on a reexamination of the Corporation's year-long objectives. The outcome of the objective vote must be considered highly by the board members when setting the Corporation's year-long agenda. However, the board members will ultimately have discretion in pursuing the agenda best suited for the Corporation in accordance with Article II of these bylaws. This Annual Meeting shall be at a United States slackline festival to be determined by the Board of Directors each year. The Annual Meeting will be held at a slackline festival in different parts of the Country each year for member accessibility purposes. Notice of nominations and ballots, shall also be posted electronically in accordance with the provisions of these Bylaws. Notice of such Annual Meeting, stating the date, time, and location within the United States shall be emailed to each Active Member at least thirty days prior to the meeting.

A Special Meeting of Active Members may be called by the Board of Directors or by the President or by special request of an Active Member to the Board. An Active Member who desires the calling of a Special Meeting may submit to the Secretary a request to that effect signed by at least five percent of the Active Members. The Secretary shall present the proposal at the next meeting of the Board of Directors for consideration. The Board shall thereupon either call a Special Meeting for the stated purpose or direct the Secretary to conduct an electronic ballot of Active Members on the proposal for such a meeting. A majority vote of those voting in the electronic ballot shall prevail. Notice of a Special Meeting, stating the date, time, location, within the United States, and the business to be placed before it, shall be electronically mailed to each Active Member at least thirty days prior to the meeting.

## **Article VI: Board of Directors**

The Board of Directors, which shall consist of five elected Members plus any Directors ex-officio, as provided in Section 1 below, shall have supervision, control, and direction of all the affairs of the Corporation, in accordance with the provisions of these Bylaws, and the law of the state of its incorporation.

### **Section 1: Election of Directors**

*There shall be at least five (5) Directors. Directors shall be ratified by the membership.*

*Elections shall take place annually by combining votes cast in an electronic vote with votes cast at the annual membership meeting. Directors serve two-year terms. A Director who has been elected for a second two-year term shall be ineligible for immediate nomination or election as a Director at the end of his or her second two-year term; such a Director, however, may serve further as a Director ex-officio in accordance with the provisions of these Bylaws. Directors shall, upon election, enter immediately into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill the term.*

### ***Section 2: Meetings of the Board of Directors***

*The Board of Directors shall hold at least one meeting per year and shall hold such other meetings as it deems proper, at such time and location as it designates. Other meetings of the Board may be called at any time and location by the President or by any three Directors. Written notice of such a meeting, stating the date, time, location, and the business expected to be placed before it, shall be sent by electronic mail to each member of the Board of Directors at least fifteen days prior to the meeting.*

### ***Section 3: Quorum of the Board of Directors; Proxy Votes***

Four members of the Board shall constitute a quorum, but the Board may not act except on the affirmative vote of at least four members personally present or present by conference telephone. Each Director entitled to vote may do so at meetings at which they are in attendance in person or by any other means, but not by written proxy or fax.

### ***Section 4: Meetings by Conference***

Members of the Board of Directors of the Corporation, or any committee designated by such Board, may participate in a meeting of such Board or committee either in person or by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

### ***Section 5: Vacancies on the Board of Directors***

Vacancies that occur on the Board by reason of death, resignation, removal or otherwise, of a Director or a nominee for that office, shall be filled by the Board of Directors. At the first Annual Meeting of Members thereafter, the balance of the term remaining from any such vacancy shall be filled by election; nominations for such elections shall be made in accordance with the provisions of these Bylaws.

### ***Section 6: Removal of Directors From the Board of Directors***

Directors may not be removed from office except for due cause. Any member of the Board of Directors unable to attend a meeting shall state in a letter addressed to the President, the Secretary, or to the Board the reason for his or her absence. If a Director is absent from three consecutive meetings for reasons which the Board fails to declare sufficient, his or her resignation shall be deemed to have been tendered and accepted.

### ***Section 7: Compensation of Directors***

Directors shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for the approval and the payment of such expenses by the Corporation. Compensation or expense reimbursement for others requested to place business before the Board shall be determined by the Board of Directors.

### ***Section 8: Indemnification of Directors***

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all Directors or Officers or former Directors or Officers against liability incurred or expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Corporation. An exception shall be in relation to matters as to which such Director or Officer or former Director or Officer shall be finally adjudged in such action, suit, or proceeding to be liable for gross

negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct.

## **Article VII: Officers**

### **Section 1: Election of Officers**

The elective Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the Board of Directors at its Annual Meeting from among their own number or from among other Active Members, to serve for one year until the next Annual Meeting of the Board. Such elective Officers shall comprise the Executive Committee of the Board of Directors, and shall be empowered to exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board for ratification at its next succeeding meeting of any action taken which requires Board approval. Election of Officers shall be by electronic ballot and an affirmative majority of the votes cast shall elect.

Officers shall, upon election, enter immediately into the performance of their elected duties and shall continue in office until their successors shall be duly elected and qualified, unless they resign, are removed for good cause, or are otherwise unable to fulfill the term.

### **Section 2: Officers as Directors Ex-Officio**

An Officer not already a Director shall be a Director ex-officio with full voting rights as long as he or she holds office.

### **Section 3: Vacancies**

Vacancies that occur by reason of death, resignation, removal, or otherwise, of an Officer or a nominee for office, shall be filled by the Board; however, should a vacancy occur in the office of the President, the Vice President shall succeed him or her immediately, without further action by the Board.

### **Section 4: Additional Officers**

The Board may appoint additional Officers as it deems necessary, with such authority and duties as it may designate, to serve at its pleasure.

## **Article VIII: Nomination and Election of Directors**

### **Section 1: Nominations of Directors by Committee**

*Nominations to the Board of Directors will be compiled by a committee of the Board. The Chair of the committee will be selected by the President and ratified by the Board. The Chair will be responsible for populating the committee. The Committee will deliver a slate of nominees to the Board for approval no later than forty-five (45) days in advance of the Annual Meeting. Members may present themselves to the committee for consideration at any time. The Secretary will notify the membership of the slate of nominees by electronic communication no later than thirty (30) days in advance of the Annual Meeting.*

### **Section 2: Independent Nominations of Directors by Members**

At any time within 30 days following the notice of the nominations to the Active Members, a written nomination for Director or Directors, signed by at least two percent of the Active Members, may be filed with the Secretary. Any such independent nominations shall be accompanied by a statement from the nominee indicating his or her willingness to serve, if elected, and to assume the responsibilities of the office.

### **Section 3: Elections of Directors**

Should more than one candidate be nominated for each position of Director, whether by the Nominating Committee or by independent nomination, a ballot prepared by the Secretary shall be electronically mailed to each Active Member at least three weeks prior to the Annual Meeting. The names of those nominated by

the Committee shall be placed first and in alphabetical order. The Secretary shall specify the rules as to the number of Directors to be voted for, the validity of the ballot, the establishment of the right to vote, and other pertaining matters.

Ballots shall be submitted at least forty-eight hours before the Annual Meeting, after which the polls shall be considered closed. The ballots shall be canvassed by the Secretary or a deputy appointed by him or her, in the presence of two other Active Members of the Corporation. The results of the election, certified by the canvasser, shall be immediately posted electronically. The formal announcement of the election results shall be made by the Secretary at the Annual Meeting.

All uncontested nominees shall be considered elected and shall be so acclaimed by the Secretary at the Annual Meeting. Should the death or disability of any such nominee occur prior to the Annual Meeting, the vacancy shall be filled by the Board in accordance with the provisions of these Bylaws.

## ***Article IX: Funds***

### ***Section 1: Solicitation and Acceptance of Funds***

Solicitation and acceptance of funds for use by, or on behalf of, the Corporation may not be inconsistent with these Bylaws or the Charter.

### ***Section 2: Restrictions***

The Board of Directors, or other responsible authority acting on behalf of the Board or the Membership, in accepting endowment funds that have restrictions on their usage, agree to accept such restrictions. Such restrictions may not be altered without the consent of either the original donors or their designated heirs, or by the favorable result of a cy pres or other similar petition to the court of proper jurisdiction of the state of incorporation of the Corporation. The Corporation's restricted endowment funds may be commingled with its unrestricted funds for investment purposes and may be expressed as a percentage of the total funds.

### ***Section 3: Borrowing of Monies***

The Board of Directors, by a vote when a quorum is present and by the affirmative vote of two-thirds or more then present, may authorize borrowing by the Corporation.

### ***Section 4: Endowment Funds***

All endowment funds of the Corporation shall be administered under the direction of the serving board of directors at that time.

The Board of Directors will set up an Investment Committee comprising of either board members or active members. The Investment Committee shall be obligated to invest the Corporation's monies in accordance with an Investment Policy established in coordination with the Board of Directors in accordance with the Bylaws. The Investment Committee shall be obligated to turn over to the Board of Directors, for its current purposes only the income from the Corporation's endowment funds in accordance with the Investment Policy. The Investment Policy shall be established by the Investment Committee and approved by the Board of Directors, and may only be changed by majority votes of the Board of Directors. Any single contribution received by the Corporation, not otherwise directed by the donor, of \$10,000 or greater shall be deposited in the endowment.

### ***Section 5: Amendments to this Article***

Amendments to this Article of the Bylaws may only be undertaken with the concurrence of the required majorities of the Board of Directors, as set forth in Section 1 of Article XII.

## ***Article X: Representation of the Corporation***

### ***Section 1: Representation in Policy Matters***

No member may represent the Corporation in policy matters without the approval of the Board of Directors.

### ***Section 2: Trademarks and Visual Representation***

Use of the name, logo, seal, trademark, acronym, or other graphic representation of the Corporation, including new artwork and graphic designs intended to represent the Corporation, in any manner by any Member, Section, or Committee or his/her/its designee must have the prior written approval of the President or his/her designee.

## ***Article XI: Dissolution***

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, as amended.

The use and disposition on dissolution or winding up of real or personal property owned or used by this Corporation in states other than its state of incorporation shall be limited to the purposes stated in the foregoing paragraph in such a manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

## ***Article XII: Amendments***

### ***Section 1: Amendment of Bylaws***

The Board of Directors may alter, amend, or repeal any provision of these Bylaws or make any additional Bylaws. No such alteration, repeal, or addition shall be considered unless proposed by the affirmative vote of at least two-thirds of the entire Board at a duly constituted meeting and adopted by the affirmative vote of at least two-thirds of the entire Board at a subsequent meeting of the Board. Such a subsequent meeting shall be held at least fourteen days after the minutes of the first meeting have been electronically mailed to the Directors. Active Members shall be informed of all proposed changes to the provisions of these Bylaws prior to the next meeting of Active members. The changes shall be made effective at the conclusion of the next meeting of Active Members by a majority vote of those present.

### ***Section 2: Procedures for Amendment of Bylaws***

Amendments to this Article of the Bylaws may be made only by the same voting procedure described in Section 1 of this Article. Article IX of the Bylaws may be amended only in accordance with Section 5 of that Article.