

BYLAWS
of Krogen Cruisers, INC.
A Colorado Not-For-Profit Corporation

Updated Nov. 11, 2019

ARTICLE I: OFFICES

The principal office of the Corporation shall be in the State of Colorado. The Corporation shall designate a registered office in accordance with Colorado law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Colorado as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERSHIP AND DUES

SECTION 1: Membership is open to all persons and organizations interested in Trawlers.

SECTION 2: The governing Board of Directors shall have final authority to approve or disapprove memberships.

SECTION 3: The membership shall consist of regular club members. At the discretion of the board, honorary memberships of any type may be awarded in accordance with section 6 below.

SECTION 4: Members shall be entitled to all privileges of the Corporation, including the right to vote, hold office and receive the official publication.

SECTION 5: Any individual of good moral character at least nineteen (19) years of age shall be eligible for regular membership.

SECTION 6: Yearly honorary membership may be conferred only by the Board of Directors upon any person who has rendered the Club or the boating community some particular or noteworthy service considered deserving of this special and distinctive title.

SECTION 7: Application for membership.

A. Applications shall be submitted electronically on a membership application form prescribed by the Board of Directors and posted on the non-member portion of the Corporation's web site.

B. Such application and the advance payment of dues shall be submitted as directed on the Corporation's web site.

C. Unless the application is rejected, the applicant may proceed to use the web site to complete his or her member profile and for all other purposes.

D. In the event the application is rejected, the advance payment of dues shall be refunded to the applicant.

SECTION 8: The Corporation's membership list shall generally be considered privileged and not distributed beyond the Corporation.

SECTION 9: The Board of Directors shall have the authority to expel any member for non-payment of annual dues or other good cause.

SECTION 10: Annual membership shall be a 12-month period extending one year from dues payment date.

SECTION 11: Annual dues.

A. Annual dues shall be determined by the Board of Directors. The Board may from time to time adjust dues. Dues shall be assessed by boat or couple, not on an individual basis.

B. Annual dues shall be payable one year from the most recent dues payment date (Renewal Date) to maintain membership in good standing. If a member has not paid his or her annual dues as of the Renewal Date, the member's account shall be marked "inactive" and the member's web site access shall be terminated.

ARTICLE III: MEETINGS OF MEMBERS

SECTION 1: The annual meeting of the members shall be held annually during the Fall Rendezvous unless the Board of Directors deems otherwise. Notice of the meeting may be made by mail, internet or whatever other means the Board deems appropriate.

SECTION 2: The Board of Directors may call additional meetings as required.

SECTION 3: At all meetings of the members, the members of record shall have the right to vote. Each member of the Corporation is entitled to one vote.

SECTION 4: A quorum necessary for the transaction of any business or any specified item of business at any meeting of the members shall be twenty-five percent of the total members. The Secretary of the Corporation shall determine the presence or absence of a quorum.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: General Powers.

A. Subject to the limitations of the Articles of Incorporation, these bylaws, and the Colorado Not For Profit Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, whose members shall consist of the elected officers of the Corporation, the immediate past president, and the Chairperson of the next Annual Rendezvous. The number of Directors may be changed from time to time by resolution of a majority of the entire Board of Directors, provided that the number of Directors shall never be less than three. This body shall have executive power to control and manage the affairs of the Corporation.

B. Such Directors shall in all cases act as a Board, regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these bylaws and laws of the State of Colorado.

SECTION 2. The Board of Directors shall hold its annual meeting at the same place as (and during) each annual meeting of the members, the results of which shall be reported to the membership at the annual meeting. If necessary, as a result of comments or suggestions brought up by the membership at the annual meeting, the Board shall meet, as soon after that the meeting is deemed appropriate, with the results made available to the members in the next issue of the corporation publication.

SECTION 3. Regular meetings of the Board of Directors may be held without notice and at such time and place as shall be determined from time to time by the Board of Directors. Meetings may be held by telephone, internet, chat room, or other video conferencing as needed and approved by the Board.

SECTION 4. The president may call special meetings of the Board of Directors. The president may fix a reasonable time and place for holding them.

SECTION 5. Any action of the Board of Directors may be taken without a meeting, if consent in writing (electronic or otherwise), setting forth the action so taken is noted in the minutes of the Board of Directors.

SECTION 6. A majority of directors in office shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors.

SECTION 7. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

SECTION 8. All elected officers and directors will assume their duties at the last session of the annual meeting at which the election was held.

ARTICLE V: OFFICERS AND DUTIES

SECTION 1: Elected officers will be a President, Vice President, Secretary and Treasurer. They shall serve for two years and can be eligible for reelection. All officers must be members in good standing.

SECTION 2: Appointed chairpersons will be the editor of the official publication, the annual Rendezvous Chairperson (who shall also serve as a Director), and the Webmaster. Appointed chairpersons will be appointed by the Board of Directors and will serve at the pleasure of the Board. All appointed chairpersons must be members in good standing. Board members may also serve as appointed chairpersons.

SECTION 3: The immediate past president shall serve on the Board of Directors and shall have full voting privileges. This person's term shall continue until such time as he or she is no longer the immediate past president.

SECTION 4: Duties of the officers:

A. The President shall have general supervision over all affairs of the Corporation. His or her duties shall include, but not be limited to, the following:

1. Preside at all meetings of the Corporation.
 2. Call and preside at meetings of the Board of Directors.
 3. Fill by temporary appointment any vacancy in an elective office, such person to serve until the Board of Directors acts to fills such vacancy.
 4. Appoint temporary committees to serve at his or her will and pleasure.
 5. Issue a call for nomination of officers.
 6. Serve ex-officio as a member of all committees.
- B. The Vice President shall:
1. Assist the president in the discharge of his or her duties .
 2. Preside in the absence of the President.
 3. Succeed to the presidency for the remainder of the elected term should the presidency become vacant.
- C. The Secretary shall:
1. In the event of a contested election, prepare and mail ballots, or with the assistance of the Webmaster provide for the dissemination and collection of ballots through the web site, for the election of the Corporation officers as prepared in accordance with the bylaws.
 2. Hold such returned ballots unopened and in confidence until the annual meeting.
 3. Keep a true record of the Corporation.
 4. Send out notices of all forthcoming Board of Director meetings to members of the board when notified of such by the President of the organization.
 5. Keep a true record of the Board of Directors meetings and send a copy of it to all board members as soon as possible following the meeting.
 6. Prepare changes of the bylaws.
- D. The Treasurer shall:
1. Receive and deposit all funds paid to the Corporation.
 2. Prepare and distribute to the Board of Directors an annual financial statement.
 3. Report on the state of the Corporation's finances at the annual meeting of members.
 4. Maintain an accounting of all funds received and dispersed, and give periodic reports to the Board of Directors.
 5. Pay out money for goods and services in the course of the Corporation's routine business and as the Board of Directors may otherwise authorize.
 6. Receive all applications for membership and renewals, furnish each new member with a welcoming letter, and keep detailed, up-to-date membership records.

7. Maintain the Ship's Store.

SECTION 5: Each officer at the expiration of his or her term shall have ready and without undue delay, deliver to his or her successor all books, monies, papers and other properties of the Corporation in his or her possession.

ARTICLE VI: ELECTIONS

SECTION 1: A call for nomination of officers shall be issued in such time and in such fashion as the Board of Directors may determine.

SECTION 2: The Board of Directors shall deliver the slate of officers to the Secretary at the annual meeting in an election year. Nominations may also be made from the floor at the annual rendezvous.

SECTION 3: If there is no opposition, nominees shall automatically be declared elected unanimously by the President at the annual meeting. If there is more than one nominee for any office or directorship, a show of hands vote will be conducted at the annual member Rendezvous to decide the winner.

SECTION 4: In case of a tie for any office, the Board of Directors at the annual meeting shall, determine the winner.

ARTICLE VII: PUBLICATION

The official publication of the Corporation shall be published and distributed in accordance with the bylaws and in accordance with regulations prescribed by the Board of Directors.

ARTICLE VIII: CORPORATION YEARS

The fiscal year shall be from January 1 to December 31.

ARTICLE IX: NONPROFIT OPERATION

SECTION 1: No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or expenses incurred on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

SECTION 2: No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise, to an extent that would disqualify it for tax exemption under Section 501(c)(7) of the Internal Revenue Code. The Corporation shall not participate directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulation 501, as it now exists or may be hereafter amended.

SECTION 3: Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

SECTION 4: Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such organizations which then qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code, as amended, as the Board of Directors may direct.

SECTION 5: In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Directors and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Colorado, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(7) of the Internal Revenue Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they be hereafter amended.

ARTICLE X: AMENDMENTS

These bylaws may be altered, amended, repealed or added to by the vote of the Board of Directors of this Corporation at any regular meeting of the Board, or at a special meeting of the directors called for that purpose, provided a quorum of directors are present at such regular or special meeting. These bylaws, and any amendments thereto and any new bylaws added by the directors may be amended, altered, repealed or added to by the members at any annual or special meeting of the members by a two thirds vote of the members present and voting at such meeting.

ARTICLE XI: INDEMNIFICATION

Every person who is or shall be or shall have been a Member acting on behalf of the Club or DIRECTOR or OFFICER of the Corporation or their heirs shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, claim or proceeding to which they may be made a party by reason of their being or having been a MEMBER acting on behalf of the Club or DIRECTOR or OFFICER of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which they shall finally be adjudicated in such action, suit, claim or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as a MEMBER acting on behalf of the Club or DIRECTOR or OFFICER. Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement.