

CPRG Bylaws

Colorado Plateau River Guides Bylaws

ARTICLE I. - NAME

SECTION 1. The name of this organization shall be COLORADO PLATEAU RIVER GUIDES, hereinafter referred to as CPRG.

ARTICLE II. - PURPOSE

SECTION 1. - CPRG IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- A. To promote and sustain the profession of river guiding in its many forms on the rivers of the Colorado Plateau.
- B. To define, promote and protect the river environments of the Colorado Plateau through stewardship
- C. To effect changes in agency river management plans that are designed to improve the quality of the river experience.
- D. To provide a forum of communication that will encourage cooperation, professionalism, and a sense of community among river guides of the Colorado Plateau.
- E. To participate in studies and programs which will benefit stewardship of the Colorado Plateau.
- F. To promote and provide a better understanding of the Colorado Plateau through the education of guides and the public.
- G. CPRG shall take no actions inconsistent with its non-profit status, shall not participate or intervene in any political campaign on behalf of any candidate for public office, and shall take no position on the use of motors or oars on the rivers of the Colorado Plateau.

ARTICLE III - PLACE OF BUSINESS

SECTION 1. - Principal Office: the Organization shall maintain its principal office at the address of its statutory agent.

SECTION 2. - Mailing Address: The mailing address of the Organization shall be PO Box 344, Moab, Utah 84532

SECTION 3 - Other offices: the Board may at any time establish branch or subordinate offices at any place or places where the Organization is qualified to conduct its activities.

ARTICLE IV. - BOARD OF DIRECTORS

SECTION 1. - The government of CPRG, the direction of its work, and the control of its property and records shall be vested in the Board of Directors, hereinafter called The Board. The Board shall consist of an Executive Board consisting of the President, Vice-President, Secretary, and Treasurer, and an Advisory board, consisting of a representative from each of the companies that offer professional guiding services on the rivers of the Colorado Plateau, to be chosen by the professional guides working for that company by whatever means they deem appropriate. In the event two or more outfitters merge, the surviving company shall have one member on the Advisory Board. In the event an Outfitter advisory board member cannot attend a meeting, a temporary alternative member for that outfitter can be designated for that position. No person may serve on the Board in more than one capacity simultaneously, except during a temporary vacancy. All members of the Board must be members in good standing of CPRG.

SECTION 2. - The Board shall meet prior to the spring and fall meetings and additionally as necessary. Special meetings of the Board may be called by the President or by the request of any two members of the Board with notification made in 10 days. At any properly called meeting of the Board, the presence of a majority of all its members shall constitute a quorum. Issues shall be determined by majority vote of those present. In the event of a tie vote, motions shall be deemed to have failed.

SECTION 3. - When questions arise which require action by the Board, the President may poll the Board individually by mail or telephone and shall be guided by a majority vote. The President and the Secretary-Treasurer shall keep a record of the meeting.

SECTION 4. - In matters of policy affecting CPRG, the Board may at its discretion submit questionnaires to the Guide membership for approval or disapproval. The Board shall be guided accordingly.

SECTION 5. - The Board shall authorize and define powers and duties of all committees and their chairmen and make such appointments as necessary. The Board may employ an Executive Director, and such other employees as the Board deems advisable. The Board may also establish compensation and the terms of employment of any employee. An employee of the organization may not concurrently serve as a Director of the Organization

SECTION 6. - The Board shall determine the yearly membership dues for CPRG.

ARTICLE IV - OFFICERS

SECTION 1. - The officers of CPRG shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Conservation Director, who shall serve as CPRG's representative on issues relating to conservation or environmental issues affecting the rivers or the river guiding profession, and an Outreach Director, who shall serve as a liaison to outfitters, conservation groups, and non-commercial river runners. Officers shall be members of the Board, and must be members in good standing of CPRG.

SECTION 2. - The President shall preside at all CPRG meetings and perform all duties incident to this office.

SECTION 3. - The Vice-President shall act in the absence of the President. In the absence of both the President and the Vice-President, the Board shall choose one of its members to act temporarily.

SECTION 4. - The Secretary shall perform such duties as may be incident to the office, subject to the direction of the Board. The Secretary shall assist in the production of The Confluence, CPRG's publication, and shall maintain the membership records of the organization.

SECTION 5 - The Treasurer shall perform CPRG's accounting. The Treasurer shall bring all bank statements to each CPRG meeting. The Treasurer shall produce an annual report on the organization's finances which shall be printed in The Confluence. The treasurer shall assist the Secretary and any hired employee of CPRG in producing The Confluence.

SECTION 6. - At the expiration of their terms of office, outgoing Board members shall deliver to the new Board members all books, papers, records, and property pertinent to their offices.

SECTION 7. - Vacant Officer positions shall be temporarily filled by a Board or Guide member appointed by the Executive Board; one so appointed will hold office until the position can be filled by the normal process at the next election.

SECTION 8 - Resignation and Removal: Any Director may file a written resignation with the Secretary or President. Any Director may be removed from office by the affirmative vote of two thirds (2/3) of the Directors currently in office who are entitled to vote, taken at any meeting called by the Directors. Removal can be for any reason deemed sufficient by the Directors, including failure to attend meetings, to participate in the affairs of the Organization, and/or unethical or detrimental behavior to the Organization, as determined by the Board of Directors

ARTICLE V. - ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. - Each odd year at the fall meeting, an election for the President shall be held. Each even year the election for the Vice-President shall be held.

SECTION 2. - The position of CPRG Secretary/Treasurer, Conservation Director, and Outreach Director shall have no set term.

SECTION 3. - The term of each office shall be two years. New Officers shall take office after election at the fall meeting. No officer shall hold office for more than two consecutive terms, unless the Board agrees to an extension of the term of office.

SECTION 4. - The Executive Board shall appoint a Nominating Committee of not more than 5 members drawn from the Board and the Guide membership. The Nominating Committee will propose a slate of candidates for each position open in a particular year. Nominees must be Board or Guide members in good standing of CPRG.

SECTION 5 - CPRG elections shall be by written ballot. A postcard ballot shall be mailed to the Guide members listing the nominees for each office, sufficiently in advance of the general meetings to allow the votes to be returned and election results tabulated and presented at the Fall meeting.

ARTICLE VI. - MEMBERSHIP

SECTION 1. - CPRG membership classification shall be:

- A. GUIDE. To qualify for Guide membership, a person must now be working or have in the past worked in the river guiding profession on the Colorado Plateau.
- B. GENERAL MEMBER. Any person, business, or organization having interest in river running in the Colorado Plateau and who subscribes to the purposes of CPRG (ARTICLE II) may apply to become a GENERAL member.
- C. AFFILIATE. CPRG may choose to affiliate with other organizations whose purposes are in keeping with its own.
- D. HONORARY MEMBER. The title of HONORARY MEMBER may be conferred by the Board upon individuals who have contributed in an exceptional manner to CPRG, its

interests and objectives (ARTICLE II), or who have made significant contributions to river running in the Colorado Plateau.

SECTION 2. - Membership applications shall be presented to the CPRG Secretary/Treasurer. The application shall include membership classification and a statement of the applicant's qualifications and experience. The Board shall determine the form and type of information required.

SECTION 3. - Each individual Guide shall have one vote. Only Guides whose dues are current may vote in elections for CPRG officers or for other CPRG business which requires the voting process.

SECTION 4. - A membership shall terminate on the occurrence of any of the following events:

- a. Resignation of a member;
- b. Expiration of the period of membership, unless the membership is renewed;
- c. Failure of a member to pay dues and/or fees set by the Board; and
- d. Removal by 2/3 of the Board for conduct inconsistent with the specific purposes of CPRG or contrary to the best interests of this organization.

ARTICLE VII. - MEETINGS

SECTION 1. - The annual membership meeting shall be held each year in the Fall, at a time and place designated by the Board. Notice of the annual meeting shall be given at least 30 days prior to the meeting. The agenda for the Fall meeting will include the election of Board Members.

SECTION 2. - A membership meeting shall also be held each year in the Spring, at a time and place designated by the Board. Notice of the Spring meeting shall be given at least 30 days prior to the meeting.

SECTION 3. - Additional membership meetings may be called by the Board at times and places designated by them.

SECTION 4. - The Guides present at any membership meeting shall constitute a quorum, provided that written notice of the meeting shall have been mailed to the entire Guide membership at least 30 days prior to the meeting.

SECTION 5. - Election of the Board and passing of resolutions will be held at the Fall meeting. Mail-in ballots from Guide members will be accepted if received before the Fall meeting is convened.

SECTION 6. - The Board shall hold meetings in conjunction with but prior to membership meetings to draft resolutions for consideration at meetings.

ARTICLE VIII. - REVISIONS

SECTION 1. - These by-laws may be amended or revised by a two-thirds majority from Guide members, provided that the entire CPRG Guide membership is notified by mail at least 30 days prior to the meeting where bylaw amendment or revision is on the agenda. A vote to amend the by-laws may be carried out by mail-in ballot.