

Outdoor Equity Coalition

Bylaws

Adopted August 28, 2024

ARTICLE I NAME

The name of this corporation is the Outdoor Equity Coalition, (the “Coalition”).

ARTICLE II PURPOSE

The purpose of the coalition shall be:

- a. Reduce the nature gap by increasing the participation and representation of BIPOC (Black, Indigenous, and People of Color) communities in outdoor recreation activities and leadership roles.
- b. Support small outdoor recreation businesses that serve and employ BIPOC and other marginalized communities and help them thrive in a competitive and changing market.
- c. Amplify the voices and stories of marginalized communities in the outdoor recreation sector and celebrate their contributions and achievements.
- d. Collaborate with outdoor recreation agencies at all levels to ensure compliance with DEI (Diversity, Equity, and Inclusion) goals and objectives, and to share best practices and innovative solutions.
- e. Advocate for legislative policies that promote environmental justice, climate action, land conservation, and outdoor recreation for all.

ARTICLE III MEMBERSHIP

Section 1. There shall be one class of members (each a “Member”). All Members must accept the Coalition’s Diversity Equity Inclusion Belonging (DEIB) pledge.

Section 2. Members. Members may be individuals or organizations who are dedicated to advancing the Coalition’s mission.

Each Member shall be entitled to one vote in the annual meeting and all business meetings of the Coalition.

Section 3: Revocation of Membership: Members may have their membership terminated by unanimous vote of the Board (as defined below). Removal shall occur only after the Member has been notified of the reason for the action and has been given reasonable opportunity for defense.

Such Member, if removed, may appeal the decision of the Board to the rest of the Members, with an opportunity to present their defense at the next Annual Meeting of the Society; provided that notice of intent to appeal is provided to the President (as defined below) at least ten (10) days in advance of the Annual Meeting.

Article IV DUES

Section 1: Annual dues (the “Dues”) shall be established by the board.

Section 2. Any member of the Coalition who shall be delinquent in Dues for a period of ninety (90) days from the time such Dues become payable shall be notified of such delinquency and shall not be entitled to, without limitation, receive Member communications. If payment is not received within the succeeding ninety (90) days, the delinquent Member may have their membership terminated.

Section 3. No Dues shall be refunded to any Member whose membership is terminated, regardless of the reason for the termination.

ARTICLE V MANAGEMENT

Section 1. The officers of the Coalition (“Officers”) shall consist of a president (the “President”), a president-elect (the “President-Elect”), a secretary-treasurer (the “Secretary-Treasurer”) and an immediate past president (the “Immediate Past President”). The President-Elect shall be elected from the Members in a manner prescribed by the Board. All Officers shall serve one-year terms with such terms starting at the beginning of each Administrative Year (as defined below) or until such time as their successor has been elected. Officers may be eligible for re-election. The Secretary-Treasurer will be elected by majority vote of the Board from among the Directors (as defined below) at the first Board meeting of the Administrative Year.

Section 2: The board of directors of the Coalition (the “Board” and each member of the board a “Director”) shall consist of the Officers, and between (1) and eleven (11) Members, who will be elected for staggered two (2) year terms. Such terms will start at the beginning of each Administrative Year.

Section 3: In accordance with other provisions of these Bylaws, a nominating committee (the “Nominating Committee”), consisting of no less than three Members appointed by the President, shall prepare a list of people eligible (i) for each Officer position and (ii) to be Directors and submit it to the Members. Any person so nominated shall have given prior written consent to nomination and service if elected. Additional nominations may be made by submission of the nominee's name and consent to serve signed by ten (10) Members prior to the nomination deadline established by the Board. Elections may be conducted at a meeting, by mail or electronic ballot. If the nominees set forth by the Nominating Committee are uncontested, and no additional nominees are put

forward within the time allowed, the nominees proposed by the Nominating Committee will be elected to their respective positions.

Section 4. The Officers shall constitute an executive committee (the “Executive Committee”). The Executive Committee shall have the authority of the Board between regular meetings of the Board, except the authority to revise Dues and budgets, unless given such authority by the Board in writing. The Executive Committee shall meet at the call of the President and a majority shall constitute a quorum.

Section 5. Should vacancies occur among the Officers or Directors, the Board shall have the authority to appoint an Officer or Director, as applicable, to serve until the next election. Should any Director miss two (2) regular meetings of the Board, unexcused, the Board may remove that Director and declare a vacancy.

Section 6. The Board shall meet at least quarterly at a time, date and location to be set by the President. Board Members are required to attend a minimum of two regularly scheduled board meetings per year.

Section 7. A Director may be removed from the Board for cause, and/or non-compliance with the Coalition’s DEIB Diversity Equity Inclusion and Belonging) pledge (together, “**Grounds for Removal**”) by unanimous vote of the remainder of the Directors that such Director satisfies the Grounds for Removal. Removal of the Director in accordance with this Article V Section 7 is final and may not be appealed.

ARTICLE VI DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall conduct the Annual Meeting and Board meetings of the Coalition. The President shall serve as an ex-officio member of all committees and as Chairperson of the Board of Directors. In absence of the President, the President-Elect shall perform the duties prescribed for the President. In the absence of the President-Elect the Secretary-Treasurer shall preside.

The Secretary-Treasurer will be responsible for overseeing the records maintenance of the Coalition, overseeing the financial affairs of the Coalition, will serve as Chairperson of the Finance Committee, and perform such other duties as may be set forth by the President and the Board of Directors.

Section 2. The Board shall have supervision, control and direction of the affairs of the Coalition and its leadership and administrative staff. The Board may adopt such rules and regulations for the conduct of the Coalition’s business as deemed advisable, and may, in the execution of the

powers granted, delegate certain of its authority and responsibility to the Executive Committee and to any paid staff of the Coalition.

Section 3. At any meeting of the Board, no less than a majority of the Directors shall constitute a quorum for the transaction of the business of the Coalition.

Section 4. At the President’s discretion, they/them may call emergency meetings of the Board. Action taken by a mail ballot, email, electronic or any other means, conference call, or telephone poll, in which at least a majority of the Directors indicate themselves in agreement, shall constitute a valid action of the Board if recorded and approved at the next regular meeting of the Board. Action taken by electronic means must comply with Washington State law, as amended from time to time.

**ARTICLE VII
COMMITTEES**

Section 1: The President, with the approval of the Board, shall designate committees and task forces as outlined in the Policies & Procedures to perform specific tasks on behalf of the Coalition.

Section 2: The President shall appoint the chairs of each committee from the members of the Coalition.

**ARTICLE VIII
MEETINGS**

Section 1. The date, times and locations of Board meetings shall be set by the Board.

Section 2. Ten (10) percent of the Members shall constitute a quorum at any special or regular meeting, and the vote of a majority of those present shall be decisive, except with regard to the amendment of these Bylaws.

Section 3. The Coalition will hold an annual meeting of the Members (the “Annual Meeting”) to be held at a time, date and location established by the Board. The Members shall be notified of the date, time, and place of the Annual Meeting no less than thirty (30) days prior to such meeting.

**ARTICLE IX
NOTICES**

Section 1. Written notice stating the place, day, hour and purpose of any Members meeting of the (whether the **Annual Meeting or a special meeting**) shall be delivered, either personally, by mail, private carrier, telephone, electronic transmission, wire or wireless equipment at least five (5) days prior to the meeting. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the addressee at the last known address in

the records of the Coalition, with postage thereon prepaid. Notice sent by electronic transmission must be in a form consistent with Washington law, as amended from time to time.

Section 2. Written notice stating the place, day, hour and purpose of any **Board meeting** (whether regular or special) shall be delivered, either personally, by mail, private carrier, telephone, electronic transmission, wire or wireless equipment at least five (5) days prior to the meeting. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the addressee at the last known address in the records of the Coalition, with postage thereon prepaid. Notice sent by electronic transmission must be in a form consistent with Washington law, as amended from time to time.

**ARTICLE X
FINANCE**

The Coalition’s fiscal year shall be the calendar year. The Coalition’s administrative year (the “**Administrative Year**”) shall begin on July 1 of each year and conclude on June 30 of the following year.

**ARTICLE XI
POLICIES & PROCEDURES**

Section 1. A set of policies & procedures for the Coalition (the “**Policies and Procedures**”) shall be established.

Section 2. The Policies & Procedures may be adopted, amended, or rescinded by majority vote of the Board or by majority vote of the Members at the Annual Meeting.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. No Director or former Director of the Coalition shall be personally liable to the Coalition or the Members for monetary damages for any conduct as a Director, provided, however, that this section shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director or for any transaction from which the Director will personally receive a benefit in money, property or services to which a Director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a Director for any act or omission prior to the date when this provision becomes effective.

Section 2. Each Officer and Director shall be indemnified by the Coalition against all expenses reasonably incurred by she/them in connection with an action, suit or proceeding to which they may be a party defendant or with which they may be threatened by reason of his/her being or having been a Director or Officer of the Coalition or by reason of having acted pursuant to a resolution of the Board, but an Officer or Director shall not be indemnified for any matter for

which they are held liable for gross negligence or misconduct in the performance of his/her duties. The term "expenses" includes the amount paid in satisfaction of a judgment or in the settlement of a claim if the settlement is approved by a majority of the members of the Board other than those involved, or by a majority of the members of a committee of five or more Members who are not Officers or Directors so involved appointed by the President, subject to the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an Officer or Director may be entitled nor restrict the Coalition's right to indemnify or reimburse an Officer or Director in a proper case even though not specifically provided for herein.

**ARTICLE XIII
DISSOLUTION**

Section 1. Coalition shall use its funds only to accomplish the objectives and purposes specified in Article II and no part of said funds shall inure, or be distributed, to the members of the Coalition. On dissolution of the Coalition, any funds remaining shall be distributed to one or more qualified 501(c)(3) charitable, educational, scientific or philanthropic organizations to be selected by the Board.

**ARTICLE XIV
AMENDMENTS**

Section 1. These Bylaws may be amended, in whole or in part, by majority vote of the Board or by majority vote of the Members, provided that a complete description of such amendments is sent (electronically or by other means) to each Member. These Bylaws may also be amended by electronic or mail ballot, with a majority of those returning ballots in support of the amendments.

**ARTICLE XV
DIVERSITY, EQUITY, INCLUSION & BELONGING**

Section 1. In principle and in practice, the Coalition values and seeks diverse and inclusive participation. These values shall be codified in a diversity, equity, inclusion and belonging pledge adopted by the Board.