

BRCC ByLaws

Article 1 – Offices

Section 1. Principal Office

Article 2. – Nonprofit Name and Purposes

Section 1. Name

Section 2. Purpose

Section 3. Nondiscrimination

Article 3 – Directors

Section 1. Number of Directors

Section 2. Officers of the Corporation

Section 3. Qualifications of the Board of Directors

Section 4. Nomination of Directors

Section 5. Election of Directors

Section 6. Terms of Directors

Section 7. Vacancies

Section 8. Resignation of Directors

Section 9. Removal of Directors

Section 10. Regular Meetings

Section 11. Special Meetings

Section 12. Notice of Meetings

Section 13. Quorum for Meetings

Section 14. Majority Action As Board Action

Section 15. Conduct of Meetings

Section 16. Powers

Section 17. Duties

Section 18. Compensation

Section 19. Conflict of Interest

Section 20. Non-liability of Directors

Section 21. Indemnification by Corporation of Directors and Officers

Section 22. Insurance For Corporate Agents

Article 4 – Duties of Directors

Section 1. General Duties

Section 2. Duties of President

Section 3. Duties of Vice President

Section 4. Duties of Secretary

Section 5. Duties Of Treasurer

Section 6. Duties of Large Fleet Captain

Section 7. Duties of Small Fleet Captain

Section 8. Duties of Competition Director

Section 9. Duties of Membership Director

Section 10. Duties of Community Outreach Director

Section 11. Duties of Marketing Director

Article 1 – Offices

Section 1. Principal Office

The principal office of the Corporation is located in Alameda County, State of California at a place designated from time to time by a resolution of the board of directors.

Article 2. – Nonprofit Name and Purposes

Section 1. Name

The name of the Corporation is Berkeley Racing and Canoe Center, hereinafter referred to as “Corporation”.

Section 2. Purpose

The specific objectives and purposes of this Corporation shall be to foster national and international amateur canoeing competition as a charitable and educational organization under Section 501(c)(3) of the United States Internal Revenue Code or its successor, and to provide low cost access to recreational and competitive team paddling for youth, school, and adult members.

Section 3. Nondiscrimination

This Corporation shall not discriminate against any member or applicant for memberships, or employee or applicant for employment because of race, color, national origin, ancestry, religion, age, physical or mental disability or medical condition, sex, gender, gender identity, gender expression, sexual orientation, genetic information, marital status, pregnancy, political affiliation, or veterans’ status.

Article 3. – Directors

Section 1. Number of Directors

The Corporation shall have at least eight (8) directors and a maximum of twelve (12) and collectively they shall be known as the Board of Directors. The

exact number of directors shall be fixed from time to time by a resolution of the Board of Directors. In addition, the Corporation may have one or more non-voting representatives of additional teams or subgroups.

The elected officers of the Board of Directors shall be directors and shall include:

- President
- Vice President
- Treasurer
- Secretary

Appointed Directors may include the following designations or additional designations as may be determined from time to time by the Board of Directors:

- Large Fleet Captain
- Small Fleet Captain
- Competition Director
- Membership Director
- Community Outreach Director
- Marketing Director
- Compliance and Safety Director

Section 2. Officers of the Corporation

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and other

such officers with such titles as may be determined from time to time by the Board of Directors

Section 3. Qualifications of the Board of Directors

Directors shall be current members of the Corporation and shall maintain their membership during their term(s) of office. Any member over 18 years of age may serve as an officer or director of this Corporation.

Section 4. Nomination of Officers

At least one month prior to the annual membership meeting, the Board of Directors shall publicize the open positions, call for nominations, and provide instructions for how candidates may express interest. Candidates may be nominated, with their permission, by other current members or may self-nominate in advance of the meeting or during the annual membership meeting.

Section 5. Election of Directors

Officers shall be elected by a simple majority vote of the membership at the annual membership meeting. Cumulative voting (casting all of an individual's votes for one candidate) for the election of officers shall not be permitted. The candidates for officers receiving the highest number of votes of all Members shall be elected. Uncontested positions shall be approved by a vote of the membership.

Section 6. Terms of Directors

The term of each Officer of the Board shall be three years, provided, however, that for all Officers serving as of the date the Bylaws are amended to set the term to three years, the Board of Directors shall determine by resolution a term of either one, two or three years for each Officer then serving such that the terms of all Officers are staggered with approximately one-third of the Board elected each year. An Officer shall hold office for the time for which they are elected or until their successor is elected and qualified or until their resignation

or removal. Their term shall commence upon adjournment of the meeting where they are elected or upon announcement of election results, whichever is later.

Section 7. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, officer vacancies on the board may be filled by appointment and approval of the Board of Directors. A person appointed to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until their death, resignation or removal from office.

Section 8. Resignation of Directors

Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 9. Removal of Directors

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. A vacancy of office will be considered to exist if a director fails to attend three meetings in a row or four or more meetings in one twelve-month period.

Section 10. Regular Meetings

Regular meetings of Directors shall be held in-person or via an online platform such as Zoom. Participation in a meeting through use of an online platform constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Regular meetings of the Board of Directors shall be held at least quarterly at a location and time designated by the Board of Directors.

An action required or permitted to be taken by the board may be taken without a meeting, if a majority of the members of the board shall individually or collectively consent in writing to that action and if the number of members of the board serving at the time constitutes a quorum. Any action taken in such a manner shall be summarized on the subsequent regular meeting agenda and documented in the meeting minutes.

Section 11. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings may be held at the place designated by the person or persons calling the special meeting in-person or via an online platform such as Zoom.

Section 12. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.* No notice is required if meetings are set in advance by the board. If not set in advance, at least one week prior notice shall be given by the President or Secretary of the Corporation to each Director of the specific time and place of each regular meeting of the Board, after conferring with all available Directors. Such notice may be by telephone,

written or electronic, may be given personally, by first class mail, by telephone, or by email, and shall state the place, date and time of the meeting.

- b. *Special Meetings.* At least 96 hours prior notice shall be given by the President or Secretary of the Corporation to each director of each special meeting of the board. Notice may be by any means specified in 10a.
- c. *Waiver of Notice:* Any Director may waive any notice required by these Bylaws. Any Director who has not received notice of a Board of Directors meeting but has attended that meeting shall be considered to have waived notice of that meeting, unless they request that their protest be recorded in the minutes of the meeting.

Section 13. Quorum for Meetings

A majority of the Board of Directors shall constitute a quorum. For purposes of determining a quorum, vacancies on the Board shall not count toward the number of Board members.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business may be considered by the board at any meeting at which the required quorum is not present.

Section 14. Majority Action as Board Action

Every act or decision requires a vote of a majority of the directors present at a meeting duly held. Such action is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 15. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in their absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the

Corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The Secretary shall archive all email and electronic conferencing posts during an electronic meeting.

All meetings shall be conducted in such a manner as to ensure that all members of the Board of Directors have full access to all discussion relative to the issues under consideration, and votes shall be conducted so that all members of the Board of Directors deemed to be present are able to vote.

Section 16. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 17. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- c. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;

- e. Register their physical and electronic addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- f. Develop, approve and maintain the Operating Rules which govern the use of equipment owned and operated by the Corporation, and the conduct of members while using or preparing to use such equipment;
- g. Develop, approve, maintain, and adhere to policies not limited to, but including a financial policy, anti-harassment policy and member code of conduct;
- h. No single director may authorize expenditures, sell or purchase assets, or create financial obligations on behalf of the Corporation except as otherwise may be provided for in the annual budget or any accounting policies or manuals of the Corporation.

Section 18. Compensation

Directors shall serve without compensation except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 19. Conflict of Interest

A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of the Corporation.

No member of the Board of Directors shall vote on any matter in which such Director or any parent, spouse, child, partner, employer or similar business entity has a conflict of interest.

Section 20. Non Liability of Directors

No director shall be personally liable for the debts, liabilities or other obligations of the Corporation, except in cases of gross negligence and/or misconduct on the part of the individual director.

Section 21. Indemnification by Corporation of Directors and Officers

The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 22. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation). Such insurance shall protect the agent against liabilities asserted against or incurred by the agent when acting in such capacity or arising out of the agent's status as such. Such insurance shall apply whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 4. – Duties of Directors

Section 1. General Duties

Directors shall perform all duties incident to the position and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to them from time to time by the Board of Directors. In addition, specific positions have the following responsibilities:

Section 2. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of

Incorporation or by these Bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

The President shall be responsible for administering insurance coverage for the Corporation and maintaining insurance documents and records.

The President shall be responsible for preparing and submitting an application for a waiver of berthing fees to the City of Berkeley by February 1st of each year per Berkeley City Council Resolution No. 58,895-N.S. or as otherwise required by the City of Berkeley. Documents required are outlined in the resolution and include an Annual Report, Financial Statement, and a report detailing the community services provided in the prior year. These documents are to be assembled with updates from each of the directors on their areas of responsibility.

Section 3. Duties of Vice President

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. In the case of a vacancy in the President position, the Vice President shall act as President until a successor is appointed by the board. The VP shall assist the President on projects as needed.

The Vice President shall serve as the community liaison with other entities, for example the Berkeley Marina, other City of Berkeley departments, Berkeley Yacht Club, etc.

The Vice-President shall ensure all board members are properly oriented on board policies, procedures and the by-laws. This in no way removes individual board members from their legal duties and obligations to know, understand, and abide by board policies, procedures and the by-laws.

Section 4. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Corporation or at such other place as the board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book and/or secure electronic record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the Corporation, except as otherwise provided by these Bylaws.

Provide the Bylaws and meeting minutes to any director of the Corporation, or to their agent or attorney, on request.

Section 5. Duties Of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as may be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to their agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Section 6. Duties of Large Fleet Captain

The Fleet Captain shall be responsible for overseeing the maintenance and berthing of the dragon boats and related equipment owned or operated by the Corporation and for the coordinating and maintaining boat use logs as required.

The Fleet Captain shall establish committees to assist with these responsibilities at their discretion as needed.

The Fleet Captain may also be referred to as the Site Manager.

Section 7. Duties of Small Fleet Captain

The Small Fleet Captain shall be responsible for overseeing the maintenance and berthing of the small fleet and related equipment owned or operated by the Corporation and for the coordinating and maintaining boat use logs as required.

The Fleet Captain may establish committees to assist with these responsibilities at their discretion as needed.

Section 8. Duties of Competition Director

The Competition Director shall be responsible for administration and management of the racing program, and shall closely coordinate with individual teams that may exist as groups within the BRCC membership.

The Competition Director shall be responsible for coordinating a cadre of coaches who will, with certified steerspeople, lead practices for teams in development under the BRCC umbrella.

Section 9. Duties of Membership Director

The Membership Director shall be responsible for maintaining membership records, including the membership category and dues schedule for each member. The Membership Director shall keep at the principal office of the Corporation or other place designated by the Board of Directors of the Corporation, a membership book and electronic record containing name and address of each and any members, and, in the case where any membership has been terminated, the date on which such membership ceased.

The Membership Director shall receive and maintain signed waivers for anyone who goes out on a BRCC vessel. They shall also require and monitor the submission of signed waivers by each member at the start of their membership and at the beginning of each calendar year for every membership year thereafter. They shall also submit all new waivers to the insurance company.

The Membership director will maintain the list of BRCC members who have marina keys, including the key numbers, and contact info for the members. They will provide an updated list of current BRCC key holders to the marina office as needed.

Section 10. Duties of Community Outreach Director

The Outreach Director shall be responsible for overseeing the public service and community outreach components of BRCC. These activities will include coordinating participation in City festival events (July 4, Berkeley Bay Festival), coordinating and scheduling paddling experiences for youth and

community programs, and excursions donated to community non-profit groups for fundraising auctions.

The Outreach Director shall take a leadership role in developing and cultivating corporate support through team building activities and team development.

The Outreach Director shall maintain relations with the Berkeley Marina staff, Waterfront Commission, City recreation departments, for example as well as other agencies or non-profit entities that may be in a position to participate in outreach events, youth programs and youth or high school teams.

Section 11. Duties of Marketing Director

The Marketing Director shall be responsible for developing and maintaining the organization's digital strategies for internal communications and external marketing and communications. Examples of those duties include BRCC website updates, developing marketing materials, maintaining MailChimp emails and groups.io DragonMax email list, maintaining Wikipedia, and receiving Google voice calls.

Section 12. Duties of the Compliance and Safety Director

The Compliance and Safety Director shall be responsible for operational safety issues and for recommending standards for training, testing and certification of members. The Compliance and Safety Director shall develop and maintain documents related to this function, including instructional materials, tests and records of member certification levels.

These documents shall include:

- Written tests for steerspersons and related certifications
- List of BRCC certified steers people and their test records

The Compliance and Safety Director is also responsible for maintaining equipment directly related to operational safety, including but not limited to:

- All required onboard safety equipment

- Onboard storage containers for safety equipment
- Navigation lights, including battery spares and mounting hardware
- Storage for safety equipment in the dock lockers

Article 5. – Committees

Section 1. Committees

The Corporation shall have such committees as may from time to time be designated by approval of the Board of Directors. Advisory committees may include persons who are not members of the board and shall act in an advisory capacity to the board. Board committees shall consist solely of directors and may be designated appropriate decision making authority by the Board of Directors.

Section 2. Meetings and Action of Committees

The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Any committee established pursuant to Article 5 Section 1 shall provide regular updates to the Board.

Article 6. – Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

Article 7. – Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office or other location designated by the Board of Directors of the Corporation:

- a. Minutes of all meetings of directors, committees of the board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 3. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Right To Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Section 6. Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions such as email, provided (i) for electronic transmission from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article 8. – IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, 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.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 9. – Review and Amendment of Bylaws

These bylaws shall be reviewed by the Board at least every three years to evaluate the need for any amendments. As provided under provisions of law, these Bylaws may be altered, amended or repealed and new Bylaws adopted by approval of the Membership.

Article 10. – Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 11. – Members (Membership Provision of the Bylaws)

Section 1. Determination and Rights of Members

The Corporation shall have only one class of members. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members

Members shall be at least 14 years of age and have parent or guardian permission if under 18 years of age.

Members shall agree to and sign the liability waiver, and in addition a parent or guardian shall agree to and sign the liability waiver if the member is under 18 years of age.

Section 3. Admission of Members

Applicants shall be admitted to membership by the Membership Director upon payment of the annual dues and acceptance of the membership application by any member of the Board of Directors.

The term of membership shall be January 1- December 31 or as otherwise determined by the Board of Directors.

Section 4. Fees and Dues

The annual dues payable to the Corporation by members shall be set by the Board of Directors.

Section 5. Number Of Members

There is no limit on the number of members the Corporation may admit.

Section 6. Membership Book

The Corporation shall keep a membership book or secure electronic record containing the name and address of each member. Termination of the membership of any member shall be recorded in the book or electronic record, together with the date of termination of such membership. Such book or electronic record shall be kept at the Corporation's principal office or at such other place as the board may determine.

Section 7. Non-liability of Members

A member of this Corporation is not, as such, personally liable for the debts, liabilities or obligations of the Corporation.

Section 8. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon their notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b. If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, emailed, or mailed to such member by the Secretary of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

Article 12. – Meetings of Members

Section 1. Place of Meetings

Meetings of members shall be held at the Berkeley Marina or at such other locations as may be designated by the Board of Directors, including online.

Section 2. Regular Meetings

A regular meeting of members shall be held each calendar year, on a Saturday in January, for the purpose of electing new directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Section 3. Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, the President of the Corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or by electronic mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone or electronically.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings

For the purposes of electing officers, a quorum shall consist of 10% of the voting members of the Corporation. The membership figure will be calculated as of December 31 of the previous year, prior to the Annual Meeting held in January.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater number.

Section 7. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or ballot. Election of Directors, however, shall be by written or electronic ballot.

Section 8. Action by Written or Electronic Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation

distributes a written or electronic (email) ballot to each member entitled to vote on the matter. The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- d. shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed, emailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the President of the Corporation or, in their absence, by the Vice President of the Corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

