

BY-LAWS OF EXPLORE NORTHCOAST ASSOCIATION

ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the organization shall be Explore North Coast
- Section 2: Explore North Coast is an association of paddlers created to organize regular paddling events, promote paddling safety and education, and explore improvements to bay and coastal access through stewardship of our coastal environment.

ARTICLE II - MEMBERSHIP

- Section 3: Application for voting membership shall be open to any individual or family that support the purpose stated in Article 1, Section 2, and pays the required membership dues. The board may, in its discretion, waive payment of membership dues on an individual basis.
- Section 2: The secretary of the board shall grant membership upon filling out a membership application and acceptance of that application, together with payment of membership dues.
- Section 3: Each voting member, of the organization, shall have one vote at the annual election of officers and board members. Household memberships shall have only one vote, regardless of the number of individuals constituting the household.
- Section 4: The board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The date, time and place of the annual meeting shall be set by the Board of Directors.
- Section 2: Special Meetings. Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.
- Section 3: Additional membership meetings may be held at the discretion of the board.
- Section 3: Notice. Notice of each meeting shall be given to each voting member, personally, by email, or by first-class mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, and Composition. The board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to its committees and/or employees, if any. The board shall have up to eleven, and no fewer than five, members. The board receives no compensation other than reasonable expenses.
- Section 2: Meetings. The board shall meet at least quarterly, at an agreed upon time and place.
- Section 3: Board Elections shall occur annually by mail. The active members at the time of the election shall elect the board.

- Section 4: Board Development Committee. A Board Development Committee shall be appointed by the board to represent the paddling community. The Board Development Committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.
- Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives equal to one and a half times the number of elected member representatives to be chosen each year. Nominees selected by the Board Development Committee must be members in good standing. In addition to the slate of nominees presented by the Board Development Committee, any member representative may become a nominee by obtaining the signature of five percent of the membership who move his or her nomination. The election will be held by mail in accordance with the election procedures established by the Board of Directors. The nominees receiving the largest number of votes in the annual election shall be elected to those full term vacancies which exist.
- Section 6: NOT USED
- Section 7: Terms. All board members shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than four two-year terms. The first Board will include members with one and two-year terms to begin staggered terms. The Founder of Explore North Coast, John Ash, is exempted from this rule and may serve on the Board until he resigns or retires. After six years he shall become a nonvoting member of the Board.
- Section 8: Quorum. A quorum of at least forty percent of the board members must be present at a meeting before business can be transacted or motions made or passed.

Section 9: Notice. An official board meeting requires that each board member have notice two weeks in advance. Notice may be given personally, by telephone, by email or by first-class mail.

Section 10: Officers and Duties. There shall be five officers of the board consisting of a President, a Vice-President, a Secretary, and a Treasurer. The board at the first Board Meeting following board elections shall elect the officers. Their duties are as follows:

The **President** shall convene regularly scheduled board meetings, shall preside at each board meeting and membership meeting, or if he or she is not available, arrange for the another officer to so preside. He or she shall execute contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors.

The **Vice-President** will preside over board or membership meetings in the absence of the President.

The **Secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting notices, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, pay the bills, maintain the bank accounts, prepare or oversee the preparation of any filings required by the IRS or Franchise Tax Board and make financial information available to board members and the public.

Section 11: Vacancies. When a vacancy on the board exists, the Secretary may receive nominations for director from present directors and members, two weeks in advance of a board meeting. These nominations shall be sent out

to directors with the regular board meeting announcement, to be voted upon at the next board meeting. All vacancies will be filled only to the end of the particular director's term.

Section 12: Resignation, Termination and Absences. Resignation from the board must be in writing and received by the Secretary. A director may be dropped for excess absences from the board if he or she has three unexcused absences from board meetings in a year. A director may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 13: Special Meetings. Special meetings of the board shall be called upon the request of the President or one-third of the board. The Secretary shall send out notices of special meetings to each director at least one week in advance.

Section 14. The board may set a dues schedule for membership.

ARTICLE V - COMMITTEES

Section 1: The board may create committees as needed, such as public relations, membership, education, events, and safety. There shall be three standing committees - Executive, Event Planning and Finance Committees. The board appoints all committee chairs.

Section 2: The board officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the power and authority granted to it by the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other board members. The Finance Committee is

responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other directors. The board must approve the budget, and all expenditures must be within the budget. The board must approve any major change in the budget. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the board showing income, expenditures and pending income. The financial records of the board shall be made available to the board and members on reasonable request,

Section 4: Event Planning Committee. The Event Planning Committee is responsible for developing an annual schedule of paddling events and classes. The board must approve the event schedule. The Event Planning Committee may make any changes to the events and schedule if the general program approved by the board is followed. The board must approve any major changes to the plan and schedule.

ARTICLE VI - STAFF

Section 1: The board may hire such staff as may be necessary to perform such duties as the board may determine.

ARTICLE VII - AMENDMENTS

Section 1: These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of six (6) preceding pages, as the Bylaws of this corporation.

Dated: October 24, 2004
