

1 **Draft 5/12/22 BYLAWS OF EXPLORE NORTH COAST**

2 **ARTICLE I - NAME AND PURPOSE**

3 **Section 1:**

4 The name of the organization shall be Explore North Coast.

5 **Section 2:**

6 Explore North Coast is an association of paddlers that holds regular paddling events,
7 promotes paddling safety and education and encourages stewardship of, and
8 improvements to, bay and coastal access on the North Coast.

9

10 **ARTICLE II - MEMBERSHIP**

11 **Section 1:**

12 Application for membership shall be open to any individual that supports the purpose
13 stated in Article I, Section 2, and pays the required membership dues. The Board may, in
14 its discretion, waive payment of membership dues on an individual basis.

15 **Section 2:**

16 The Secretary of the Board shall grant membership upon receipt of a completed
17 membership application and payment of membership dues.

18 **Section 3:**

19 Each member of the organization shall be able to participate in club paddles without
20 paying the fees required of guest paddlers. Other paddle fees may be required for
21 insurance purposes.

22

23 **ARTICLE III - MEETINGS OF THE BOARD OF DIRECTORS**

24 **Section1:**

25 Annual Meeting. The date, time and place of the annual meeting shall be set by the
26 Board of Directors.

27 **Section 2:**

28 Special Meetings. Special meetings may be called by the President, the Executive
29 Committee or a simple majority of the Directors. A petition signed by ten percent of the
30 club members may call a special meeting.

31 **Section 3:**

32 Additional board meetings may be held at the discretion of the Board.

33

34 **Section 4:**

35 Notice of Meetings. Notice of each meeting shall be given to each member personally or
36 by postal or electronic mail not less than ten days before the meeting.

37

38 **ARTICLE IV - BOARD OF DIRECTORS**

39 **Section 1:**

40 Board Role, Size and Composition. The Board is responsible for overall policy and
41 direction of the organization, and delegates responsibility for day-to-day operations to
42 its committees and/or employees, if any. The Board shall have up to eleven and no
43 fewer than five members. The Board receives no compensation other than reasonable
44 expenses.

45 **Section 2:**

46 Board Meetings. The Board shall meet at least quarterly at an agreed upon time and place.

47 **Section 3:**

48 Board Elections shall occur annually in accordance with election procedures established
49 by the Board. The current board shall elect the new Board of Directors at the November
50 or December Board meeting. The Board of Directors shall be members in good standing.

51 **Section 5:**

52 Election Procedures. Board elections shall be completed by the end of the calendar year.
53 During the four weeks preceding the board election, the Board will ask for volunteers
54 among members who would like to join the board.

55 The board will determine, by December 1st each year, which current board members are
56 returning for the coming year. The new board will have between 5 and 11 members. If the
57 number of returning board members plus the new board applicants (who are club
58 members) exceeds 11 people, the current board will vote to determine which 11 people
59 will be on the new board. Preference will be given to returning board members.

60 If the number of returning board members plus the new board applicants is 11 or fewer,
61 the board will elect all of the returning and new applicants to the new board. The board
62 may decline to elect any new applicant if a majority of the board agrees that there is a
63 reason to do so.

64 **Section 6:**

65 Terms. All Directors shall serve two-year terms and are eligible for reelection.

66 **Section 7:**

67 Quorum. A quorum of at least forty percent of the Directors must be present at a
68 meeting before any Board business can be transacted.

69

70 **Section 8:**

71 Notice. An official Board meeting requires that each Director have notice at least two
72 weeks in advance. Notice may be given personally, by telephone, or by postal or
73 electronic mail.

74 **Section 9:**

75 Officers and Duties. There shall be four officers of the Board consisting of a President,
76 Vice-President, Secretary and Treasurer. The Directors at the first Board meeting
77 following Board elections shall elect the officers. Their duties are as follows:

78 The **President** shall convene regularly scheduled Board meetings, and shall preside at
79 each Board meeting and membership meeting. The President shall execute contracts,
80 checks or other instruments which may from time to time be authorized by the Board.

81 The **Vice-President** or another board member selected by those present shall preside
82 over Board or membership meetings in the absence of the President.

83 The **Secretary** shall be responsible for keeping records of Board actions, including
84 overseeing the taking of minutes at all Board meetings, sending out meeting notices,
85 distributing copies of minutes and the agenda to each Board member, assuring that
86 corporate records are maintained and making available meeting minutes to members upon
87 request. The minutes of Board meetings can be done by any Board member chosen by the
88 board to do so.

89 The **Treasurer** shall make reports as requested by the Board. The Treasurer shall assist in
90 the preparation of the budget, pay bills, maintain bank accounts, prepare or oversee the
91 preparation of filings required by the Internal Revenue Service or Franchise Tax Board,
92 and make financial information available to the Directors, members and public.

93 **Section 10:**

94 Vacancies. Vacancies can occur when a Board member completes their term or for reasons
95 like those described in Section 11. When a vacancy on the Board exists, the Board shall
96 decide whether or not to fill the vacancy. If the Board chooses to fill the vacant position,
97 notice of opening(s) will be announced to all club members and the board will vote on
98 applicants to fill the vacancy at the next board meeting. If the board has fewer than 11
99 members, new volunteers can be added to the board at any time by approval of the Board.

100
101 **Section 11:**

102 Resignation, Termination and Absences. Resignation from the Board must be in writing
103 and received by the Secretary. A Director may be dropped for excess absences from the
104 Board if he or she has 3 unexcused absences from Board meetings in one year. A Director
105 may be removed for other reasons by a three-fourths vote of the remaining Directors.

106 **Section 12:**

107 Special meetings of the Board shall be called upon the request of the President or one-
108 third of the Board. The Secretary shall send out notices of special meetings to each
109 Director at least one week in advance.

110 **Section 13.** The Board may set a dues schedule for membership.

111

112

ARTICLE V - COMMITTEES

113 Section 1:

114 The Board may create committees, as needed, for Board development, public relations,
115 membership, education, events, safety or other purposes. The Board shall appoint all
116 committee chairs.

117 Section 2:

118 Executive Committee. Board officers shall serve as the members of the Executive
119 Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the
120 Executive Committee shall have all of the power and authority granted to it by the Board
121 of Directors in the intervals between meetings of the Board, subject to the direction and
122 control of the Board.

123

124

ARTICLE VI-STAFF

125 Section 1:

126 The Board may hire staff, as needed, to perform such duties as the Board may determine.

127

ARTICLE VII - AMENDMENTS

128 Section 1:

129 These Bylaws may be amended, when necessary, by a two-thirds majority of the Board of
130 Directors. Proposed amendments must be submitted to the Secretary to be sent out with
131 regular Board announcements.

132

Certificate of Secretary

133 I, xxxxxxxxxxxx, hereby certify:

134 That I am the duly elected and acting Secretary of Explore North Coast, a
135 California Nonprofit Public Benefit Corporation; and

136 That the foregoing Bylaws comprising the six (6) previous pages constitute the revised
137 Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors held
138 on xxxxxr 1, 2022.

139 **WITNESS, I have hereunder subscribed my name this day of**

140 _____

141 Secretary: _____

142

143 xxxxxr 8, 2022