

BYLAWS OF EXPLORE NORTH COAST

ARTICLE I - NAME AND PURPOSE

- Section 1: The name of the organization shall be Explore North Coast.
- Section 2: Explore North Coast is an association of paddlers that holds regular paddling events, promotes paddling safety and education and encourages stewardship of, and improvements to, bay and coastal access on the North Coast.

ARTICLE II - MEMBERSHIP

- Section 1: Application for voting membership shall be open to any individual that supports the purpose stated in Article I, 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 receipt of a completed membership application and payment of membership dues.
- Section 3: Each voting member of the organization shall have one vote during the annual election of Board members.
- Section 4: The Board shall have the authority to establish and define non-voting 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 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 4: Notice of Meetings. Notice of each meeting shall be given to each voting member personally or by postal or electronic 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: Board Meetings. The Board shall meet at least quarterly at an agreed upon time and place.
- Section 3: Board Elections shall occur annually in accordance with election procedures established by the Board. The voting members at the time of the election shall elect the Board Directors.

Section 4: The Board of Directors shall be members in good standing.

Section 5: Election Procedures. Board elections shall be completed by the end of the calendar year. The Board shall appoint a Nomination and Election Committee that shall be responsible for conducting the election. The committee shall nominate a slate of candidates equal to at least the number of Directors to be elected each year. The committee shall be chaired by a Board member who is not running for re-election, and include at least two club members who are not on the Board or seeking a position on the Board. In the event the number of nominees is equal to the number of Directors to be elected, the Board may waive the actual election. In that event, the President shall notify members of the names of the new Directors. All matters related to elections can be conducted by either postal or electronic mail.

In addition to the slate of nominees presented by the Nomination and Election Committee, any member may become a nominee by obtaining the signatures of at least five voting members who move his or her nomination. The nominees receiving the largest number of votes during the annual election shall be elected to those full term vacancies which exist.

Section 6: Terms. All Directors shall serve two-year terms and are eligible for re-election. No Director shall serve more than four consecutive two-year terms. The first Board will include members with one and two-year terms to begin staggered terms. Terms begin and end with the calendar year.

Section 7: Quorum. A quorum of at least forty percent of the Directors must be present at a meeting before any Board business can be transacted.

Section 8: Notice. An official Board meeting requires that each Director have notice at least two weeks in advance. Notice may be given personally, by telephone, or by postal or electronic mail.

Section 9: **Officers and Duties.** There shall be four officers of the Board consisting of a President, Vice-President, Secretary and Treasurer. The Directors 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, and shall preside at each Board meeting and membership meeting. The President shall execute contracts, checks or other instruments which may from time to time be authorized by the Board.

The **Vice-President** shall 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, assuring that corporate records are maintained and making available meeting minutes to members upon request.

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

Section 10: **Vacancies.** Vacancies can occur when a Board member completes their term or for other reasons such as those described in Section 11. When a vacancy on the Board exists, the Board shall decide whether or not to fill the vacant position. If created by the completion of term, the vacant position shall be filled by procedures described in Section 5. If created by other reasons, the Secretary shall solicit nominations for the vacant position from present Directors and club members at least two weeks in

advance of a Board meeting. These nominations shall be sent to Directors with the regular Board meeting announcement to be voted upon at the next Board meeting. Vacancies created by reasons other than the completion of a Board member's term shall be filled only to the end of the vacant Director's term.

Section 11: 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 one year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 12: 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 13. The Board may set a dues schedule for membership.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees, as needed, for Board development, public relations, membership, education, events, safety or other purposes. The Board shall appoint all committee chairs.

Section 2: Executive Committee. 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, subject to the direction and control of the Board.

ARTICLE VI - STAFF

Section 1: The Board may hire staff, as needed, 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.

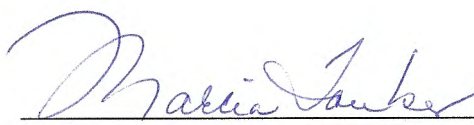
Certificate of Secretary

I, MARCIA TAUBER, hereby certify:

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

That the foregoing Bylaws comprising the six (6) previous pages constitute the revised Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors held on October 1, 2012.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 8 day of December, 2012.



Secretary