

OUTRIGGER SANTA CRUZ

BY- LAWS

ARTICLE I: GENERAL

Section 1: Name. The name of this organization shall be Outrigger Santa Cruz, Inc. (hereinafter called the "*Corporation*").

Section 2: Location. The main office of the Corporation shall be at such address as the Board of Directors may decide. The Corporation may also have offices at such other place or places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Section 3: Purposes.

The purpose of Outrigger Santa Cruz is to improve the quality of life for persons of all ages, with or without physical or cultural disadvantages or disabilities, without regard to age, gender, creed, ethnicity, or physical ability. Through the venue of utilizing the six person Polynesian outrigger canoe, we train, foster, and promote physical, mental, emotional, and spiritual enhancement for persons of all physical abilities and ages, as well as providing diversity and multi-ethnicity training and respect. We do this in the following three main areas:

1. Provide community outreach through a working relationship with local organizations serving able-bodied as well as disabled persons, mentally sound or challenged, or culturally disadvantaged children and adults. This includes schools, churches, and city and county agencies, and other agencies. Through our outreach programs we promote cross-cultural respect, environmental awareness, and clean water activities. We will continue to cultivate and maintain working relationships with organizations serving persons with and without physical or mental disabilities.
2. Recreational paddling activities. Regularly scheduled training and activities are provided for persons of any age, physical ability, or cultural background. These include organized training, water safety, and ocean environmental awareness. We create an environment where persons of all physical abilities may receive psychological, physiological, and therapeutic benefits.
3. Outrigger canoe racing. Racing crews are provided for those members of our club that express interest in racing. A variety of outrigger canoe racing venues are available locally and statewide, open to multiple levels of ability and commitment. Akau Hana provides skills, training, safety awareness and coaching for persons of all ages and physical abilities. Once minimum safety and water skills are met, we support and promote any person or group in their endeavor to race competitively at their appropriate level of ability.

In addition to the above, we further our Mission by developing and promoting the following activities and values:

1. To further the work of, to improve the effectiveness of, and to enhance the public understanding of and appreciation for the culture and practice of outrigger canoeing, and its relationship to the underrepresented peoples of Hawaii, Polynesia, and other Pacific Island cultures.
2. To enhance the cooperation among athletes, educators, and concerned individuals in promoting the welfare of underserved children, seniors, and adults utilizing outrigger canoeing as a vehicle for team and cross cultural cooperation.
3. To create, participate in, and help promote awareness, protection, and preservation of the Monterey Bay Marine Sanctuary and its coastal environment.
4. To organize, promote and coordinate regional and local events, meets, and clinics, and to promote the purposes herein mentioned.
5. To conduct fund raising and other resource development efforts to carry on the purposes outlined herein.
6. To cooperate with other individuals, enterprises, and other groups whose purposes include the achievement of public understanding, cooperation, and participation in outrigger canoeing and Pacific Island culture.
7. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessarily useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid and assist other organizations, or agencies or institutions, both public and private, whose activities are such as to further accomplish, foster or attain any of such purposes of the corporation. Notwithstanding anything hereunto the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in *Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended* (or the corresponding provision of the future federal income tax law).
8. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual. In the event of the liquidation or the dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation shall be

used or distributed exclusively for the purposes within the intent of *Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended* (or the corresponding provision of the future federal income tax law).

ARTICLE II: MEMBERSHIP

Section 1: Membership. The membership shall be composed of Regular members, Family members, and Student members. The Board is free to create other categories of members.

Section 2: Regular Members. Regular members shall be persons who practice, teach or otherwise promote or participate in the values and actions outlined above in Purposes. Only Regular members may hold office. Every regular club member is entitled to cast a vote for every open Board of Directors position as well as for every individual issue that the Board of Directors refers to the membership.

Section 3: Family Members. Family members shall be those persons who comprise the immediate family of an existing member. Every member shall have the full rights of a Regular member or Student member, as appropriate.

Section 4: Student Members. Student members shall be persons under the age of 21 years. Student members may participate in any and all activities at the discretion of the Board of Directors.

Section 5: Dues. The Board of Directors shall determine membership dues and fees. Dues shall be payable annually, in advance. Members shall pay dues to the Treasurer.

Section 6: Late Dues. Any member whose dues are more than three (3) months overdue may lose the power to vote and to receive privileges normally furnished without special charge to members in good standing. After six (6) months, the Board may automatically place the non-paying member or chapter in the inactive category. The Board will have the ability to excuse any member from the payment of annual dues, temporarily or permanently. The Board of Directors, for cause deemed by it to be sufficient, may remove any name from the list of those permanently excused from the payment of dues.

Section 7: Termination of Membership. The Board of Directors may terminate the membership in the Corporation of any member or chapter for repeated infractions of the by-laws, rules, and/or regulations of this organization. Any member, regular or otherwise, may terminate membership at any time, upon written notification to the Secretary of this organization of the effective date of resignation.

ARTICLE III: GOVERNING BODY

Section 1: Board of Directors. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors, which at any given year shall consist of no less than nine (9) and no more than fifteen (15) persons. The number of Directors constituting the Board of Directors may be increased or decreased from time to time by amendments to the by-laws, approved by a two-thirds majority of the Directors eligible to vote. In addition to Regular members, the Board of Directors may include two (2) Student members, who must show evidence to the Board of representing the morals, values, and ethics of the corporation.

Section 2: Election and Term of Office of Directors. Terms of office of the Board of Directors (hereinafter referred to as the "*Board*") shall be as follows:

1. The terms of office for all board members shall be two (2) year and Student members one (1) year. The maximum number of consecutive years that a person can serve on the board will be determined by the Board. This term limit will not apply to an individual who has been elected to the position of President-elect.
2. The terms of office will be staggered such that not all Directors will finish their term in any given year, or as determined by the Board.

Section 3: Election. Nominations to the Board will be made in October . Members of the Board of Directors shall be elected by the membership via ballot to be distributed to the regular membership no later than November. Members elected to the Board of Directors will take office the January following the election. All members of the Board of Directors must also be members of the Corporation. To be nominated to serve on the Board of Directors one must be a Regular member of the Corporation. Two (2) student board members may be elected by nomination and approval of at least 2/3 vote of Board members.

Section 4: Vacancies. Any vacancy occurring on the Board for any reason, may be filled, as the Board shall determine, for the entire remaining term of the vacancy or until the next election of Directors by a majority of the remaining members of the Board, although such majority is less than a quorum.

Section 5: Resignations. A member of the Board may resign from the Board of Directors at any time, by giving written notice thereof to the President. The written notice of resignation must be received and acknowledged by the Board of Directors.

Section 6: Removals. Any member of the Board may be removed at any time for cause by the affirmative vote of two-thirds of the Board of Directors. Any such Director proposed to be removed shall be entitled to at least fifteen (15) days notice in writing by mail at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 7: Filling Vacancies. Any vacancy on the Board of Directors may be filled in the same manner provided for the election of members of the Board or at the discretion of the Board of Directors. Directors selected to fill a vacancy caused by the resignation, term expiration, or removal of a Director will hold office until the term of the Director they are replacing has expired. If they are selected to hold a position not previously filled by another Director, then he/she will hold office until the expiration of the board member's term or one (1) year from the date of their selection, whichever comes first. The President-Elect will assume office as stipulated in the by-laws.

Section 8: Compensation. Directors shall not receive any salary for their service.

Section 9: Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of California, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general

resolution, delegate to committees of its own number, or to the offices or employees of the Corporation, such powers as they see fit.

ARTICLE IV: OFFICERS

Section 1: General. The officers of the Corporation shall be the President, Vice-president, Secretary, Treasurer, Head Coach, and such other officers with such powers and duties consistent with these by-laws as may be appointed and determined by the Board of Directors.

Section 2: Election and Term of Office. The officers term shall be until the current term of the Board member expires.

The officers will be elected from and by the Board of Directors. The election for the officers will be completed by the end of November. The President has the option to call for a meeting of the Board of Directors or a mail ballot. All elections will be by secret ballot. Candidates receiving the highest number of votes shall be declared the winners. Election ballots will only be accepted from a member of the Board of Directors and each board member shall be entitled to cast one.

Section 3: Resignation and Removals or Delegation. Any officer may resign at any time by delivering a written resignation to the President or Secretary of the Board of Directors. Such resignation shall be effective upon delivery and acknowledgment by the Board of Directors. Any officer of the Corporation may be removed at any time for cause at any regular or special meeting called for such purpose, by the affirmative vote of two-thirds of the members of the Board of Directors.

In the case of the absence of any officer or agent of the Corporation, the Board may, without removal, delegate the powers and duties of such officer or agent to any other officer, agent or suitable person selected by the Board for such period as the Board may deem proper, subject however, to any limitations herein contained.

Section 4: Authority. The President, and such other officers authorized thereunto by resolution of the Board of Directors, may execute bonds, mortgages, contracts, leases, agreements, and other instruments requiring a seal under the seal of the Corporation, and may execute such documents where not requiring a seal, except where such documents are required by law to be otherwise signed and executed, and except where the signing and execution shall be exclusively delegated to another officer or agent of the Corporation. The Board may, at its discretion, hire or appoint an Executive Director to manage the day-to-day affairs of the organization.

Section 5: The President. The President shall be the chief executive officer of the Corporation. The President shall represent the Corporation and be responsible for the management of the Corporation under the policies established by the Board of Directors. The President shall set and establish functions, activities, special committees and their tasks, for the Corporation subject to the approval of the Board of Directors. The President shall have general charge of the business, affairs, and property of the Corporation, as well as general supervision over its other officers, employees, and agents.

The President, with the Treasurer, may sign and execute all authorized bonds, mortgages, contracts, checks, notes, or other obligations in the name an on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to an officer or agent of the Corporation.

Section 6: The Vice-President. The Vice President shall assist the President under the policies established by the Board of Directors. The Vice President shall also assist the President in establishing functions, activities, special committees, and their tasks subject to the approval of the Board of Directors.

In the case that the President is unable to fulfill their duties and/or resigns, the Vice President shall step in and fulfill the duties of the President for the remainder of the President's term.

Section 7: The Secretary. The Secretary shall give, or cause to be given, notice of any meetings of members and the Board of Directors. The Secretary shall keep a record of the membership of the Corporation and shall keep the minutes of the meetings of the Board of Directors. The Secretary shall send copies of the minutes of all meetings to the Board of Directors and shall see that the books, reports, statements, and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be assigned from time to time by the President of the Board of Directors.

Section 8: The Treasurer. The Treasurer shall have custody of the funds of the Corporation. The Treasurer will disburse the funds of the Corporation and will maintain records of all financial transactions of the Corporation. The Treasurer will provide a report of the financial condition of the Corporation at the annual meeting of the Board of Directors. The Treasurer will provide for a yearly audit of the financial accounts of the Corporation and will be responsible for filing the necessary reports with the Internal Revenue Service and other governmental agencies. The Treasurer shall keep a record of the paid membership.

Section 9: Head Coach. The duties of the Head Coach shall be to: (1) operate and oversee the Outrigger Canoe Racing Program, and; (2) operate and oversee the Outrigger Canoe Recreational Paddling Program. This includes, but is not limited to: ensuring cooperation and team spirit among a diverse group of participants; teaching and modeling "good sportsmanlike" behaviors at all levels. Ensuring that proper paddling techniques are taught, and linkages are made to Pacific Island culture.

ARTICLE V: COMMITTEES

Section 1: Executive Committee. The Board of Directors may establish, by resolution, an Executive Committee or other such committees as it deems necessary. The Executive Committee and other such committees established by the Board of Directors shall have those powers and authority that the Board of Directors grants to the committee by resolution. The committees shall fix their own rules of procedure and shall meet at such times and at such places as may be provided by such rules, or as the members of the committee shall provide. A majority of the committee shall constitute a quorum.

ARTICLE VI: MEETINGS

Section 1: Annual Meetings. The Board shall meet a minimum of six (6) times per year. One of the meetings is herewith designated as the annual meeting. There shall be an annual meeting of the Corporation to be held at such time as the Board of Directors deems necessary.

Section 2: Special Meetings. Special meetings of the Corporation may be called by the Board of Directors. Special meetings of the Board of Directors may be called in an expeditious manner by the President and must be called by the President upon the written request of one-half of the members of the Board of Directors.

Section 3: Notice of Meetings of the Board. Notice of meetings, whether annual or special, shall be given by the Secretary by mail or personal service to the last known post office address of each Director at least fourteen (14) days before the meeting. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given by telephoning, overnight mail, electronic mail or delivering the same to him/her personally at least five (5) days before the meeting.

Section 4: Waiver of Notice. Whenever notice is required to be given to any Director, a written waiver thereof, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the Directors in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him/her, or any Director who attends a meeting without protesting, at such commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

Section 5: Quorum - Board Meeting. At any meeting of the Board of Directors, one-half of the Directors in office shall constitute a quorum, but less than a quorum may adjourn such meeting from time to time until a quorum is present. Except as otherwise provided by law or in these by-laws, any business may be transacted at any meeting of the Board at which a quorum is present, and the act of a majority of the Directors present at any meeting at which there is a quorum shall constitute the act of the Board of Directors.

Section 6: Voting by Proxy. Voting by proxy is permitted if a member is unable to be present at any meeting of the Board of Directors. The proxy shall designate the person who is to execute the proxy. Authorization shall be limited to a specific measure, shall be signed by the member assigning the vote and shall contain the date and time the proxy is signed. Proxies may not be counted for a quorum.

Section 7: Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to

such action is signed by two-thirds of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

Section 8: Meeting by Telephone. The Board of Directors may participate in a meeting by means of which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meetings.

Section 9: Attendance. Attendance at a regular or other meeting shall constitute waiver of notice, except where the Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VII: FINANCE

Section 1: Authority to Receive and Disburse. The Corporation may receive and disburse contributions, dues, gifts, bequests, devises, legacies, and donations for such purposes as are within the scope of its purposes and powers. The Corporation upon acceptance of funds designated for specific purposes, shall expend and administer such contributions for the purposes specified.

Section 2: Annual Budget. The Board of Directors shall approve an annual budget which shall be formulated and drawn up by persons or a committee designated by the Board of Directors.

Section 3: Deposits and Investments. The funds of the Corporation shall be deposited in such banks or other financial institutions as may be designated by the Board of Directors and such funds which are not required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred and common stocks and other securities, and in such other manner as the Board of Directors may direct, in conformity with the law; provided, however, that no purchase, sale, mortgage, or lease of real property shall be authorized by less than a majority of the whole number of Directors. The Board of Directors shall prescribe suitable regulations for the safekeeping of such securities.

Section 4: Checks. All checks must be approved by the Treasurer or the Treasurer's designee prior to dispersal.

Section 5: Withdrawal of Securities. Securities of the corporation deposited in any safe deposit box or held by a custodian shall be subject to withdrawal for corporate purposes by the Treasurer or the Treasurer's designee.

Section 6: Contracts with Directors and Officers. No Director or Officer of the Corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the whole Board of Directors at the meeting at which such contract is authorized.

Section 7: Reimbursement of Expenses. Any Director, Officer or persons authorized by the Board of Directors to incur expenses on behalf of the Corporation may be reimbursed upon the submission of vouchers explaining and supporting the expenditure.

ARTICLE VIII: AMENDMENTS

Section 1: Amendment of By-Laws. A proposed amendment for any portion of these by-laws shall be submitted in writing to the Board of Directors for presentation to the regular membership. The amendment shall be subject to ratification by a majority vote of members of the corporation by electronic mail. A membership vote on the by-laws by electronic mail will have a deadline of the votes by members of no more than thirty (30) days from mailing of the ballots via electronic mail. The ballots responses via electronic mail will be counted at the thirty (30) day deadline. Members without electronic mail will receive ballots by US postal mail. The same deadlines will apply.

ARTICLE IX: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 2: Fundraising. All fundraising efforts must be approved through the Board of Directors prior to any fundraising efforts begin.

Section 3: Waiver of Notice. Any notice required to be given by these by-laws may be waived by the person entitled thereto.

Section 4: Corporate Seal. The Board of Directors shall provide a corporate seal. The corporate seal of the Corporation shall be circular in form and shall bear inscribed thereon the name of the Corporation.

Section 5: Use of Logo. All persons must be granted written permission to use the Corporation's logo.

Section 6: Conduct of Meetings. The conduct of all meetings of the Corporation shall be according to the current edition of Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of California, the Articles of Incorporation, and the by-laws.

Section 7: Corporate Dissolution. On Dissolution or final liquidation, the Board of Directors, after paying or making provisions for the payment of all the lawful debts and liabilities of the corporation, distribute all assets of the corporation: (i) for one or more exempt purposes within the meaning of IRS Section 501 (c) (3); (ii) directly to another duly authorized tax exempt charitable organization within the meaning of IRS Section 501(c) (3) or; (iii) to the federal government, or to a State or local government, for a public purpose within the meaning of IRS Section 170 (c) (1). Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county where the principal office of such corporation is then located, exclusively for such purposes or

to such organization or organizations as said Court shall determine, which are organized and exclusively for such purposes.

Final approval by the Board and members on March 10, 2002.

Amendments to:

- ARTICLE I: GENERAL, Section 1: Name. Changed from “The name of this organization shall be Akau Hana Outrigger Canoe Club, Inc. (hereinafter called the "*Corporation*")” to “The name of this organization shall be Outrigger Santa Cruz, Inc. (hereinafter called the "*Corporation*").” Approved by the Board and members on November 14, 2010.
- ARTICLE IV: OFFICERS, Section 6: The Vice-President (further specifying Vice President duties)
- ARTICLE VIII: AMENDMENTS Section 1: Amendment of By-Laws (allowing the use of electronic mail for voting purposes). Approved by the Board and members on November 9, 2006.