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 club members 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, 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 to club members. 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. Outrigger Santa Cruz provides skills, training, safety awareness and coaching for club members. 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 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 herein to 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 future federal income tax law).

8. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall insure 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 Youth 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. Dues will be paid to the Treasurer.

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 Youth member, as appropriate.

Section 4: Youth Members. Youth members shall be persons under the age of 19 years. Youth 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 other fees. Dues shall be payable annually, beginning January 1st. 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, including, but not limited to, use of equipment and access to club communications and scheduling applications. 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 thirteen (13) 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) Youth 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) years and Youth members one (1) year. The maximum number of consecutive years that a person can serve on the board will be determined by the Board.

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 be seated immediately 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) Youth board members may be elected by nomination and approval of at least 2/3 vote of Board members.

Section 4: 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 5: 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 a fifteen (15) day notice in writing by mail or electronic mail at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 6: 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 7: Compensation. Directors shall not receive any salary for their service.

Section 8: 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.

Section 9: Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 10: Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 11: Duty to Disclose Actual and Potential Conflicts of Interest. Directors and Officers shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest arises. This disclosure obligation includes instances in which a Director or Officer knows of the potential conflict with competing entities and roles therein. Depending on the circumstances, this disclosure may be made to the President, or, if the potential conflict of interest first arises in the context of a Board or Committee meeting, the entire Board or the members of the Committee considering the proposed transaction or arrangement that relates to the actual or possible conflict of interest.

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 that take office following the Board election in November. The election for the officers will be completed by the end of December. 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 anytime 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 or the Treasurer may sign and execute all authorized bonds, mortgages, contracts, checks, notes, or other obligations in the name and 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 maybe 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 if exigent circumstances 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 President or Secretary to the Board Members by telephoning, overnight mail or 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. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6: Action by Consent. Any action required or permitted to be taken of the Board of Directors may be taken without a meeting if a written consent to such action is agreed to 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 7: Meeting by Telephone or Computer. 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 8: 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 in January 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, President or Secretary, prior to dispersal.

Section 5: Contracts with Directors and Officers. No Director of 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 6: 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 proposed amendment shall be approved by at least two-thirds vote of Board members who cast a vote. The amendment shall be subject to ratification by a majority vote of members of the corporation who cast a vote, 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.

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: Use of Logo. No person shall have permission to use the Corporation's logo except as expressly authorized by the Board of Directors.

Section 5: Conduct of Meetings. The conduct of all meetings of the Corporation shall be according to the current edition of Roberts Rules of Order Light to the extent that said Rules of Order are consistent with the laws of California, the Articles of Incorporation, and the by-laws.

Section 6: 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.

Section 7: Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred

by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in that section of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. To the fullest extent permitted bylaw and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article 10, Section 1 of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.