

Bylaws of
Bair Island Aquatic Center INC.
a California Public Benefit Center

**ARTICLE 1
OFFICES**

The principle office of the Bair Island Aquatic Center, Inc. (“Center”) for the transaction of its business is located in San Mateo County, California.

**ARTICLE 2
PURPOSES**

SECTION 1 STATEMENT OF OBJECTIVES AND PURPOSES

The primary objectives and purposes of the Center are:

1.1 To teach and promote amateur rowing and other non-motorized aquatic activities to the young people of the San Francisco peninsula in order to provide an athletic outlet that fosters physical and character development; including physical health, teamwork, good sportsmanship and constructive use of time.

1.2 To teach and enhance the awareness of the environmental sensitivity of the local waterways and to promote responsible, low-impact use of these waterways.

1.3 To provide coaches, boats, equipment, and facilities (including boathouse(s) to further Center purposes.

1.4 To maintain a nucleus of adults to provide the coaching and technical skills and the financial and community support necessary for successful conduct of the Center and, in order to assure the continued involvement of such persons in the Center, to provide instructional and competitive programs for adult athletes.

1.5 To establish competitive programs and to encourage participation by amateur rowers and athletes of all ages in local, regional, national, and international regattas.

1.6 To sponsor and participate in community programs geared to environmental preservation of the local waterways.

1.7 To receive, hold, administer, and disburse gifts, bequests, devises, and other funds for Center purposes.

1.8 To own, construct, lease, sublease, use and/or maintain real estate, structures, and personal property for Center purposes.

1.9 To enter into, make, perform and/or enforce contracts for Center purposes.

The Center shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in this Article and in the Center's Articles of Incorporation ("Articles").

SECTION 2 STATUS, ADOPTION AND AMENDMENT OF THESE BYLAWS

1.1 These by-laws constitute and represent the entire by-laws of the Center, effective upon adoption. These by-laws supersede all prior by-laws and take precedence over all prior resolutions adopted by the Board of Directors (the Board) concerning the matters set forth herein.

1.2 These by-laws can be adopted by majority vote by written ballot of the current Center members. These by-laws will become effective upon such vote with the following provision: the current Board will remain in office until the annual meeting following adoption, at which time a five member Board will be elected. At that time two directors will be elected for one year and three directors will be elected for two years.

1.3 These by-laws can be amended in whole or in part by a two-thirds majority vote of a quorum of the voting members (two-thirds of the total membership eligible to vote, in person or by absentee ballot) at a meeting (annual or general) of the membership. The vote may be made in person or by written ballot submitted to the Board in a sealed, signed, and dated envelope at the start of the meeting. Notice of any such meeting shall include the text of any proposed changes in the by-laws.

1.4 Notwithstanding the above section of this Article, the Center shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Center, nor the name and address of its initial agent except to correct an error in such statement or to delete such statement after the Center has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 3 DIRECTORS AND OFFICERS

SECTION 1. NUMBER OF DIRECTORS AND OFFICERS

1.1 The Center shall have five (5) directors ("Directors" or "Board members") each of whom shall be an active member of the Center; collectively they shall be known as the Board of Directors (the "Board"). Only one Director may be elected from any one household. Each Director will have one vote in deciding matters before the Board. Three Board members will hold combined Board and Center Officer positions.

1.2 The Board will appoint one of the Board members as Chair/President to preside over the monthly Board meetings, the annual meeting of the membership, and any general meetings of the membership. The Chair of the Board of Directors will also serve as the President of the Center.

1.3 The Board will also appoint a Vice President/Secretary, and a Treasurer. These two persons will also serve as the Vice President/Secretary and Treasurer of the Center.

1.4 Board members and Officers will serve a two-year term from the date appointed.

SECTION 2. POWERS OF THE DIRECTORS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, and the Center's Articles of Incorporation, the Center's Bylaws ("Bylaws"), the Board shall conduct the affairs of the Center and exercise and delegate its corporate powers.

SECTION 3 DUTIES OF DIRECTORS

Directors' actions shall be governed by the California Nonprofit Public Benefit corporation law, the Center's Articles and the Center's Bylaws.

The Board shall:

1.1 Perform all duties imposed on the Directors by law, by the Articles of Incorporation, and by these Bylaws;

1.2 Appoint, employ, oversee, control, supervise, fix compensation for, and discharge, all Center officers, agents, and employees;

1.3 Oversee the activities of and receive reports from all Center committees and request Ad Hoc Committees as necessary to address issues not covered by the Standing committees;

1.4 Administer the Center funds and financial plan. The Board will authorize expenditures over \$500 as necessary;

1.5 Resolve disputes among the membership in an equitable manner, and the decision of the Board will be final;

1.6 Suspend, reinstate, sanction or expel any member for the reasons described In the Center Bylaws;

1.7 Meet at such times and places as required by the Bylaws;

1.8 Enforce the rules of the Center.

SECTION 4. ELECTION OF DIRECTORS AND TERMS OF OFFICE

1.1 Election of Directors will take place at the annual Center meeting. No more than three Directors will be elected at one time unless temporary Directors were appointed during the year.

1.2 Each Director will serve a two-year term from the date elected until his/her successor is elected. If a Director is unable to complete his/her entire term the remaining Board members will appoint a replacement to serve until the next election. The elected replacement will serve out the original term of the Board member replaced. A Director may be elected more than once and for successive terms.

SECTION 5. PROCEDURES FOR ELECTION OF DIRECTORS

1.1 Election of Directors will take place at the annual meeting under the supervision of the Nominating Committee. The Nominating Committee will be appointed by the Board of Directors.

1.2 Nominations

Nominations for election to the Board of Directors may be made by the Nominating Committee and by other members of the Center. Nominees must have been members in good standing (not in arrears in any dues or obligations owed the Center, or suspended from the Center or previously sanctioned by the Center) for at least one year prior to the date of the annual meeting at which they would take office if elected.

All nominations must be submitted to the Nominating Committee at least one month prior to the annual meeting.

A ballot including all eligible candidates will be prepared by the Nominating Committee and submitted to the Board in time for distribution to the membership at least two weeks prior to the annual meeting.

1.3 Elections

Election of the Board of Directors will be conducted at the annual meeting by written ballot. Reference in these Bylaws to written ballots shall mean to include electronic balloting so long as electronic ballots preserve the ability to maintain confidentiality and accountability of votes as in traditional written ballots. Each member eligible to vote will vote for not more than one less than the available positions on the Board of Directors with not more than one vote per candidate.

Each member eligible to vote may vote in person or by absentee ballot. Each absentee ballot must be submitted to the Board of Directors in a sealed, signed and & dated envelope or electronically in a manner that verifies that the member has voted but preserves the confidentiality of the vote.

The persons receiving the largest number of votes will assume office. If a quorum (2/3 of the total membership eligible to vote, in person or by absentee ballot), is not available at the annual meeting for the election of the Board of Directors, no vote shall taken and the annual meeting shall be reconvened at a later date.

SECTION 6. REMOVAL OF DIRECTORS

Any Director may be removed from office by petition to the Board of at least 20% of the membership, followed by a two-thirds majority vote of a quorum of the voting members (two-thirds of the total membership eligible to vote, in person or by ballot) at a meeting of the membership called for that purpose. The vote may be made in person or by written ballot submitted to the Board in a sealed, signed, and dated envelope at the start of the meeting. Notice of any such meeting will include the name of the Director and the reason(s) he or she is under consideration for removal from office.

SECTION 7. COMPENSATION OF DIRECTORS

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these bylaws. The Board shall develop a policy regarding allowable reimbursable Board member expenses.

SECTION 8. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the current Directors may be interested persons. For purposes of this Section, "interested persons" means either:

1.1 Any person currently being compensated by the Center for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

1.2 Any blood or legal relation of any such Director.

SECTION 9. DUTIES OF THE CHAIR OF THE BOARD OF DIRECTORS

1.1 The Chair shall:

1.1.1 Be the chief executive officer of the Center and shall, subject to the oversight of the Board, supervise and control the affairs of the Center and the activities of its officers. He or she shall preside at all meetings of the Board of Directors and membership meetings. Except as otherwise provided by law, the Chair shall, in the name of the Center, execute such deeds, mortgages bonds,

contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

1.1.2 Keep the original, or a true copy, of the Bylaws and Articles.

1.1.3 Ensure that a book or recordation is kept of meetings of the Directors, and, if he or she so desires, meetings of committees. Such recordation duties may be delegated.

1.1.4 Require that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

1.1.5 Be custodian of the Center's records, and seal, and affix the seal to all documents as necessary.

1.1.6 Ensure that the Center keeps a membership book or inventory containing the name and address of each current member, including recordation of a former member's termination.

1.1.7 When so requested, exhibit at a reasonable time to any Director of the Center, the Bylaws, the membership book or recordation, and the minutes of the proceedings of the Board.

SECTION 10. PLACE OF BOARD MEETINGS

Meetings shall be held as determined by the Board. Any such meeting, whether regular or special, may be held by conference telephone call or similar communications equipment, so as long as all Directors participating in such meeting can communicate with one another.

SECTION 11. TYPES AND REQUIRED NOTICE OF BOARD MEETINGS

1.1 Regular meetings:

The Board will meet monthly in the conduct of Center business. Such meetings will be open to the membership. Regular meetings of the Board may be held without further notice after the initial notice concerning the regular time, date, and place of such Board meetings.

1.2 Annual Meetings

The annual meeting of the Board of Directors shall be held in the fall of each year and shall also have the function of being the annual general meeting for Center members, including the election of Directors. Reasonable notice of the annual meetings shall specify the place, date, and hour of the meeting and the agenda items.

1.3 Special Meetings

The Board may convene a special session, closed to the membership, to review and decide matters of discipline. Special meetings of the Board of Directors may be called by the Chair, or by any two Directors. Special meetings may be held without notice to non-Directors.

SECTION 12. QUORUM FOR BOARD MEETINGS

A majority of the Board members will constitute a quorum for a meeting of the Board. All actions of the Board will require the affirmative vote of a majority of those Directors present at a properly constituted meeting of the Board.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

In general, every act or decision by a majority of the Directors present at a Board meeting, at which a quorum is present, is the act of the Board of Directors, unless otherwise provided by California law, the Center's Articles of Incorporation, its Bylaws, and, specifically, provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

1.1 Meetings of the Board of Directors shall be presided over by the Chair or, in the Chair's absence, by the Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Center shall act as Secretary of all meetings of the Board. If the Secretary is absent, the presiding Director shall appoint another person to act as Secretary of the Meeting.

1.2 The Board may meet in closed or executive session as it sees fit. A general reference to the substantive nature of the meeting is to be entered into the minutes. More detailed minutes may be kept at the discretion of the Board. Such sessions are appropriate for highly sensitive matters or for disciplinary deliberations.

SECTION 15. VACANCIES

1.1 Vacancies on the Board of Directors shall exist on the death, resignation, or removal by the Board of any Director.

1.2 Removal of any Director(s) requires a majority vote of voting members present at a membership meeting at which a quorum is present. Any Director may resign by giving written notice to the President or to the Board. The Director's resignation will be effective as of that notice unless the notice specifies a later time for the resignation to take

effect. No Director may resign if the Center would then be left without any current Director in charge of its affairs, except upon notice to the attorney general or otherwise specified by California law.

1.3 Vacancies on the Board may be filled by vote of the Board, voting members may elect a Director not filled by the Directors as further provided in these Bylaws.

1.4 A Director elected to fill a vacancy on the Board shall hold that position as provided by the Bylaws.

SECTION 16. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Center.

SECTION 17. INDEMNIFICATION BY CENTER OF DIRECTORS, OFFICERS, AND EMPLOYEES

To the extent that a person who is, or was, a Director, officer, or employee of this Center has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding or claim brought to procure a judgment against him or her because he or she is, or was, a Director, officer, or employee of the Center, such person shall be indemnified against reasonable legal costs and expenses, including attorneys fees, actually and reasonably incurred by that person in connection with such claim or proceeding, as provided below. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Center but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Center (including a Director, officer, or employee) against any liability, other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Center would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1 OFFICERS AND EXECUTIVE COMMITTEE

The officers of the Center shall be a President, Vice President/Secretary, and Treasurer. The Center may also have other officers as determined by the Board. A person may hold more than one office; neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Director may serve as an officer of the Center. Officers shall be elected by the Board of Directors; a Center officer shall hold office for two (2) years or less if he or she resigns, is incapacitated, is removed, or is otherwise disqualified to serve.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such term(s), have such authority, and perform such duties as may be prescribed by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

An officer may be removed, either with or without cause, by the Board, at any time. An officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Center.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 6. DUTIES OF THE PRESIDENT

1.1 The President will oversee the duties and operations of the following Standing Committees: Fund Raising, Maintenance and Safety, Regatta, Environmental and Youth Program. In the event that a chairperson of one of the above committees cannot attend a Board meeting, the President will present the report of that committee to the Board.

1.2 The President will propose ad hoc committees to the Board as necessary to handle issues not addressed by standing committees.

1.3 The President will be responsible for notifying the membership of the orders and resolutions of the Board.

1.4 The President may authorize expenditures up to \$500 as necessary. The President will notify the Treasurer and the Board within 48 hours of such authorization.

SECTION 7. DUTIES OF THE VICE PRESIDENT/SECRETARY

1.1 The Vice-President/Secretary will act in the place of the President in the event of the President's absence or inability to act.

1.2 The Vice-President/Secretary will make available to the membership the agenda of upcoming meetings as follows: one week prior to the date of a Board meeting, and two weeks prior to the date of the annual or a general membership meeting.

1.3 The Vice-President/Secretary will take minutes and record the votes of Board meetings, Executive Committee meetings, annual meetings, and general membership meetings.

1.4 The Vice-President/Secretary will keep records of all Center communications.

1.5 The Vice-President/Secretary will keep all safety forms and waivers required by the Center. He or she will ensure that the Center keeps a list of Center member information, including but not limited to: name, address, phone number, dates and amounts of dues and fees paid to the Center, and signatures on safety forms and waivers required by the Center.

SECTION 8. DUTIES OF THE TREASURER

1.1 The Treasurer will be responsible for collection of all monies due to the Center and the deposit of all Center funds into Center accounts.

1.2 The Treasurer will sign and/or endorse all checks and disburse Center funds as directed by the Board or Directors and President.

1.3 The Treasurer will keep current records of all Center financial transactions and prepare all Center budgets and financial statements. Such records and statements will be made available to the Board on request.

1.4 The treasurer will prepare a written annual report in August of each year which contains the financial status of the Center and the budget. The annual report will be distributed to the entire voting membership at least two weeks prior to the annual meeting along with the annual ballot. Inspection of financial records may be made by any member in good standing by written request to and approval by the Board. Approval of such requests must be decided by the Board at least by the meeting immediately following the

date of the written request and must be communicated to the requestor within one week of the decision.

1.5 The Treasurer will make reports at the monthly Board meetings, either written or oral.

1.6 The Treasurer will oversee the duties and operations of the Fund Raising Committees. In the event that the chairperson of the above committee cannot attend a Board meeting, the President will present the report of that committee to the Board.

ARTICLE 5 MEMBERSHIP

SECTION 1. ELIGIBILITY AND TYPES OF MEMBERSHIPS

1.1 Any person is eligible to become a member of the Center..

1.2 Requirements for membership in the Center include written certification of receipt and acknowledgment of Center Safety Manual on file with the Vice President/Secretary of the Center, payment of all dues and fees as directed by the Board. Any member using Center equipment must sign the Center Waiver and Release of Liability (the Waiver). If the member is under 18 years of age, the Waiver must be signed by his or her parent or guardian. Any member rowing out of the Center facility in Center equipment must have written certification of swimming ability on file with the Vice President of the Center.

1.3 Prospective Members

A prospective member must contact any Board member prior to using Center equipment, and may use Center equipment as a prospective member a maximum of three (3) times. Any prospective member must sign the Waiver Form prior to using Center equipment, and must be accompanied by a Center member at all times. A Center member must sign out equipment used by a prospective member.

1.4 Classes of Members

There will be six classes of Center members.

1.4.1 Senior members: All Center members who are not Junior, Coxswain, Coaching, Temporary, or Honorary members.

1.4.2 Junior members: Center members under the rowing age of 18 years.

1.4.3 Coxswain members: Center members who participate in Center activities as coxswains. The membership fee for coxswain members is optional. Coxswains who choose not to pay the membership fee will be accorded the same privileges as honorary members. Coxswains who choose to pay the membership fee will be accorded the same privileges as senior or junior members, depending on their age.

1.4.4 Coaching members: Center members who coach on behalf of the Center. Eligibility and compensation for coaching membership status will be determined by the Board. The membership fee for coaching members is optional. Coaches who choose not to pay the membership fee will be accorded the same privileges as honorary members. Coaches who to pay the membership fee will be accorded the same privileges as senior members.

1.4.5 Temporary members: Temporary memberships of less than one year may be granted by any Board member upon request. Temporary members pay dues and fees on a *pro rata* basis and are bound by all rules and regulations of the Center. Temporary members have no vote in matters decided by the Center, nor does their presence at any meeting contribute towards a quorum.

1.4.6 Honorary members: At the discretion of the Board, persons in a position to benefit the Center may be awarded honorary membership status. Honorary members will have rights and privileges as bestowed by the Board. Honorary members have no vote in matters decided by the Center, nor does their presence at any meeting contribute towards a quorum.

1.5 Guests of the Center: All guests must have prior approval of any Board member and all must sign the Center Guest Waiver and Release of Liability (the Guest Waiver) prior to using Center equipment. Guests must be accompanied by a Center member at all times, and a Center member must sign out equipment used by a guest.

1.5.1 Personal guests: A rower or coxswain may use Center equipment as the personal guest of an individual Center member for a maximum of three (3) times. If such a guest wishes to row with the Center more than three times, he or she must become a member.

1.5.2 Guests of the Center from Other Centers: Rowers and coxswains from other rowing Centers may use Center equipment as guests of the Center during inter-Center scrimmages, in regattas, or in set boats in training for regattas. All such guests must be members in good standing of the Centers to which they belong. If such a guest wishes to continue to row with the Center, he or she must become a member.

SECTION 2. LIMITATIONS ON MEMBERSHIPS AND GUESTS

1.1 The Board may establish a limit to the number of members or guests if conditions (e.g. insufficient number of boats, or water space) warrant.

1.2 No member may transfer his or her membership or any right arising therefrom. All types of membership cease upon a member's death.

SECTION 3. PRIVILEGES OF MEMBERSHIP

1.1 Receipt of Center information: Upon payment of the appropriate membership dues, any person accepted for membership is entitled to notice of all Center events, and to a copy of the Center newsletter and Bylaws.

1.2 Voting privileges: Any senior member in good standing (not in arrears in any dues or obligations owed the Center, or suspended from the Center) is entitled to one vote in matters decided by the Center. Coxswain and coaching members who have paid a membership fee and are in good standing with the Center are entitled to one vote in matters decided by the Center. Temporary members, honorary members, junior members, and coxswain and coaching members who do not pay a membership fee have no vote in matters decided by the Center, nor does their attendance at any meeting contribute towards a quorum.

1.3 Use of Center equipment: Upon payment of the appropriate membership dues and equipment fees and satisfaction of the other membership requirements, senior, junior, coxswain, and coaching members may use Center equipment under the direction of the Maintenance and Safety Committee.

1.4 Storage of personal rowing or boating items at the Center facility: The Board may impose storage fees for personal rowing and boating items. Subject to approval by the Board, members may store these personal items at the Center facility. The Center is not liable for personal items stored at the Center facility. The Center reserves the right to sell personal items stored at the Center facility to recover the cost of unpaid dues if the owner of said items is in arrears by one year or more in payment of the storage fees. The Board must notify the owner of the sale in writing at least one month prior to sale of the items.

SECTION 4. DUES AND FEES

1.1 Membership dues: The amount of money charged as member dues for each class of membership will be determined by the Board. Membership dues are non-refundable.

1.2 Equipment fees: The amount of money charged as equipment fees for use of Center equipment will be determined by the Board and announced each year prior to the annual meeting.

1.3 Coaching fees: The amount of money charged to cover compensation for coaching will be determined by the Board. Only members using the services of the coach will be required to pay coaching fees.

1.4 Storage fees: The amount of money charged as a storage fee for all privately owned boats and equipment stored at the Center facility will be determined by the Board and announced each year prior to the annual meeting.

1.5 Reduced dues and/or fees: Any member or prospective member may petition the Board in writing if he or she feels his or her personal circumstances warrant a reduction in the amount of money charged him or her as Center dues or fees.

1.6 Notice and payment of dues and fees: The complete dues and fees schedule will be published in the notice of the annual meeting, and will be made available thereafter to any member upon request. All dues and fees will be paid annually (each September). Written notice of annual dues and fees will be mailed to the membership at least two weeks prior to the annual meeting. Dues and fees may be paid quarterly at the beginning of each quarter (March, June, September, December) upon approval by the Treasurer. A member must notify the Treasurer in writing that he or she wishes to pay quarterly, which document constitutes a contract to pay one year's dues and fees.

1.7 A member of the Center is not, as such, personally liable for the debts, liabilities, or obligations of the Center.

SECTION 5. TERM OF MEMBERSHIP

The term of all annual memberships in the Center will be from September 1 to August 31 of the following year. Membership dues are payable June 1st of each year and are considered late by September 1st. Any member not renewing his or her membership effective on the date of the annual meeting of each year will be deemed not to be a member of the Center, effective on the date of the annual meeting of said year.

SECTION 6. SUSPENSION AND EXPULSION OF MEMBERSHIP

1.1 Suspension: If any member is in arrears for three months in the payment of any obligation which he or she owes to the Center, the Board may suspend his or her membership in the Center. Suspended members are not entitled to use Center equipment or facilities (including the dock), to vote, or to hold office in the Center. Suspended members remain responsible for paying to the Center such obligations as were incurred by him or her both before and during suspension.

1.2 Reinstatement of suspension: The Board may reinstate any suspended membership upon application for reinstatement by the member and upon payment of all obligations which he or she owes to the Center.

1.3 Expulsion: The Board may expel any member for one or more of the following reasons: a) failure to comply with and to obey the by-laws, rules, and regulations established by the Center Board of Directors or its Committees; b) engaging in conduct prejudicial to the interests or purposes of the Center; or c) failure for six months or more to pay any obligation which the member owes to the Center. Persons expelled from the Center forfeit the balance of any dues and/or fees paid to the Center.

1.4 Procedures for Expulsion: The Board will adhere to the procedures set forth below when expelling any member.

1. The Board and any sub-committee appointed to investigate member conduct shall proceed in a reasonable and fair manner and concern itself only with matters relevant to the underlying circumstances.

2. The Board may, but is not required to, appoint a sub-committee to investigate the facts and circumstances of any case involving potential expulsion of any member. Such sub-committees are required to report their findings and recommendations to the Board after passage of the report by a majority vote. Any Board vote on the matter must be by majority of the full Board.

3. The Board will give written notice of the specifics for which a member is under consideration for expulsion, and request the member attend a Board meeting to discuss the matter. This notice will be mailed by first-class mail to the member's address as listed on the Center membership list at least 15 days before the meeting at which his or her presence is requested. In addition to the mailing, the Board may also notify the member by electronic mail. The affected member may decline to attend the Board meeting and to accept the decision of the Board as to his or her membership status. In such a case, the vote of the Board will be binding on the affected member.

4. If the affected member meets with the Board, that member will be accorded the right to present witnesses and other information concerning relevant precedent(s), in clarity of Center rules, or other material or mitigating factors. The affected member must be allowed as fair and full a hearing as is practicable. Before the Board deliberates, the affected member must be asked if he or she has anything further to offer and whether or not that member feels that he or she was accorded the opportunity to fairly and fully present his or her case.

5. Following any presentation by the affected member, the Board must deliberate on the matter in closed session. The Board may act as follows:

5.1 to take immediate action against the affected member; in which case the Board will give written notice of the expulsion and the reasons therefore. The notice will be sent by first-class mail and will contain a provision stating that if the member wishes to object to the expulsion, he or she may do so by arguing to the Board of Directors, either orally or in writing, provided that these arguments be presented not less than 30 days after mailing of the written notice. Action taken by the Board following this argument will be final; or

5.2 to give the member a time-limited opportunity to remedy the problem at hand to avoid expulsion. A reasonable amount of time must be afforded

for any remedy offered. Notice to any member of a Board decision on these matters must be in writing, include reasons for the action of the Board and the writing must be sent by first class mail. Upon failure of the affected member to remedy a specified problem to the Board's satisfaction within the stated time period, the member will be sent a written notice by first class mail of the action taken by the Board to expel the member. This notice to expel will further inform the member that if he or she wishes to object to the expulsion, he or she may do so by arguing to the Board of Directors, either orally or in writing, provided that these arguments be presented not less than 30 days after mailing of the written notice. Action taken by the Board following this argument will be final; or

5.3 to inform the member that specific Center privileges have been withdrawn. If the Board elects this remedy, notice of this sanction must be sent by first class mail and the reasons for the sanction explained. Any Board decision to withdraw specific Center privileges will be final subject only to reconsideration after the member has taken action that assures the Board that the problem will not recur.

SECTION 7. DISCIPLINE OF JUNIOR AND TEMPORARY MEMBERS:

1.1 Because of the special requirements involved in the training and coaching of junior rowers (including safety, discipline, good order, and other relevant factors), the youth program director, or other designated person(s), must have the ability to discipline junior rowers (including to suspend or expel) without the formal constraints necessary to discipline other members.

1.2 It is expected that if the designated person(s) must impose any such discipline, he or she will act in good faith regarding its imposition and keep the Board informed in a timely manner of his or her actions.

1.3 Temporary members who are not juniors will be subject to these same less rigorous disciplinary guidelines as the junior rowers, since they do not enjoy the full benefits of Center membership

SECTION 8. MEETINGS OF THE MEMBERSHIP

1.1 Annual Meetings

The membership will meet annually on the third Saturday of September to elect Board members and to review the activities of the Center over the preceding year. Two weeks before the annual meeting, the Board will mail the following to all members eligible to vote under the Center Bylaws:

- a. ballot of nominees for Board positions
- b. annual financial statement
- c. schedule of dues and fees

- d. description of other matters of interest to the membership
- e. meeting agenda

1.2 General Meetings of the Membership

A meeting of the membership of the Center may be called as deemed necessary by the Board.

1.3 Meeting Called by the Membership

A meeting of the membership of the Center must be called by the Board upon petition of at least 20% of the voting membership. The request for the meeting shall be in writing, specifying the general nature of the business proposed to be transacted (and that no other business may be transacted) and shall be delivered personally or sent by registered mail to the President or Secretary. The President shall promptly cause notice to be given to all Center members that a meeting will be held, stating the date, time, and place of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

1.4 Vote by the Membership

Issues before the membership will be decided by majority vote of a quorum of the membership (2/3 of the total membership eligible to vote, in person or by absentee ballot). No vote may be taken without the presence of a quorum of the membership.

1.5 Every act or decision done or made by a majority of members present at a properly noticed meeting at which a quorum is present, is the act of the members, unless California law, the Articles of Incorporation, or these Bylaws require a greater number.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, may authorize an officer or agent of the Center to enter into a contract or execute and deliver an instrument in the name of, and on behalf of the Center.

SECTION 2. CHECKS AND NOTES

Any Board member may authorize the payment of monies on behalf of the Center up to \$500. Except as otherwise specifically determined by the Board, checks, drafts, promissory notes, negotiable instruments, orders for the payment of money, or other evidence of indebtedness of the Center above \$500 shall be signed by one Board member and countersigned by the President of the Center.

SECTION 3. DEPOSITS

All funds of the Center shall be deposited to the credit of the Center in such banks, financial institutions, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of the Center any contribution, gift, bequest, or devise.

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Center shall keep:

1.1 Minutes of all meetings of its Directors, committees of the Board, members, and other related information and of all meetings of members, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof,

1.2 Adequate financial records, including those relating to its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

1.3 A record of its members, including their names and addresses and the termination date of any membership;

1.4 A copy of the Center's Articles and Bylaws, as amended to date, which shall be open to reasonable inspection by Active members.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept with the President or at a principal office of the Center. Failure to affix the seal to a corporate instrument, however, shall not affect the validity of any such instrument

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the reasonable right to inspect and copy Center books, records, and documents and to inspect the physical properties of the Center.

SECTION 4. MEMBERS' INSPECTION AND COPY RIGHTS

Every Center member shall have the right, for a purpose reasonably related to such person's interest as a Center member:

1.1 To inspect and copy the record of all members' names and addresses, and after giving five (5) business days' prior written demand on the Center or the President, which demand shall state the purpose for which the inspection rights are requested.

1.2 To obtain from the President of the Center, after giving five (5) business days' notice, and upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses of those members entitled to vote for the election of Directors as of the most recent date for which the list has been compiled. The demand shall state the purpose for which the list is requested. The membership list shall be made available no later than fifteen (15) business days after the demand is received.

1.3 To inspect at a reasonable time Center books, records, or minutes of proceedings of the Board or committees of the Board, upon written demand on the Center by the member, for a purpose reasonably related to such person's interests as a member.

1.4 This inspection includes the right to copy but not to use any subscription information other than for purposes reasonably related to the Center.

SECTION 6. ANNUAL REPORT

1.1 The Board shall cause an annual report (as of the end of the fiscal year) to be furnished to it not later than one hundred and twenty (120) days after the close of the Center's fiscal (calendar) year. This report shall contain:

- (a) assets and liabilities, including any in trust, as of the end of the fiscal year;
- (b) changes in such assets and liabilities;
- (c) revenue or receipts of the Center, whether unrestricted or restricted;
- (d) expenses or disbursements of the Center, whether general or restricted;

1.2 The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Center that such statements were prepared without audit from the books and records of the Center.

ARTICLE 8 FISCAL YEAR

The fiscal year for the Center shall be September 1 to August 31 of the following year.

ARTICLE 9 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this Center, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Center, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Center in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Center. All members, if any, of the Center shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Center, whether voluntarily or involuntarily, the assets of the Center, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Center and not other-wise.