

BYLAWS of the BERKELEY PADDLING AND ROWING CLUB

As Amended, January 2018

ARTICLE I - The Club

Section 1.1 Name

The name of the Corporation shall be "Berkeley Paddling and Rowing Club." The Corporation shall be referred to as "the Club" in these Bylaws. The Club is a California non-profit corporation.

Section 1.2 Mission

The purpose of the Club is to allow its Members to engage in rowing and the various paddle sports. It will maintain equipment and facilities for the practice and enjoyment of these activities, and foster a positive, collegial atmosphere. The Club, recognizing that healthy lives begin with a healthy environment, commits to responsible stewardship of the Berkeley Lagoon. As a publicly supported organization with tax-exempt status, the Club is committed to community outreach to support, promote, and educate the public about the amateur sports of rowing and paddling, and to fostering national and international amateur competition.

Section 1.3 Location and Corporate Seal

The principal office of the Club shall be located in the City of Berkeley, California. The Seal of the Club shall consist of a circle setting forth the name of the Club and the State and date of incorporation.

ARTICLE II - Membership

Section 2.1 General

Membership in the Club is open to individuals 18 years of age or older with a demonstrated interest in rowing or paddling. The Board of Directors may waive the minimum age requirement on a case-by-case basis. Membership is contingent on payment of dues as established by the Board of Directors. Members, and those in their immediate family, may use Club facilities and equipment. Family members under age 18, and guests, may use Club facilities and equipment only if supervised by the Member.

Section 2.2 Classes of Membership

A Regular Member is a person who has paid standard fees for boathouse and equipment use privileges, or who has satisfied requirements in lieu of such fees as determined by the Board. There shall be no distinction between rowers and paddlers within the membership. The Board of Directors may designate other membership classifications, and determine respective fees or dues, as appropriate.

Section 2.3 Dues and Fees

The Board of Directors shall, on an annual basis, fix the amount of dues payable by Members to maintain standing in the Club. The Board shall set schedules and terms of payment. The Board may establish fees and fee schedules for special programs including, but not limited to, private boat storage in the Club's facilities. Dues may include, from time to time, special assessments for specific purposes.

Section 2.4 Expectations

Members of the Club are expected to conduct their activities in a safe and courteous manner. Members must exercise care for the Club's equipment and facilities, observe safety and security protocols, and promptly notify a Club representative of any lost or damaged Club equipment. No Member may privately retain or store official or important Club materials, documents, or equipment unless authorized to do so by action of the Board of Directors.

Section 2.5 Termination, Suspension, Usage Modification

After fair notice and an opportunity to be heard, a majority of the Board of Directors may vote to suspend or expel a Member for nonpayment of dues or fees, or for conduct injurious to the Club. The President may temporarily suspend a Member for conduct injurious to the Club, in the absence of notice or a hearing, until the next meeting of the Board, if he or she determines that an immediate suspension is in the best interest of the Club. At its discretion, and in accord with the process set forth in this Section, the Board may impose modified conditions of Club usage upon a Member in response to conduct-related issues.

ARTICLE III - Meetings

Section 3.1 Annual Meeting

An annual meeting of Club Members shall be held after adequate notice, at a time and place designated by the Board of Directors. At the annual meeting the President shall report on the state of the Club, the Treasurer shall present the annual financial report, elections and appointments shall occur, and other Club business may be conducted as appropriate.

Section 3.2 Special Meetings

Special meetings of Club Members may be called and held as ordered by the Board of Directors, or by petition to the Board signed by 20 members.

Section 3.3 Quorum and Voting

At any annual or special meeting of the membership, one-fifth of the overall Club Membership, if present in person or by proxy, shall constitute a quorum for all purposes. Each Member shall have one vote at any meeting, or when voting otherwise occurs. Votes may be cast in person or by proxy. Proxy votes are permitted only on issues previously noticed to the membership, unless the announcement prohibits proxy votes. At the discretion of the Board of Directors, business requiring a membership vote may be carried out by mail (postal or electronic) apart from regular or special meetings. The quorum rule applies to the latter process as well.

Section 3.4 Notice

Notice of membership meetings shall be posted in the boathouse in a prominent location, and communicated by electronic or other means to the membership not less than 20 days before the meeting. Any meeting notice shall designate the date, time, place, and agenda.

ARTICLE IV – Board of Directors

Section 4.1 Powers and Duties

The business and affairs of the Club, and all corporate powers, shall be managed by the Board of Directors, subject to any limitation imposed by statute, the Articles of Incorporation, or these Bylaws.

Section 4.2 Composition and Terms

The Board of Directors shall consist of no fewer than seven, and no more than nine, Directors. Only Members of the Club in good standing may serve on the Board. At least two Directors must engage in rowing as a primary activity, and at least two different Directors must engage in paddling as a primary activity. At least one Director must use the Club's private boat storage service, and at least one Director must not use that service.

Directors shall serve one-year terms. The term for a Director appointed to fill a mid-term vacancy shall begin immediately, but will otherwise be measured from the date of the previous or next annual meeting, whichever is closer in time.

Section 4.3 Nomination and Election

Election of Directors shall occur by majority vote of those in attendance at the annual meeting of the membership.

No less than three weeks before the annual meeting, the Secretary shall notify the membership of upcoming election. The notice shall invite participation on the Board, and describe election procedures, including criteria that must be satisfied to maintain requisite Board composition as set forth in Section 4.2. No less than one week before the annual meeting, any group of three or more Members (including current Directors) may nominate a slate of current Members (including current Directors) to serve on the Board by submitting those names in writing to the Secretary. A nominated slate is eligible for consideration if it complies with the provisions of Section 4.2. A vote shall be taken at the annual meeting on whether to elect any nominated slate of candidates as a whole. Individual nominees not otherwise part of a slate are ineligible for consideration.

If no eligible slate of nominees is submitted for vote at the annual meeting, or if no eligible nominated slate receives a majority of votes, vacancies on the Board shall be filled in accordance with the procedures set forth in Section 4.4.

Section 4.4 Mid-Term Vacancies

Board vacancies occurring mid-term may be filled by vote of a majority of the remaining Directors, though less than a quorum. If no slate of new Directors is elected at the annual meeting, the previous Board shall remain intact until it selects and votes on succeeding Board Members, which shall occur as soon as practicable after the annual meeting. Club Members may call a special meeting to elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

Section 4.5 Removal

A Director may resign by notifying the President in writing. Individual Directors may be removed from office by a vote for that outcome by 70 percent or more of all Directors, at a meeting called expressly for that purpose. In the event one or more Directors are removed, one or more replacement Directors may be elected by the remaining Directors at the same meeting. The Club's membership may remove a Director by vote, at a meeting called for that purpose where a quorum exists.

Section 4.6 Board Officers

The officers of the Club shall be President, Vice-President, Secretary, and Treasurer, and shall be elected by a majority vote of their fellow Board Members.

(a) The President shall be the chief executive officer of the Club, shall have general and active management of the business and affairs of the Club, and, when present, shall preside at all meeting of the Board of Directors and Members, and shall perform such duties as usually pertain to the office of chief executive officer.

(b) The Vice-President shall, in the absence of the President, or in the incapacity of the President (as determined by the Board of Directors), perform the functions and duties of the President. The Vice-President shall perform other duties as prescribed by the Board of Directors or the President.

(c) The Secretary shall keep in safe custody the seal of the Club, and shall affix said seal to any instrument requiring the same. The Secretary shall provide notice of all meetings of Members and Directors as required by law or these Bylaws. The Secretary shall make a record of all proceedings of the meetings of the Members and of Directors in a permanent, secure, and accessible format. These minutes shall be posted prominently in the boathouse, and otherwise made available to all Members through electronic media or other communication method. The Secretary shall perform other duties as prescribed by the Board of Directors or the President.

(d) The Treasurer shall have custody of Club funds, and shall oversee the maintenance and full and accurate accounts and records of receipts, disbursements, and other transactions in books belonging to the Club, and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the Club in depositories designated by the Board of Directors.

Section 4.7 Meetings and Voting

The Board shall establish a schedule of regular meetings. Special meetings may be called, with notice of at least five business days, by the President or by any three Directors. The notice of any special meeting shall state the business to be transacted, and no other business than that stated in the notice shall be conducted.

Five Directors shall constitute a quorum, and shall be the minimum number necessary to conduct business. Only those decisions made by a majority vote of those Directors present at a meeting duly held, at which a quorum exists, shall be regarded as official acts of the Board of Directors. Any Director may designate, by written communication to the President or Secretary, another person to attend a meeting of the Board of Directors and vote as his or her proxy on issues listed in the written communication.

Individuals not on the Board of Directors may be invited to Board meetings where their participation would be of assistance to the Board. Board meetings shall be open

to Members of the Club, unless a meeting or portion thereof is designated as a closed session by majority vote of the Directors present.

Section 4.8 Action by Unanimous Written Consent

If and when all Directors consent in writing, including by electronic communications, to any action to be taken by the Club, such action shall be a valid corporate action as though it had been authorized at a duly noticed and convened meeting of the Board of Directors. Any such action shall be recorded in the minutes. Minutes of all open-session Board meetings, and any decisions made at a meeting or through electronic or telephonic means, shall be drafted promptly and posted or otherwise communicated to the Club membership following approval.

Section 4.9 Other Board Functions

Other functions of the Board may include, but are not limited to, the following:

- a. The Board may determine policies and procedures governing the storage and use of privately owned rowing and paddling equipment.
- b. The Board may establish committees composed of Directors, or Club Members not then serving on the Board, or both, to represent the Club in external matters, perform designated tasks for the Club, or advise the Board on subjects of interest. The Board may dissolve a committee at its discretion.

Section 4.10 Expenditure of Club Funds

Any Director, without approval of the Board, may expend funds of the Club or obligate the Club in amounts not to exceed \$200.00 for each transaction, or \$500.00 in any calendar year. All other expenditures and debt obligations must be approved by Board vote and transacted by the Treasurer, unless the Board has preapproved expenditures by a designated member for a specified purpose on an ongoing basis.

ARTICLE V - Special Funds

The Club may receive, raise, hold, and disburse funds, other than membership dues, in any lawful manner. Such funds, if restricted, shall be expended only for the purpose received or raised as determined by the terms of the gift or bequest, or in the minutes of the Board meetings establishing the fund.

ARTICLE VI - Amendments to Bylaws

Section 6.1 Amendments

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by majority vote of the Club membership at the annual meeting, or a special meeting called for that purpose. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted, shall include notice of the proposed Bylaws alteration, amendment, or repeal. Before being presented to the membership for a vote, all such changes to the Bylaws must be approved by majority vote of the Board of Directors.