Ventura Canoe and Kayak Club

Bylaws

Version 1.6g

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ARTICLE I - NAME

The name of this corporation shall be the Ventura Canoe and Kayak Club (VCKC), and registered with the Secretary of State of California.

ARTICLE II – PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation is located at:

2593 Poli Street
Ventura, CA 93003

The Board of Directors (“the Board”) may change the principal office to any suitable site within the State of California as necessary.

ARTICLE III – PURPOSE AND LIMITATIONS

Section 3.01 – PURPOSE

The purpose of this organization shall be:

1. To provide coaching and development of athletes in the sport of sprint canoe and kayak;
2. To promote national and international amateur sports competition within the sport;
3. To educate the community on the benefits of sprint canoe and kayak.
4. To conduct and participate in canoe and kayak racing events, including the US Sprint National Championships, World and Olympic team trials.

Section 3.02 – LIMITATIONS

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for educational purposes and fostering national and international amateur sports competition within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE IV – MEMBERSHIP

Section 4.01 – VOTING MEMBERS

The club shall be composed of Voting Members, Active Members and Associated or Honorary Members.

The voting members of the corporation shall rest solely in the members of the Board of Directors, who shall have the power and authority to conduct the business and activities of the corporation, as more fully set forth in these Bylaws. Such members shall sometimes be referred to herein as “Board Members” or “Board of Directors” or “Board”.

The Board of Directors shall be composed of up to seven Members in good standing, with overlapping terms to ensure continuity.

Section 4.02 – MEMBERS

The corporation may from time to time, in these Bylaws and elsewhere, refer to various individuals or entities within the corporation as “Members”, even though those persons or entities are not voting members as set forth in Section 4.01 of these Bylaws, and no such reference shall constitute anyone or entity a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for voting rights under section 4.01 of these Bylaws.

References in these Bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code; i.e., the members in good standing of the Board of Directors as set forth in Section 4.01 of these Bylaws.

Section 4.03 – MEMBERSHIP AND QUALIFICATIONS

Section 4.03.1 – ELIGIBILITY

VCKC shall consist of members interested in the purpose of this Association.

Any person interested in the purposes of this corporation shall be eligible for membership upon request, and on timely payment of such dues, fees and assessments as the Board may fix from time to time. Voting Members are not required to pay club dues, be active paddlers, and may also be active members of other American Canoe Association clubs. Voting Members will need to maintain Safe Sport certification.

Section 4.03.2 – APPROVAL OF MEMBERSHIP

Any person that has met the qualifications for membership under Section 4.03 of these Bylaws may be accepted for membership.

Section 4.03.3 – DUES, FEES AND ASSESSMENTS

Each Active Member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. The Board will consider providing membership discounts due to financial hardship which should be offset by volunteer hours or other considerations determined by the Board. Grants may also be considered for payment of membership fees but require Board approval to be used in this fashion.

Members that are delinquent in dues and fees shall not be eligible to train, race or use VCKC facilities or equipment until brought current or unless an appropriate written petition for extension for good cause is submitted to the Treasurer of the Corporation for consideration and approval.

Section 4.03.4 – GOOD STANDING

An Active Member that is in *good standing* is one that:

1. Has paid the required dues, fees and assessments as fixed by the Board from time to time and in accordance with these Bylaws;

2. Has adhered to the all membership requirements, such as:
   - 2.1. Joined the national governing body for the Olympic sport of Sprint (currently the American Canoe Association)
   - 2.2. Signed an insurance waiver,
   - 2.3. Undergone a *New Member Clinic* supervised by a VCKC coach covering such topics as self rescue, safety procedures, use and care of equipment and VCKC facilities, and team member responsibilities.
   - 2.4. An applicant for membership must be able to swim 100 yards, and may be requested to demonstrate this ability before a selected committee of the club. Inability to meet this requirement will result in termination of membership.

3. If under 18 years of age, has provided a signed consent form from their parent or guardian with emergency contact information and acceptance of club rules and policies.

4. Takes part in and assists with supporting the growth and health of our club.

A Member in good standing is afforded all rights and privileges that are delineated in the Articles of Incorporation, the Bylaws and as may from time to time be determined by the current Board of Directors.

Section 4.03.5 – INACTIVE MEMBERS

An *Inactive Member* is one that:

1. Has not paid the required dues, fees and assessments as fixed by the Board,
2. No longer participates with club activities and training,
3. Or has voluntarily gone inactive by notifying the Corporate Secretary of VCKC.

Section 4.03.6 – REINSTATEMENT TO GOOD STANDING

If a member wishes to be reinstated in good standing they must satisfy the membership requirements as stated in section 4.03.4 of these Bylaws.

Section 4.03.7 – MEMBERSHIP PROBATIONARY PERIOD

All new members shall be considered on probation their first year upon approval of their application.
Probationary membership may be terminated at the Head Coach's discretion. Causes of such termination are violation of safety protocols, unsportsmanlike conduct, or intentional damaging of club equipment. Probationary members may appeal a termination of membership to the Board but must have unanimous approval of the Board to be reinstated.

During the probationary period, it should be the goal of the Member to obtain a paddle, and when financially possible, a boat of their own. Club singles are not intended for long-term use by experienced paddlers and should be available for probationary members as learning tools first, whenever possible.

Section 4.03.8 – TERMINATION OF MEMBERSHIP

An individual's Membership shall be terminated on the occurrence of any of the following events:

1. Resignation of the Member, and upon reasonable notice to VCKC;
2. Expiration of the membership, unless the membership is renewed on the renewal terms fixed by the Board or as set forth in these Bylaws;
3. Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days after they have become due and payable;
4. Failure to maintain membership in the national governing body for the Olympic sport of sprint canoe and kayak (currently the American Canoe Association).
5. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
6. Termination based on the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the VCKC, or has engaged in conduct material and seriously prejudicial to the purpose and interest of the VCKC.

Section 4.03.9 – HONORARY MEMBERSHIP

With Board approval, former Active Members may be classified as Honorary Members and permitted to race, even using club equipment. Honorary Members are ones who were formerly Active and became Inactive due to no longer living in the area or having access to the club's equipment for training. (College students away at school are a primary example.)

Honorary Members are still required to pay their share of race fees, equipment transport fees and other Board assigned assessments. Inactive Members who wish to be considered for Honorary Membership should do so more than one month in advance of the race or races for which they wish to represent VCKC.

Section 4.04 – SUSPENSION AND EXPULSION

A member may be suspended based upon the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the person has failed in a material and serious degree to observe the rules of conduct of VCKC, or has engaged in conduct material and seriously prejudicial to the purpose and interest of VCKC. Immediate or perceived threat of harm to others, including bullying, physical intimidation, or other discriminatory actions or language, will result in immediate suspension without Board approval required.

A person whose membership is suspended shall not exercise membership rights during the period of suspension. A person who has been suspended who is an Active or Honorary Member may not race or train with club equipment or use VCKC facilities during the period of his or her suspension.

If grounds appear to exist for the expulsion or suspension of a member, the procedure set forth below shall be followed:

1. The Member shall be given 10 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Electronic notification shall be via email and *not* text. If via regular post, first class return receipt requested methods will be used to verify sending.
2. The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension.
3. The hearing shall be held, or written statement considered, by the Board or by a committee or person authorized by the Board to determine whether expulsion or suspension should take place.
4. Following the hearing, the Board of Directors shall decide whether or not the person should in fact be suspended, expelled, sanctioned or disciplined in some other way. The decision of the Board, committee, or person *shall be final.*

ARTICLE V – BOARD OF DIRECTORS

Section 5.01 – GENERAL CORPORATE POWERS

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 5.02 – SPECIFIC POWERS

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board Members shall have the following powers in addition to the other powers enumerated in these Bylaws:

A. To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefore which are not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.
B. To prescribe powers and duties for all officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation and with these Bylaws, fix their compensation, and require from them security for faithful performance of their duties.
C. Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
D. Establish classes of membership, and a corresponding fee schedule for membership dues.
E. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.
F. To borrow money, incur indebtedness, or make purchases for the purposes of the corporation.
G. To adopt, amend, or repeal the articles of incorporation or Bylaws of this corporation.
H. To hire coaches and support staff as deemed necessary by the Board to further the goals of VCKC.

Section 5.03 – NUMBER, SELECTION AND DESCRIPTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

Authorized Number: The number of Directors of this corporation shall be an odd number and include at least three Active or Honorary Members.
The Board shall be selected as follows:

- The initial Board members shall be elected by the incorporator named in the corporation's Articles of Incorporation.

- Subsequent Directors shall be chosen at the expiration or earlier termination of the terms of office of the initial Directors. Successors shall be chosen by a majority vote of the members of the Board then in office, or by a sole remaining Director.

Section 5.04 – ELECTION AND TERM OF DIRECTORS

The election of Directors shall take place at the annual meeting of the Board of Directors. Each director shall serve until the next annual meeting; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special member's meeting elected to fill a vacancy or elected at a special member's meeting, held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 5.05 – VACANCIES ON THE BOARD OF DIRECTORS

Vacancy or vacancies on the Board shall exist on the occurrence of the following:

1. Death, removal, or resignation of any Director;
2. Termination of any Director's membership rights,
3. The declaration by the resolution of the Board of a vacancy in the office of the Director who has been declared of unsound mind by an order of the court, convicted of a felony, been absent from three successive Board meetings, or found by final order of judgment of any court to have breached a duty under California Nonprofit Corporation Law.

Section 5.06 – RESIGNATIONS

Except as provided in this section below, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

Section 5.07 – FILLING VACANCIES

Any vacancy or vacancies on the Board shall be filled by a majority vote of the remaining Director's or by a sole remaining Director. Directors elected to fill such vacancies shall serve until the end of the expiration of the term of the replaced Director regardless of the length of time remaining in the term of the vacating Director.

Section 5.08 – NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 5.09 – PLACE OF MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board shall be held at the principal office of the Corporation or at such other place as has been designated by the Board. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 5.10 – ANNUAL MEETINGS OF THE BOARD OF DIRECTORS

The Board shall hold an annual board meeting for the purpose of election of officers and board of directors, amendment or repeal of Bylaws, amendment or repeal of Team rules, and any other proper business that may need to be transacted. Notice of the annual meeting shall be made so as to provide 2 weeks advance notice to all board members.

Section 5.11 – REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate from time to time throughout the year. Said meetings shall be called by the President and notice of such meetings shall be given by the Corporate Secretary to all Board members at least 2 weeks in advance of the meeting date. Notes from Board of Director meetings will be shared with all valid members of VCKC and a summary published on the VCKC website.

Section 5.12 – SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

1. Authority to Call.
   Special meetings of the Board for any purpose may be called at any time by the President, Vice President, or the Corporate Secretary or any two (2) Board of Directors.
2. Manner of Giving Notice.
   Notice of the time and place of special meetings shall be given to each Director by one of the following methods:
   - 2.1. By personal delivery of written notice;
   - 2.2. By first-class mail, postage pre-paid;
   - 2.3. By telephone, either directly to the Directors or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or,
   - 2.4. By electronic mail.
3. All such notices shall be given or sent to the Director's postal address, e-mail address, or telephone number as shown on the records of the corporation.
4. Time Requirements for Notice.
   Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices by personal delivery, telephone or electronic mail shall be delivered shall be given at least forty-eight (48) hours before the time set for the meeting.
5. Notice Contents.
   The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 5.13 – QUORUM, BOARD OF DIRECTORS

A quorum shall consist of a majority of at least three (3) voting Members as described in Article IV, Section 4.01 of these Bylaws. The quorum shall make decisions by a majority of the quorum unless otherwise stipulated in those certain sections or involving those certain actions in which more than a majority of the quorum is specifically required.

Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitations, those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorship, (3) creation of an appointment of committees of the Board and (4) indemnification of Directors, every act/or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.14 – VOTING and MANNER OF CASTING VOTES

The voting of the corporation shall rest solely in the members of the Board of Directors, who shall have the power and authority to conduct the business and corporation activities of the corporation, as more fully set forth in these Bylaws.

1. Manner of Casting Votes.
   Voting may be by voice or ballot unless a board member specifically calls for a ballot vote on an item before the voting begins.
2. Voting.
   Each board member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the Board. Cumulative voting shall not be permitted.
3. Approval by Majority Vote.
   If a quorum is present, the affirmative vote of a majority at the meeting entitled to vote shall be the act of the Board of Directors, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporations Law or by the Articles of Incorporation.
4. Proxies.
   There shall be no voting by proxy on any corporate business by any member of the Board of Directors at any time.

Section 5.15 – WAIVER OF NOTICE

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporation records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement, the lack of notice to such Director.

Section 5.16 – ACTION WITHOUT A MEETING

1. Action by Unanimous Written Consent.
   Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively consent in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.
2. Action by Written Ballot without a Meeting.
   Any action that may be taken at any meeting of the board may be taken without a meeting by written ballot complying with the requirements of the Corporations Code.

Section 5.17 – ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

ARTICLE VI – OFFICERS

Section 6.01 – OFFICERS

The officers of the Corporation shall at a minimum include a President, Secretary, Treasurer.

Section 6.02 – ELECTION OF OFFICERS

The President of the Corporation shall be elected by the Board of Directors. The Board empowers the President to appoint a Vice President, Secretary, Treasurer and any such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.03 – REMOVAL OF OFFICERS

Without prejudice to any rights of an officer or employee under any contract of employment, any officer or employee may be removed with or without cause by the Board, or, except in the case of any officer chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 6.04 – RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 – VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, termination of membership rights, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.06 – PRESIDENT

Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the Corporation and shall generally supervise, direct and control the activities and affairs and officers of the Corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of the president and general manager of a corporation and such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall vote only in case of a tie on any item of action presented to the Board of Directors for a vote.

Section 6.07 – VICE PRESIDENT

The President may choose to appoint a Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

Section 6.08 – SECRETARY

The Secretary shall keep or cause to be kept, minutes of all meetings of the members, the Board, and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the board and committee meetings, the number of members present or represented at members' meetings, and the proceeding thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, or securely on the VCKC website (venturacanoekayak.org), the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's board members, showing each member's name,

address, and class of membership. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

All minutes and master copies of the Bylaws shall be stored electronically on the VCKC web space and made available to all club members.

Section 6.09 – TREASURER

The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, and shall send or cause to be sent to the members of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board, shall render or cause to be rendered to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Treasurer will be responsible for all financial filings, including but not limited to:

- Internal Revenue Service Form 990
- Franchise Tax Board Form 199
- CT-1 with the Attorney General of California
- Statement of Information to be filed with the Secretary of State.

ARTICLE VII – COMMITTEES

Section 7.01 – APPOINTMENT

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors or VCKC members (or parents of members), as the Board or Committee Chairperson may determine necessary. These committees are to serve at the pleasure of the Board and may be dissolved by the Board. Appointments to committees may be by majority vote of the Directors then in office or by the Committee Chairperson appointed by the Board. The Board should set goals and governance for each committee in a transparent and open manner.

The Board shall select a Chairperson for each committee subject to the approval of the Board Members eligible to vote. Committees shall operate under the direction of the Board and in conformance with the purposes of the corporation. Unless otherwise stated, committee members shall serve one-year terms, but may serve any number of consecutive terms.

Section 7.02 – POWERS

All committees appointed in accordance with section 7.01 and all standing committees set forth in these Bylaws, to the extent provided by these Bylaws and in any resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Fill vacancies on the Board or in any committee which has the authority of the Board;

2. Establish or fix compensation of the Directors for serving on the Board or for Committee Chairs.
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
5. Appoint any other committee of the Board or the members of these committees;
6. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest and any other self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code;
7. Approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of majority of all members.

ARTICLE VIII – OTHER PROVISIONS

Section 8.01 – REVISIONS AND AMENDMENTS

The Bylaws may be amended or repealed at any meeting of the Board of Directors, where a quorum is present and by a majority vote of the Board of Directors present at the meeting.
The Corporate Secretary shall provide copies of all approved amendments to the Bylaws to each Director prior to the next meeting.

Section 8.02 – CONDUCT AND DISCIPLINE

The personal conduct of Directors (and club members) belonging to this organization shall be above reproach at all times. Any such person who by his personal conduct shall directly reflect upon or discredit or harm this organization shall be subject to appropriate action as may be deemed necessary by this organization and/or pursuant to Section 4.04 of these Bylaws.

All volunteers and staff who work with minors must take and present certification of the sport's National Governing Body "Safe Sport" program. Details about this program may be found here: https://www.americancanoe.org/page/SafeSport

Section 8.03 – INSPECTION OF CORPORATE RECORDS

Subject to Sections 6330, 6331, and 6332 of the California Nonprofit Public Benefit Corporation Law, a board member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the record of all Board members' names, addresses, and voting rights, at a reasonable time, upon five business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting/rights of the those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand.

The demand shall state the purpose for which the list is requested. The corporation may, within ten (10) business days after receiving a demand, as set forth above in paragraph A or B of this Section, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. Any alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand will be deemed a reasonable alternative, unless the corporation fails to affect that alternative method within a reasonable time after acceptance of the offer. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to paragraph A or B of this Section. If the corporation reasonably believes that the information will be used

for a purpose other than one reasonably related to a person' interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

The Board will not disseminate club member’s private data for sales or marketing purposes at any time; club members are also to keep contact lists private and use only for club related communications.

Section 8.04 – ACCOUNTING RECORDS AND MINUTES

On written demand of the corporation, any Board member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

To facilitate transparency, all minutes will be maintained in a secure online source for club members to access at any time.

Section 8.05 – INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by the Board members at all reasonable times during office hours. If the corporation has no office in the State of California, it shall upon the written request of any member furnish to that board member a copy of the Articles or Bylaws as amended to date. To facilitate transparency, the Bylaws will also be maintained in a secure online source for club members to access at any time.

Section 8.06 – ENDORSEMENT OF DOCUMENTS; CONTRACTS

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President, and the Secretary, and Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE IX – INDEMNIFICATION

Section 9.01 – DEFINITIONS

For the purpose of this Article IX , "agent" means any person who is or was a Director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of that predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under provisions of Article IX of these Bylaws.

Section 9.02 – INDEMNIFICATION IN ACTIONS BY THIRD PARTIES

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in it favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that that person is or was an agent of the corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.03 – INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that that person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and with such care including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.03:

1. In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of the person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for the expenses which the court shall determine;
2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
3. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless the action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 9.04 – INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 9.02 or 9.03 of Article IX of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection therewith.

Section 9.05 – REQUIRED DETERMINATIONS

Except as provided in Section 9.04 of this Article IX, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the

circumstances because the agent has met the applicable standard of conduct set forth in Section 9.02 or 9.03 of this Article IX, by:

1. A majority vote of a quorum consisting of directors who are not parties to the proceeding;
2. Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or,
3. The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

Section 9.06 – ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount advanced unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Article IX.

Section 9.07 – OTHER INDEMNIFICATION

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than those directors and officers may be entitled by contract or otherwise.

Section 9.08 – FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article IX, except as provided in Section 9.04 or Section 9.05C in any circumstances in which it appears:

1. That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That it would be inconsistent with any condition expressly imposed by a court in approving as settlement.

Section 9.09 – INSURANCE

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

ARTICLE X – FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 and end on December 31.

ARTICLE XI – DISSOLVING THE CORPORATION

In accordance with the laws of California, the Ventura Canoe & Kayak Club may be dissolved when a majority of the Board members in a certified vote choose to wind up and dissolve the corporation.

The following steps will be adhered to should VCKC be dissolved:

1. A certified vote to dissolve and unwind the corporation by a majority of the Board.
2. Filing of a final California tax return with the Franchise Tax Board.
3. Obtain a dissolution waiver from the Attorney General's Office before the disposing of any remaining assets. (Any remaining assets will be donated to other active sprint canoe and kayak clubs.)
4. Submit Final Notice of Submission to the Secretary of State's Office.
5. Submit Final Notice of Submission to the Attorney General's Office.

ARTICLE XII – VCKC BASIC RULES

The following rules should be considered the basic, core underpinnings of our club's governance:

- Have fun while making good decisions.
- Support and encourage the growth of others.
- Include everyone.
- Do your best and trust that everyone else will, too.
- Be kind, even when others may not be in return.

CHANGE LOG:

October 21, 2015: Initial draft completed and shared with proposed Board members for review.

October 22, 2015: Typos fixed in several sections.

July 8, 2018: Added sections to the probationary membership area and addressed more sections with the intent of focusing on VCKC and not a corporation. Added “VCKC Basic Rules” in Article XI.

October 15, 2018: Changed name from Ventura Olympic Canoe Club to Ventura Canoe and Kayak Club due to Title 36 of US Code section 220506 and the US Olympic Committee.

November 1, 2018: Added provision for dissolution of the corporation.

December 5, 2018: Updated various sections at the recommendation of the Board to improve and clarify communication and responsibilities. Updates include adding language regarding immediate suspension from the club for threats, bullying or other physical intimidation, clarification that the Treasurer is responsible for financial filings, and language requiring all volunteers and staff to complete the American Canoe Association’s Safe Sport online training.

December 18, 2021: Converted to Google Doc for sharing and future use.

January 14, 2025: Amended Voting Members (our Board of Directors) section to clarify that they are not required to pay dues and may also be members of other paddling clubs. They still must remain current with Safe Sport certification.