

OCEANSIDE OUTRIGGER CANOE CLUB

BY-LAWS Member Approved December 2017

ARTICLE I - The Club

The Club shall be called the Oceanside Outrigger Canoe Club (OCC) and its home is Oceanside, California. The Club is a member of the Southern California Outrigger Racing Association (SCORA). The Club's specific purpose is to foster national and international amateur canoe competition and generate public interest and support for this activity.

ARTICLE II - Objectives

Section 1

The Club will promote the sport of outrigger canoe paddling through programs that include local and national racing and recreational paddling for adults and youths.

Section 2

The Club will promote respect for the ocean, community, and family, and encourage teamwork utilizing the outrigger canoe and the culture it embodies to accomplish these objectives.

ARTICLE III - Basic Policies

Section 1

The Club shall be a non-profit public benefit organization and shall be non-sectarian and non-partisan in character. The name of this Club or the names of its board members in their official capacity shall not be used in any connection with a commercial concern or with any partisan interest or for any other purpose other than the regular work of this Club.

Section 2

Annually, no person shall paddle in a Club canoe without properly executing a SCORA assumption of risk form. Parents or legal guardians will execute an annual SCORA assumption of risk form on behalf of their minor children prior to participation in any Club activities.

Section 3

Prospective Club members may participate in a paid newcomer course. After completing the newcomer course, all participants are required to join the Club in accordance with membership requirements in Article IV below in order to continue to participate in Club activities. This does not include members of other clubs training with OCC in order to prepare for joint races. These joint club-to-club training activities must be approved by the Head Coach and Race Director.

Section 4

Events held by the Club shall be conducted in compliance with policies established by SCORA.

Section 5

Authorization to incur debts on behalf of the Club and disbursement of Club funds shall be made only upon approval

of the Board of Directors.

ARTICLE IV - Membership, Dues and Fees

Section 1

Membership in this Club is open to anyone regardless of age or sex.

Section 2

Membership is valid after payment of dues, proper execution of an annual SCORA assumption of risk form, and signing the OOCC Membership Application and Agreement. Electronic filing of membership applications and electronic acknowledgement of agreeing to the member code of conduct is allowable.

Section 3

Annual dues shall be due and payable on the 1st day of January of each year to the Club Treasurer. Dues for new members will be full dues if joining prior to June 30th and one-half the annual dues if joining on July 1st through December 31st. The Board upon notification to the general membership not later than December 31st of each calendar year can change the amount of annual dues with a vote. The Board may or may not establish an "early pay discount of 10 percent" as they deem appropriate. The Board may at its discretion establish payment plans as it deems appropriate and may include a fee of up to 10% of the annual dues. Dues not paid in full prior to March 31 may, at the Boards discretion may be subject to a penalty, provided this penalty is assessed uniformly. The Board can establish grace periods for payment of dues and fees not to exceed 60 days.

Section 4

Any delinquent debts shall automatically cause suspension of all Club privileges of the member owing it until such debt is paid in full.

Section 5

Individual members will be a member of SCORA with annual dues as required by SCORA which shall not be an additional charge but shall be paid out of annual Club dues.

Section 6

Race fees shall be pre-paid by each racing member prior to participation in the race. Failure to pay by the appointed date may result in an additional payment penalty. The coaches shall provide a copy of the race entries for participation verification. The Race Director or an appointee of the Race Director shall keep track of race participation and payment with the aid of the Treasurer. Non-payment or repeated late payment of race fees may result in removal from OOCC racing teams. Only paddlers that are a member-in-good standing of OOCC or another SCORA approved club are allowed to race with OOCC.

Section 7

The Board may establish additional fees for certain Club activities, as they determine appropriate, particularly for special activities such as Club race fees (for such things as escort vessels or safety vessels), SCORA race fees, and privileges available to or requested by only some Club members such as storage of personal canoes at the harbor. These fees will be due and payable within 30 days of notification of affected membership.

Section 8

The Club will also have a financial assistance program, the (Makana Ke Kai Ko'o). An amount equal to ten percent of the Club's annual membership funds from the previous year may be applied to membership grants on an as-needed basis. These scholarships may be either full or partial. Potential grantees shall contact the treasurer for consideration and provide in writing a statement of need and a statement of intent to contribute, in ways other than financial, to the Club. The treasurer will forward requests to the Board who will consider them each based on some

or all of the following criteria:

evaluation of statement of need, evaluation of statement of intent, previous non-monetary contributions to the Club, level of participation in Club activities and other factors deemed appropriate by the Board. Donations directed to the Ko'o fund may increase the availability of funds in any year.

Section 9

Club privileges are only available to club members in good standing, as determined by the Club Treasurer. Club privileges include participation in racing and recreational programs, participation in club sponsored clinics (unless they are offered to non-members on a fee-basis), use of club facilities, canoe storage, access to the canoe yard, club website access, club email list, use of club equipment, participation in election, participation in club or board or committee meetings, and other things related to club activities and operation. Use of canoes by a member must be approved by a coach or Board Member and is subject to the safety policies in Article X. Personal storage of OC-1, OC-2 and surf skis is subject to the provisions established by the Board

Certain activities such as parties, may be open to family members, as determined by the Board. Guests from other clubs will be treated with generosity and allowed to occasionally participate in club activities, however, regular participation will require membership. Newcomers paddles (up to four times) are, of course, open to non-club members.

Section 10

Information on club activities will be primarily provided to members via electronic mail, and the OOC website. Members without access to such will be provided paper copies of pertinent information if they specifically request such from the Board.

ARTICLE V - Board of Directors and Their Election

Section 1

The Board of Directors must be club members and will consist of nine members (President, Vice-President/Alternate SCORA Director, Secretary, Treasurer, Race Director/Primary SCORA Director, Recreational Program Director, Recruitment Program Director, Communications Director and Fundraising Director). The conduct of regular Club business and voting on Club activities will be the responsibility of the elected Board of Directors and Committee Chairs as well as duly appointed interim Board members. Non-elected Committee members do not vote on Board matters. No one member can run for or hold more than one board position at a time. Nominations for elections shall begin the Monday after the State Championship Catalina race in September.

Section 2

Directors will be elected by the general membership that participates in the annual election either by in-person voting at the membership meeting, or absentee voting prior to the membership meeting via email ballot, postal mail ballot, web ballot or other formal ballot as provided by the Board. No proxy voting shall be allowed since opportunities for individual registering of votes shall be provided for a minimum of one week prior to a membership meeting. The Board will decide whether elections will be in-person or absentee (e-ballot or snail mail) or a combination.

Only members 18 and over may vote. Elections shall have controls to prevent duplicate voting. In order to be eligible to vote for the subsequent year's Board of Directors, an individual must be a member of OOC prior to the date that the nominations for the next year's Board are started. No board member can vote on a family member, partner, or significant other such as Head coach or any elected position.

Directors of Oceanside Outrigger Canoe Club serve for a period of two years with elections conducted in a staggered schedule in order to provide the Club continuity of leadership. The election schedule is such that the Vice

President, Communications Director, Recreation Director and Recruitment Director are elected in the even year elections (for terms beginning in odd numbered years) while the President, Treasurer, Secretary, Race Director, and Fundraising Director are elected in the odd-year elections as shown in the OOCB Board Member Election Schedule shown in the table below:

OOCB Board Member Election Schedule

<i>Elections for terms that begin in an odd year</i>	<i>Elections for terms that begin in an even year</i>
Vice President	President
Communications Director	Treasurer
Recreation Director	Secretary
Recruitment Director	Race Director
	Fundraising Director

Section 3

The Board will transact Club business at regular monthly meetings or as determined to be needed by the President after conferring with the Board. It is understood that if there are not necessary volunteers from within the club for board positions, coaching or committee positions, certain club activities may be suspended by a majority vote of the Board.

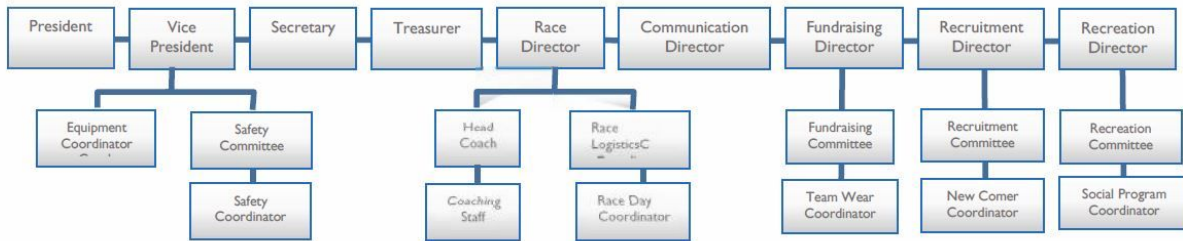
Section 4

Resignation from office will be accomplished by tendering a letter of resignation to the Club President. Vacancies occurring prior to the end of a one-year term shall be filled as an interim appointment designated by the Board of Directors. The interim position will have all the responsibilities and privileges of a duly elected officer. Replacement of an interim position with a permanent position shall be made by election at the next general membership meeting by a majority of the general membership present at the membership meeting.

Section 5

If during a Board Member’s term of office a Club member believes a Board Member has violated or abused their position or conducted themselves in a way that is not advantageous or fair to the Club membership, the member may appear at a meeting of the Board of Directors and bring up for discussion the possible termination of said officer from their post. The decision to terminate the Board member shall be made in a closed session meeting of the Board of Directors. Termination of said Officer would be resolved with a majority vote of the Board of Directors.

ARTICLE VI – Board of Directors



Section 1

The responsibility for daily management of this Club shall be vested in the Board of Directors of the Oceanside Outrigger Canoe Club in accordance with the Club by-laws.

Section 2

No decisions in the management of the OOCC shall be made without the knowledge of the President.

Section 3

All Officers of OOCC will conduct themselves in a manner that promotes the objectives of the Club and brings credit upon the Club as a whole. Each Officer will be a representative of OOCC to the paddling community and the community at large. Any officer who is unwilling to or unable to or doesn't fulfill his or her duties including regular attendance at board meetings, will be replaced. The President, with the approval of the Board, shall appoint a club member to serve in that board member's capacity until the next annual election.

Section 4 – President Duties The President will:

- preside at all Board meetings and general membership meetings of the Club or shall delegate that responsibility to the Vice-President or other Club officer as he/she deems appropriate
- be a member ex-officio of all committees
- appoint special committees
- coordinate the work of the Board of Directors
- perform other duties as necessary in order that the objectives of the Club may be achieved
- appoint chairs of standing committees after conferring with the Board and any interested club members
- in response to emergency situations where Board consultation is impractical the President may use his/her best judgment to make time-critical decisions and take any and all necessary actions required to protect the safety and well-being of OOCC members and Club interests

Section 5 – Vice President Duties The Vice-President will:

- assist the President in management of the Club
- perform the duties of the President in the event of his/her absence
- shall be ready to assume the duties as President in the event of the President's resignation or termination
- be the alternate SCORA representative for OOCC at all SCORA meetings where the OOCC Race Director is unable to attend as primary SCORA Director
- manage the purchase, repair, loan, storage, and upkeep of club equipment and may delegate these tasks to committee members as he/she deems appropriate. This does not alleviate the requirement for the VP to get approval

for equipment related activities from the Board.

- coordinate with equipment maintenance coordinator
- coordinate with safety coordinator

Section 6 – Secretary Duties The Secretary will:

- notify the Board Members and Club Members of Board meetings
- notify the club Members of General Membership Meetings
- record and maintain the minutes of all meeting of the Board of Directors, and general membership meetings
- ensure that meeting agendas and meeting minutes are posted on the club’s website subsequent to board or membership meetings
- conduct correspondence of the Club as directed
- performs such other duties as may be designated
- maintain copies of the Club’s membership records; all documents handed out a meetings; all documents provided to SCORA
- ensure that the Board, coaches and committees follow the club by-laws and board policies with assistance and support from the Board and all coaches

Section 7 – Treasurer Duties

The Treasurer will

- account for all monies of the Club
- keep accurate records of receipts and disbursements in accordance with Board of Directors approved purchases
- provide a Financial Report at each board meeting
- present a written financial statement at other times as requested by the Board of Directors
- shall maintain the list of members based on dues payment and membership forms (including addresses, emails, birthdates and other information) and provide it to Board of Directors and Club members on request
- manage the Club’s Ko’o program (grant and “scholarship” program)
- file all necessary tax returns
- ensure that the club is fulfilling requirements of its non-profit status
- prepare the draft annual budget and ensure the Board acts on it and adopts a budget in a timely manner each year

Section 8 – Race Director Duties

The Race Director will

- act as primary Board liaison interface with the OCCC coaching staff providing the appropriate avenue for interaction between the coaches and the Board
- be responsible for coordination and execution of OCCC 9-Man and OC-1 races
- be responsible to ensure all waivers are obtained from members and provided to SCORA and that all Race Fees are paid in cooperation with Treasurer
- responsible for organizing designing, procuring, and distributing race jerseys
- act as the primary SCORA Director with the OCCC VP acting as Alternate SCORA Director. He/she will hold one

vote in the SCORA organization and will cast it in accordance with OOCC Board of Directors' wishes. The SCORA Representative will be a liaison between OOCC and SCORA and provide timely updates concerning SCORA activities/actions. He/she will compile, submit and provide copies to the OOCC Secretary of all necessary SCORA documents including waivers and other items/information requested by SCORA

- ensure that all race-day logistics are taken care of and may delegate needed tasks to committee members as he/she deems appropriate
- coordinate with racing logistics coordinator
- coordinate with race day coordinator

Section 9 – Communications Director Duties The Communications Director will

- maintain an accurate mailing list and email list of all club members
- maintain the Club's website and electronic document archival system
- develop procedures to keep Club members informed of Club events/activities
- be responsible for establishing communication mechanisms within the club
- establish a committee as he/she deems appropriate with the general goal of ensuring that club members are informed of club business and activities
- provide information to club members at the request of the Board, coaches or other club members

Section 10 – Fundraiser Director Duties The Fundraising Director will:

- plan and coordinate all fundraising events
- establish an annual fundraising goal for the Club
- establish a committee as he/she deems appropriate with the general goal of ensuring that the annual Fundraising goals of the Club are accomplished
- coordinate with Outreach Program
- coordinate with club team wear coordinator
- coordinate fundraising program including Sponsorship program

Sponsors are recognized as follows:

All OOCC Sponsors receive the following:

Advertisement of sponsorship at club events. Company will be highlighted on our club website, including any appropriate link. Right to use the name of Oceanside Outrigger Canoe Club as well as publicity photographs subject to approval by the Oceanside Outrigger Board of the text and photographs proposed for use. Oceanside Outrigger non-profit information.

Sponsors that achieve specific contribution levels will receive various forms of recognition. These are at the discretion of the Board. Suggested levels of recognition are as follows:

Hulu — Precious: \$500 to \$999

Sponsor's logo to appear on the "ama" (flotation device) or hull of one Oceanside Outrigger canoe

Liho — Rare: \$1,000 to \$2,999 Sponsor's logo to appear on the "ama" (flotation device) or hull of all Oceanside Outrigger canoes

Kaimana — Jewel: \$3,000 to \$5,999 Sponsor's logo to appear on the "ama" (flotation device) or hull of all Oceanside Outrigger canoes Banner with Sponsor's logo and "Oceanside Outrigger Canoe Club sponsored by ..." displayed at all races

Ali'i — Royalty: \$6,000 to \$9,999 Sponsor's logo to appear on the "ama" (flotation device) or hull of all Oceanside Outrigger canoes Banner with Sponsor's logo and "Oceanside Outrigger Canoe Club sponsored by ..." displayed at all races Sponsor's logo and "Oceanside Outrigger Canoe Club sponsored by ..." on our canoe trailer Sponsor's logo to appear on club uniforms and race t-shirts

All Sponsors must be approved by the Board to ensure that they are appropriate for Oceanside Outrigger Canoe Club.

Section 11 – Recruitment Director Duties The Recruitment Director will:

- develop and implement the program for bringing new members into the Club
- be responsible for coordinating the Sunday Newcomers Paddles
- maintain the New Members Handbook
- be the focal point for educating new members
- will provide guidance to new members concerning personal paddling equipment/apparel and where it can be obtained. The Club may maintain and manage a stock of personal paddling equipment/apparel for sale to Club members
- establish a committee as he/she deems appropriate with the general goal of ensuring that the annual Membership goals of the Club are accomplished
- coordinate with the OOCN Newcomers Coordinator

Section 12 – Recreational Director Duties The Recreational Director will:

- be responsible for establishing and managing the recreational paddling program for the club
- establish schedules for paddling in coordination with the Head Coach
- be responsible for establishment and enforcement of safety rules for recreational paddles
- establish a committee as he/she deems appropriate with the general goal of ensuring that the club recreational program runs smoothly
- coordinate with social programs coordinator

NEW ARTICLE VII – Coaching Staff

All OOCN coaches have the responsibility of teaching the skills, rules and tactics involved in outrigger canoe racing from the fundamental skills to advanced tactics and strategies. They are responsible for communicating with the team, motivating the team, knowing the paddlers strengths and weaknesses, and leading by example. An OOCN coach puts the team first, individual paddlers second, and his or her own interests last.

A vote of the full membership will elect the Head Coach, who will hold the position of associate vice president.

The Head Coach shall appoint the mens, womens, novice, and keiki coaches only after receiving the approval of the Board. By accepting a coaching position with the club, all coaches agree to abide by the club by-laws and the direction of the Board of Directors. All coaches approved by the Board are assistant vice presidents.

All coaches shall be represented on the Board by the Race Director. The Race Director is responsible for coordinating with the coaching staff and ensuring that the Board addresses their concerns and needs. The Race Director is responsible for ensuring for establishing a racing logistics chair/committee and a racing coordinator

chair/committee.

Section 13 – Head Coach Duties The Head Coach duties include the following:

- provide a training plan that will cover each of the seasons and outline the paddling technique to be taught, training sessions to be utilized, cross training recommendations, and crew selection criteria
- select the following positions to be approved by the Board of Directors: Men’s coach(es), Women’s coach(es), Novice Men and Women’s coach(es). The head coach may perform any of these positions. The head coach may replace any coach at any time and find a replacement to be approved by the Board. The head coach may also appoint a Keiki coach, Steersperson coach and cross-training coach subject to approval by the Board
- set all race workout schedules
- manage the racing training program of the Club
- assist the coaches in crew selections based upon the criteria outlined in the training plan
- be the Club representative at each race (or designate a Club representative) and ensure that any race related documents are properly completed and submitted to race officials in a timely manner
- provide oversight and management of the club’s racing activities; assist the coaches in their race day functions, and attend any race related meetings that take place during the race days
- allow all qualified club members the opportunity to participate in the highest quality training and coaching available
- enforce club policy that only club members in good standing shall participate in racing, training and recreational paddling activities of the club (except for “farmed-in paddlers on race day from another bona-fide club)
- work with the Recreational Chair and provide input to the recreational program of the Club
- consider the needs of all Club members, including racing and recreational paddlers, and will ensure that practices/workouts and other activities do not conflict
- will allow any OOCB canoe to be loaned out to another club on race day as a coach deems appropriate without interfering with OOCB racing activities

ARTICLE VII - Standing Committees

Section 1

The Board of Directors shall appoint Coordinators of each of the active standing committees. The Coordinators are responsible for establishing their committee members, as they deem appropriate. Some or all of the following committees may be established. Each committee will coordinate with a member of the Board of Directors as specified.

Equipment Coordinator (and Committee, if established by the chair) is responsible for working with the VP to manage all Club equipment including canoes, Club paddles, Club steering blades, rigging supplies, Club shed and Club trailer. He/she shall ensure all canoes are properly rigged at all times, schedule ongoing maintenance for each canoe, hold membership canoe maintenance days and recommend to the Club Board of Directors when items need replacement. This committee shall coordinate with the Vice President.

Safety Coordinator (and Committee, if established by the chair) is responsible for establishing and implementing a safety program for the club. This committee shall coordinate with the Vice President.

Racing Logistics Coordinator (and Committee, if established by the chair) is responsible for planning and coordinating the movement of Club canoes and equipment required supporting all races and activities/events in which the Club is participating. He/she shall ensure that all necessary canoe parts and rigging are at all races and

events. This committee shall coordinate with the Head Coach.

Race Day Coordinator (and Committee, if established by the chair) is responsible for food, water, tent, leis and other items needed for race day. This committee shall coordinate with the Head Coach.

Outreach Coordinator (and Committee, if established by the chair) is responsible for providing information about the Club to the community at large. The Committee will prepare press releases, notices, flyers, etc. to publicize the Club and its activities and events. This committee shall coordinate with the Fundraiser Director.

Newcomers Coordinator is responsible for implementing the newcomers paddling program of the club. This committee shall coordinate with the Recruitment Program Director.

Social Coordinator is responsible for organizing social functions including annual parties, luaus, weenie roasts. This committee shall coordinate with the Recreation Director.

Teamwear Coordinator (and Committee, if established by the chair) is responsible for organizing designing, procuring, and distributing teamwear and other Oceanside Outrigger Gear. This committee shall coordinate with the Fundraising Director in cooperation with the Head Coach.

ARTICLE VIII - Meetings

Section 1

The general membership shall meet each year during the period September 15 to December 15 to elect Directors as outlined in Article V, Section 2 and conduct other business as appropriate. The term of the Board of Directors shall be effective from January 1 to December 31 of each year.

Section 2

General membership meetings will be held when called by the Club President. All members of the Club will be notified of a meeting a minimum of 72 hours in advance of the meeting.

Section 3

Board of Directors meetings will be held when called by the Club President or Vice President.

Section 4

A. OCCC BOARD MEETINGS DEFINED

- i. face to face gatherings of a majority of the Board in which issues under the purview of the Board are decided or voted upon This definition does not include:
 - ii. a gathering of less than the majority of the Board; or
 - iii. gatherings of any type including races by any number of Board members if issues under the purview of the Board are not decided or voted upon; or
 - iv. Individual contacts or conversations between a "OCCC member" ("Member") and any other person; or
 - v. Meetings called by persons other than the President or Vice President.

RIGHTS OF OCCC MEMBERS

- i. A Member can attend a meeting of the Board and can speak (a maximum of five minutes, or more if so determined by Board) on any subject pertinent to OCCC.
- ii. The Board shall not prohibit a Member from criticizing the Board. Personal attacks on individuals

are not permitted as outlined in the OOC Membership Application and Agreement.

- iii. In the event that any meeting is willfully interrupted by a person(s) so as to render the orderly conduct of the meeting unfeasible, the Board can direct that person(s) to leave and the Board may continue the meeting.
- iv. Agendas or any other writings, except for those deemed confidential due to membership information or litigation, distributed to all or a majority of the members of Board are also to be provided to the Members in attendance or upon request subsequent to the meeting.
- v. Board may not conduct any meeting or function in any facility where racial or other discrimination is practiced, or where Members must pay to attend the meeting.
- vi. Any Member may request that an electronic or paper copy of all meeting documents be mailed to that person subsequent to the meeting. Alternatively, the Board may direct the member to the requested documents on the club's website subsequent to the meeting.

OCC REQUIREMENTS FOR AGENDAS

- vii. The agenda notice must provide notice of the meeting date and general information on agenda topics and solicit for additional agenda topics.
- viii. As additional agenda items are added, every Board member and any requesting OCC Member shall be provided that updated information either at the meeting or as noted in B. vi. above.
- ix. Meeting agendas shall be distributed to the Club Membership and Board Members on the same timeline as the Meeting notices, i.e. at least 72-hours in advance of Regular Board Meetings and at least 24-hours in advance of Special Meetings. Emergency meetings called upon one-hour notice should also have the meeting agenda documented and distributed to the Membership and Board as soon as practical.
- x. Draft budget information shall be included with the agenda and distributed at least two-weeks in advance of the Board Meeting where the Annual Budget is to be discussed and approved.

OCC OPEN MEETINGS

- xi. Regular Board or membership meetings occur at a time and location determined by the Board with at least 72 hours notice to club members. Special meetings may be called at any time but notice must be distributed at least 24 hours prior to the meeting by all members of the Board and club members.
- xii. Emergency meetings, which are extraordinarily rare, may be called upon one-hour notice to all members of the Board with after-the-fact notification to the club members including the nature of the emergency.

OCC CLOSED MEETINGS

- xiii. Closed Session Meetings may only be held as specified in this section relating to individual club member concerns (including topics of a confidential or sensitive nature) and litigation exceptions. At least 72 hours prior to a closed-session meeting, an agenda must be provided to every Board member and club member. If meeting topics are of a sensitive nature, specifically related to individual member issues or litigation issues, agenda items need to be of only a very general nature (for example: Membership Problem, Litigation Concerns). All Board discussions in Closed Meetings are considered confidential unless otherwise specified by a majority of the Board.
- xiv. Closed Meeting due to club member concerns is allowed to avoid undue publicity or embarrassment for any Member and to allow full and candid discussion specifically as related to compliance with the OCC by-laws, Membership Application and Agreement, compliance with SCORA regulations or other individual compliance issues that are under the purview of the Board. Accordingly, this document provides for

closed sessions regarding the evaluation of performance, discipline or dismissal of an individual.

xv. A Member may request and be granted a hearing at a Board meeting to discuss specific complaints against them and must be given at least 24-hour written notice of any such meeting.

xvi. Closed Meetings Due To Pending Litigation or Potential Exposure to Litigation Exception

a. The Board may conduct closed sessions with or without their legal counsel to discuss pending or potential litigation. "Litigation" includes any adjudicatory proceeding before a court, administrative body, hearing officer or arbitrator.

b. Pending or Potential Litigation under this section includes the following:

- litigation to which OOCC is a party has been initiated formally;
- issuance of tentative cease and desist order;
- meeting is to decide whether to initiate litigation;
- potential for litigation if specific facts and circumstances are discussed in open session;
- facts creating significant exposure to litigation are not known to potential plaintiffs;
- facts (e.g., an accident, disaster, incident, or transaction) creating significant exposure to litigation are known to potential plaintiffs;
- a claim or other written communication threatening litigation is received by OOCC;
- a person makes a statement in an open and public meeting or in writing to the Board or to board members threatening litigation;
- a person makes a statement outside of an open and public meeting or in writing to a club member threatening litigation, and the club member or other credible member of the public provides that information to the Board.

xvii. Minutes of Closed Meetings This document provides for the discretionary, not mandatory, keeping of the minutes with respect to closed sessions. These minutes are confidential and shall be available only to members of the Board or to a court. Neither the minutes nor the information which it memorializes may be released to the body's members.

Section 5

Business at club meetings shall include the following:

1. Call to order
2. Roll call
3. Pule
4. Approval of Minutes
5. Audience communications (May be omitted at general membership meetings)
6. President report
7. Vice President report including all SCORA matters
8. Secretary report
9. Treasurer report
10. Head Coach report
11. Recreational Director report

12. Recruitment Director report
13. Communication Director report
14. Fundraiser Director report
15. Committee reports
16. Old Business
17. New Business
18. Agenda Items
19. Board of Directors comments (May be omitted at general membership meetings)
20. Adjourn

ARTICLE IX - Amendment

Section 1

These By-laws may be amended by a majority vote of the general membership present at a general membership meeting.

Section 2

A Committee appointed by the President shall review the By-Laws each year.

Section 3

Member-initiated Bylaw change proposals must be submitted to the OOCC Board no later than 1 October each year for Board consideration and approval for that year's general membership meeting ballot.

ARTICLE X – Safety Policies

Section 1

Paddlers will have signed an annual SCORA assumption of risk prior to paddling with OOCC or in a OOCC owned/maintained canoe.

Section 2

Only Club members designated by a Coach are approved to steer OOCC canoes.

Section 3

Canoes with “newcomer” paddlers will not proceed past the Oceanside harbor entrance unless the Newcomers Coordinator or his/her designee or a qualified steersman has determined that it is safe.

Section 4

Coaches and/or a “captain” as approved by the Board will determine if a canoe will proceed into the open ocean beyond the Oceanside Harbor entrance.

Section 5

A minimum of one Coast Guard approved personal floatation device will be aboard for every crew member of a OOCC canoe while on the water. One large and one small bailing bucket will be stowed in each OOCC OC-6 canoe when on the water. Canoes will be in a seaworthy condition prior to launch.

Section 6

Individual crew members are responsible for informing the steersman and coach of any disability or medical

concerns prior to leaving the dock. All paddlers should be able comply with SCORA guidelines for swimming ability.

ARTICLE XI - Conduct and Discipline

The conduct of each OOC member has a direct effect upon the entire Club. It is of the utmost importance that each member conducts themselves, whether at a race, practice, Club outing or meeting with the highest degree of sportsmanship and consideration for fellow members, opposing Clubs, and general public consistent with the OOC Membership Application and Agreement. If at anytime any Club member shows anything less, he or she may be subject to disciplinary action or dismissal from the Club.

The code of ethics and conduct for Oceanside Outrigger Canoe Club is as follows:

1. Members are expected to treat all fellow members and the general community with respect, honesty, and fairness.
 - a. Show respect for self, other members, competitors and the club family
 - b. Show respect for the coaches, officers and board members of the club
 - c. Show respect for the environment—especially the ocean
 - d. Show respect for the sport and culture of canoe paddling
 - e. Show respect for the club's equipment and property
2. Members are encouraged to participate and support club activities, events and committees.
3. Everyone is encouraged to strive to achieve their personal best both physically and mentally and support others in this effort.
4. Behavior such as violence, physical or verbal abuse is unacceptable and grounds for suspension or expulsion.
5. Members are encouraged to keep the best interest of the team before their personal aspirations.

If I am part of the coaching staff, or a steersperson, I agree that I will:

1. Treat each paddler with respect and dignity
2. Provide paddlers with program requirements, practice schedule and crew selection criteria
3. Make crew decisions based on fair and equitable standards
4. Be available to explain decisions or answer questions
5. Foster an environment of open communication with the paddlers
6. Mediate conflicts between paddlers that affect the success of the paddling program
7. Be prepared to seek help from the Head Coach or President in solving conflicts
8. Utilize a positive coaching style that fosters teamwork and promotes the values of OOC.

As a paddler, if I have a complaint, I will talk to my coach. If I feel my complaint isn't addressed, I will talk to the Head Coach. If I still feel like my complaint has not been addressed, I will talk with the President. I understand that if a matter is brought to the President, he/she will automatically bring the matter before the Board for consideration and resolution.

I understand that it is my responsibility to uphold the Code of Ethics/Conduct and to abide by the club by-laws. I understand that OOC promotes an open forum of communication and that I should follow the procedures to make myself heard. I understand that I have the power and responsibility to make a positive difference in my club.

I will respect club property and personal property at all times. I understand that any and all of my items or equipment left or stored in the club area are my personal responsibility. I understand that OOC accepts no liability for damages or theft of equipment or members' personal property including canoes and watercraft, backpacks,

clothing, paddles or other items.

Any member may refer inappropriate behavior of another member to the Board of Directors for consideration of disciplinary action. The Board may initiate disciplinary action at its own discretion, only. Club members may raise issues of non-compliance of club rules or the OOCC Membership Application and Agreement but may not demand initiation of disciplinary actions. Any action taken against any member shall be approved by a majority vote of the Board of Directors at a closed meeting.

Typically, the following disciplinary actions will be taken if an individual is in non-compliance of club conduct or the OOCC Membership Application and Agreement (including, but not limited to, appropriate payment of fees):

1st Notice: Verbal discussion between individual in non-compliance and designated board member (typically President, Head Coach or Treasurer, but may be assigned to another board member at the Board's discretion). Non-compliance issues will be identified and the club member will be directed to cease inappropriate conduct or breaking of club rules immediately.

A documented record of 1st Notice actions by the Board will be kept by the Club Secretary.

2nd Notice: Written notice to individual from club president or club Board identifying non-compliance or conduct issues and demanding that inappropriate behavior or actions in non-compliance with the club rules cease immediately. This letter will identify possible outcomes as follows:

- (a) member ceases inappropriate actions immediately and understands that additional transgressions will result in dismissal from club; or
- (b) member voluntarily resigns from club and is refunded membership fees for the current year; or
- (c) member continues inappropriate actions resulting in club membership and any membership privileges being terminated. Notice of such termination will be written and final. Refund of membership fees for the current year is at the discretion of the Board.

A documented record of 2nd Notice actions by the Board will be kept by the Club Secretary.

3rd Notice: Written notice of termination of club membership and privileges as of the date of the termination letter. A member terminated from the club will be restricted from rejoining the club for a period of three years.

A documented record of 3rd Notice actions by the Board will be kept by the Club Secretary.

ARTICLE XII – Indemnification of Officers, Directors and Committee

Members

Section 1

Third Party Actions. This Club has the power to indemnify a person who is a party, or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Club) by reason of fact that the person is or was a Director, Officer, Committee member, of this Club, or is or was serving at the request of this Club as a Director, Officer, Committee member, whether for profit or not for profit, against expenses (including attorneys' fees), judgment, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonable believed by the person to be in or not opposed to the best interests of this Club or its Members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or 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 reasonably believed by that person to be in or not opposed to the best interests of this Club or its Members and, with

respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2

Actions in the Right of this Club. This Club has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this Club to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, Committee member, of this Club, or is or was serving at the request of this Club as a Director, Officer, or Committee member, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Club or its Members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have found to be liable to the Club unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3

Mandatory and Permissive Payment.

(a) To the extent that a Director, Officer, or Committee member, of this Club has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

(b) An indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by this Club only as authorized in a specific case upon a determination that indemnification of the Director, Officer, or Committee member is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or Section 2. That determination shall be made in any of the following ways:

- (1) A majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.
- (2) If that quorum is not obtainable, then by a majority vote of a Committee of Directors who were not parties to the action, suit, or proceeding. The committee shall consist of not less than two (2) disinterested Directors.
- (3) By independent legal counsel in a written opinion.

(c) If a person is entitled to indemnification under Section 1 or Section 2 of this Article XII

for portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Club may indemnify the person for the portion of the expenses, judgment penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4

Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section I or Section 2 of this Article may be paid by this Club in an advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, or Committee member to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Club. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not

be secured. The indemnification on provisions of sections 1 through 4 of this Article shall continue as to a person who ceases to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE XIII - Dissolution

Section 1

The Club may be dissolved by a two-thirds majority vote of the eligible voting membership either by in-person voting at a general or special meeting called by the President or Vice President, or absentee voting prior to the meeting via email ballot, postal mail ballot, web ballot or other formal ballot as provided by the Board. No proxy voting shall be allowed since opportunities for individual registering of votes shall be provided for a minimum of one week prior to a meeting. Voting shall be conducted in such a way that there are no duplicate votes accepted by any member. Written notice of the meeting and vote on dissolution must be sent to all members a minimum of 15 days prior to the meeting.

Section 2

Upon the dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of our Club, dispose of all of the assets of our Club exclusively for the purposes of our Club in such manner, or to such organization or organizations (1) having objectives similar to the objectives of the Club and (2) which shall prohibit the distribution of its or their income and property among its or their members and (3) shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county of San Diego, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.