

**Bylaws of Lokahi Outrigger Canoe Center of Sonoma County, Inc.,  
a California Public Benefit Corporation**

**ARTICLE I- Center Name**

LOKAHI OUTRIGGER CANOE CENTER OF SONOMA COUNTY, INC.

**ARTICLE II - Preamble**

The purpose of this corporation shall be to foster national and international amateur canoe, kayak and paddle sport competition as a charitable and educational organization under Section 501(c)(3) of the United States Internal Revenue Code or its successor. In furthering the purpose set forth above, and only to the extent permitted by the purpose set forth above, this corporation shall have these objectives: (a) to conduct, or to aid in conducting, national and international amateur canoe, kayak and paddle sport competitions; and (b) to support the development of amateur athletes for national and international amateur canoe, kayak and paddle sport competition.

**ARTICLE III – Center Colors**

Black and White

**ARTICLE IV – Center Logo**



## **ARTICLE V - Membership**

A. Membership is open to anyone with the desire to further the purpose of the Outrigger Canoe Center, regardless of appearance, beliefs, sex, race, religion, or age. If a member of Lokahi Outrigger Canoe Center transfers out of the club, the member may not rejoin Lokahi Outrigger Canoe Center until approval of the board.

B. Dues are payable by April 1st for returning members and by May 1st for new members. Membership is valid until end of February. Please refer to Standing Rules Manual for current dues amount.

## **ARTICLE VI – Officers and Duties**

- A. **President:** The members shall elect a President to serve for two years. The President shall preside at all center meetings; shall insure that the will of the membership is faithfully executed; shall plan for the betterment of the center; shall be the official representative of the center; and shall perform such other duties as may be required by these by-laws, or by resolution of the Board of Directors .
- B. **Vice President:** The members shall elect a Vice President to serve for two years. The Vice President shall; in case of the absence of the President, inability, or refusal of the President to act, perform such other duties as may be required by these by- laws, or by resolution of the Board of Directors.
- C. **Treasurer:** The members shall elect a Treasurer to serve for two years. The Treasurer shall have custody of all center funds and submit to the Board of Directors and members monthly reports on the financial condition of the center and shall perform such other duties as may be required by the by-laws, or by resolution of the Board of Directors. Disbursement of funds, \$100 or more, must have approval of the majority of the vote by the Board of Directors. Disbursement of center funds will be done through voucher format. The voucher will include purpose of the purchase, method of accountability and what is to be purchased the name of the requester and the name of the disburser.
- D. **Secretary:** The members shall elect a Secretary for a period of two years. The Secretary shall keep accurate and complete records of the center business, which shall include the minutes of all center meetings, special called meetings and Board of Director's meetings. The Secretary and Treasurer shall I consult with each other to compile paperwork in order to validate member/paddlers that paid dues and assembling and dissemination of membership packets. The Secretary shall also accompany the center President to the association meetings, take notes on relevant subjects and shall perform such other duties as may be required by the by-laws or by resolution of the Board of Directors.

E. **Race Representative:** The members shall elect a Race Representative for a period of two years. The duties of the Race Representative shall be performed at the discretion of the Head Coach and Assistant Coach. The Race Representative shall keep all membership applications and shall be responsible for waiver forms Race IDs and other necessary forms required by the association; and to work with the Head Coach and shall perform such other duties as may be required by the by-laws or by resolution of the Board of Directors.

F. **Sergeant At Arms:** The members shall elect a Sergeant at Arms for a period of two years. The Sergeant at Arms shall aid the President in maintaining order and decorum at all meetings, practices and regattas and shall monitor the attendance sheet. The Sergeant at Arms shall maintain an up to date list of center property, be responsible for its storage, and check the conditions and needs of repair, or replacement and disposition of center property.

#### **ARTICLE VII – Board of Directors**

The members shall elect four (4) Board Members at Large, who will each serve for three years. The Board of Directors shall also include the six (6) Officers of the center, two (2) Founder’s Seats, and no more than six (6) Emeritus Board Members.

All Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and allowed. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 18 of these bylaws.

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

All board members shall be in good standing with the center. The Board will meet the first Tuesday of each month at 7 p.m. at the Morning Star Clubhouse (631 Draco Drive, Petaluma, CA 94954), unless changed by the Board of Directors. All the corporate powers of the center shall be vested in the Board of Directors. In furtherance thereof, and in addition to all the powers in them vested or implied by any provision of these by-laws, the Board shall have power:

- A. To appoint and control and at pleasure, remove without cause, (except in the case of officers) any board member, agents and employees and to allow such compensation for their services as the Board shall deem proper.
- B. To appoint or authorize the appointment of such standing and special committees as these by-laws may authorize and as the Board shall deem proper, for carrying on the activities of the center or for the conduct of its business or affairs, and to define their jurisdiction, duties and powers,

provided that all committees shall be subject at all times to the control of the Board and be subject to change at the pleasure of the Board.

- C. To make and enforce rules not inconsistent with these by-laws, regulating from time to time the affairs and conduct of the center and the conduct of its members in connection with the center and of other persons admitted to any of the privilege of the center or within its precincts; and to give effect to such rules of all as in committees that shall meet with the approval of the Board; all as in the judgment of the Board shall deem advisable from time to time.
- D. To determine and govern all matters affecting finances, discipline, decorum and harmony.
- E. To make and authorize expenditures and the purchase of supplies or personal property for the center or for the use of accommodations for its members.
- F. To call special meetings of the members to consider specified subjects.
- G. To ensure, suspend, request and enforce the resignation of or expel any member who shall be found guilty of any offense against any by-laws, rules or regulations of the center, and to drop from membership or expel any member for non-payment of any indebtedness to the center; and also to suspend or withdraw the privileges of the center from any person admitted thereto for any like cause.

#### **ARTICLE VIII – Removal and Filling of Board Positions**

- A. **Vacancies:** Any vacancy in any elected office because of death, resignation, removal disqualification or otherwise, may be filled by the vote of the Board of Directors of the center for the remainder of the said term.
- B. **Removal from Office:** Removal from office of any officer of the center found negligent in his/her duties may be removed from office upon the 2/3 vote of the Board of Directors.
- C. **Resignation from Office:** Any officer that resigns or has resigned from the Board may run for office again with a unanimous vote from the full Board of Directors.

#### **ARTICLE VIX – Other Association Positions**

- A. **Coach and Assistant Coach:-**The Head Coach Position will be appointed by the Lokahi Board of Directors. The Head Coach position will serve for a period of two years. Upon completion of said term, the Head Coach position will be up for appointment, or open to any and all interested parties.

- B. **Founder's Seats:** There are two (2) seats on the board that are filled by the remaining founders of Lokahi O.C.C. They shall each have only one vote. The founding members will retain their vote until as such time they submit in writing their resignation or until the death of the founders. These members are Sam and Norma aka Ku'ulei Medeiros.
- C. **Public Relations Officer:** The members shall elect a Public Relations Officer for a term of two years. The duties shall be to promote the center in our community and be a liaison between the center and the media. This officer shall help solicit sponsorships and/or grants, and report to the Board of Directors each month.
- D. **Emeritus Board Members:** The members may, at its discretion, elect an Emeritus Board Member. The purpose of the Emeritus position is to help the center stay true to its written charter and to maintain a clear understanding of the center's purpose and to keep a clear vision of the direction the center should continue in. There shall not be more than six (6) members regardless of qualifications. The emeritus position must be invited to be elected by any Founder or Emeritus Board Member. Confirmation will be by simply majority vote by the full board membership.

Any member in good standing that has been a member of the center for ten (10) years and served as a board member for Eight (8) total years shall be eligible to become an Emeritus Board Member. The Emeritus Board Member is a permanent position with full voting rights, restrictions, privileges accorded to all board members.

1. Any member that has the qualifications for the position, must wait if six (6) positions are already filled, until another of the emeritus positions becomes available either by resignation, removal from office, or death of that member.
2. The original founders' seats will not be replaced.
3. Any member having all the qualifications for the Emeritus Board Member position is not automatically guaranteed a seat on the board.
4. Any member that has resigned or left the center regardless of reason, and is reinstated, will not have time served in the center prior to the reinstatement counted towards the emeritus position unless the full board, at its discretion, votes unanimously to accept prior time served.

#### **ARTICLE X - Committees**

- A. **Ways and Means:** The Ways and Means Committee shall consist of the Vice President and members of the center appointed by the President. The Ways and Means Committee shall review and implement methods and resources for raising the necessary revenues for the expenses of this center, and generate the Disbursement of these funds. The Ways and Means Committee must create an annual budget by and present it to the Board of Directors for approval by the second meeting of the year.

#### **ARTICLE XI – Voting**

Voting power shall be vested solely with the Board of Directors or, where applicable, by

the members of the center. Each member 18 years or older, or by the legal guardian of any child paddler, in good standing shall have one vote. The President may vote in case of a tie. There will be voting by written proxy, filed with the secretary and valid for eleven (11) months for any center business. A voting member may only cast one proxy vote. Adoption of motions will be by simple majority except for any revisions or amendments to the by-laws or the removal of an officer, which will require a 2/3-majority vote.

#### **ARTICLE XII - Meetings**

- A. The President shall call to order all meetings.
- B. There will be no drinking or possession of alcoholic beverages at any Board meetings.

#### **ARTICLE XIII – Order of Business of all Meetings**

- A. Meeting Called to Order
- B. Roll Call to establish Quorum and introduction of Guests
- C. Secretary's Report
- D. Treasurer's Report
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Announcements
- I. Adjournment

#### **ARTICLE XIV – Revisions and Amendments to the Constitution and by-laws**

- A. The Constitution and by-laws may be amended at any time by the Board of Directors by 2/3 vote provided:
  - 1) Three weeks written notice of the proposed amendment be given to each member of the Board;
  - 2) Subsequent ratification of said amendment by the General Membership will require a 2/3 vote.

#### **ARTICLE XV - Conduct and Discipline**

- A. The personal conduct of all members of this center shall be above reproach at all times. Any member who by his/her personal conducts directly reflects discredit upon this center shall be subject to such action as deemed appropriate by this center. The Board of Directors reserves the right to take further action if deemed necessary.
- B. Drugs and intoxicating beverages will not be tolerated at any official center function or during racing competition. Any member observed acting under the influence of drugs or intoxicants shall be barred from participation in the regatta scheduled for that day. If the member has already participated in the regatta scheduled for said day; he/she will be barred from the following scheduled regatta. It will be up to the Race Committee and/or Board of Directors to take further action

if deemed necessary.

- C. Upon it being proven to the satisfaction of the Board of Directors that if any member belonging to the center has accepted or offered money or other emolument for the purpose of corruptly influencing the result of a race, such person(s) shall be forever barred from taking part in races held under the auspices of the Lokahi Outrigger Canoe Center of Sonoma County.
- D. Any violation of the Constitution and by-laws of this center shall render a member subject to disciplinary action at the discretion of the Board of Directors.

#### **ARTICLE XVI- Expense Account**

- A. There shall be established a MINOR EXPENSE ACCOUNT of not more than \$100.00 from which the Treasurer and President may jointly withdraw on behalf of the center.
- B. The check writing procedure shall require one signature. The signatures held at the bank shall be from the following Center Officers:
  - 1) President,
  - 2) Vice President,
  - 3) Treasurer.

#### **ARTICLE XVII - Parliamentary Procedure**

- A. Parliamentary Procedure shall be in accordance with the most recent edition of "Robert's Rule of Order, Newly Revised", when not in conflict with this Constitution and by-law

#### **ARTICLE XVIII - Conflict of Interest Policy**

##### **A. Purpose**

The purpose of the conflict of interest policy is to protect the interest of this tax-exempt organization, Lokahi Outrigger Canoe Center, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Lokahi Outrigger Canoe Center or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **B. Definitions**

###### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

## **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which Lokahi Outrigger Canoe Center has a transaction or arrangement,
- b.** A compensation arrangement with Lokahi Outrigger Canoe Center or with any entity or individual with which the Lokahi Outrigger Canoe Center has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Lokahi Outrigger Canoe Center is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **C. Procedures**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether Lokahi Outrigger Canoe Center can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee



shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Lokahi Outrigger Canoe Center's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **D. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **E. Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from Lokahi Outrigger Canoe Center for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Lokahi Outrigger Canoe Center for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Lokahi Outrigger Canoe Center, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**d.** Physicians who receive compensation from Lokahi Outrigger Canoe Center, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

#### **F. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands Lokahi Outrigger Canoe Center is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **G. Periodic Reviews**

To ensure that Lokahi Outrigger Canoe Center operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to Lokahi Outrigger Canoe Center's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **H. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, Lokahi Outrigger Canoe Center may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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