

BYLAWS of
CENTRAL COAST DRAGON BOAT ASSOCIATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I : Name, Office, and Duration

1. **Name:** The name of this corporation is Central Coast Dragon Boat Association.
2. **Location:** The principle place of business and administrative office shall be located at 699 Embarcadero #8, Morro Bay, CA 93442 % Sub Sea Tours.
Mailing Address: P.O. Box 785, Morro Bay, CA 93443

The Board of Directors may change the principal office from one location to another by a majority vote of the Board. The county in which the principal office can be located (San Luis Obispo) can only be changed by amendment of these bylaws.

3. **Duration:** The Corporation shall have perpetual existence.

ARTICLE II : Mission and Purpose

CCDBA Dual Mission:

- To build a community of dragon boat teams for all levels of competition,
- And*
- To empower and support cancer survivors in the sport.

Purpose: Central Coast Dragon Boat Association is a nonprofit public benefit corporation organized exclusively for tax exempt purposes (charitable, educational, and to foster national/international competition), within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE III : Membership

1. Membership: The Corporation shall not have members.

ARTICLE IV : Board of Directors

1. **Election:** The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, removal or expiration of term as provided by these bylaws.
 - a. **Term limits:** As of January 1, 2018, the term of each Director is 3 years with no more than 3 consecutive terms, with a minimum of one year off before the Director can serve on the Board again. For Directors elected to the Board after January 1, 2018, the Director's first 3-year term will be deemed to begin January 1 of the year the Director was elected, for the purpose of this 'term limit' section only. The President of the Board is responsible for keeping track of the terms of the Directors.
2. **Number:** The initial number of Directors shall be at least three (3) and no more than five (5) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).
3. **Qualifications:** To serve as a Director, an individual should have at least one of the following: prior experience serving on a not for profit board; general business or entrepreneurial experience; experience in the treatment of cancer; or the use of physical activities to rehabilitate cancer survivors, and shall have a desire to pay it forward with what they have, know, or have access to. In addition, each prospective Director should have at least two (2) years' experience in the sport of dragon boating.
4. **Powers:** The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of California, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate. Directors may also serve as officers of the Corporation.

5. **Meetings:** Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including monthly or annual meetings, or meetings called by a majority of the Board of Directors. Meetings may be held in person, by telephone conference call, by e-mail or electronically so long as each Director attending the meeting may hear or otherwise communicate with all participants in the meeting.
6. **Special Meetings:** Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
7. **Annual Meetings:** Directors shall meet each year during the month of January for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.
8. **Notice and Waiver:** Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
9. **Quorum:** A quorum shall consist of a majority of the Directors. If at any meeting less than a quorum is present, the majority present may adjourn the meeting without further notice to the absent Director(s).
10. **Vacancy:** Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors, though less than a quorum.
11. **Removal:** Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.
12. **Compensation:** Directors shall receive no compensation for their service as Directors.

13. **Board Committees:** As needed, the Board may create one or more Board Committees to serve at the pleasure of the Board. Appointments to such Board Committees need not, but may, be Directors. The Board shall appoint and discharge Board Committee members. All actions and recommendations of a Board Committee are advisory and shall require ratification by the Board before being given effect.
14. Any programs/teams developed by CCDBA will be governed by the CCDBA Board of Directors in compliance with these bylaws. The first CCDBA program is Central Coast SurviveOars. The Board may develop or add additional programs or teams by majority vote. The Board of Directors may establish policies and procedures that each program will follow.
15. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
16. To the extent that a person who is or was a director or officer of this nonprofit corporation has been successful on the merits in defense of any legal proceeding brought against the person by reason of the fact that he/she is or was a director or officer of the corporation acting in the normal course as a director or officer, such person shall be indemnified against reasonable expenses actually incurred by the person in connection with such proceedings, to the extent that funds are available.
17. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer, or agent of the corporation against any liability other than violating provisions of the law relating to self-dealing (Cal Nonprofit Public Benefit Corporation Law Section 253) asserted against or incurred by the director, officer, or agent in such capacity.

ARTICLE V : Officers

1. **Designation of Officers:** The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators. Officers shall

serve for such terms of office as the Board of Directors designate. No person may hold more than one office at the same time. The Board of Directors may appoint other officers of the Corporation as needed.

2. **Election:** Officers of the Corporation shall be appointed by the Board of Directors immediately following the election of such Directors at the annual meeting.
3. **Removal:** At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.
4. **Compensation:** Officers of the Corporation shall not receive compensation for services as an officer.
5. **Vacancy:** Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. **Duties of Officers:**

a. **President:** The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees thereof, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

b. **Vice President:** The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

c. **Secretary:** The Secretary will keep minutes of all meetings the Board of Directors, be the custodian of the corporate records, give all notices as are

required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

d. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, timely file all required tax returns for the corporation and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI : Restrictions on Actions

1. All the assets (funds, boats, paddles and other equipment necessary to conduct the business of CCDBA) and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered; reimburse officers for reasonable expenses incurred and make other reasonable payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, or Officers. Private property of the incorporators, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political

campaigns or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

- a. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- b. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- c. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- d. Make any investment in such a manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- e. Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

5. Transactions with Directors and Officers: The Corporation shall not be a party to any transaction (a) in which one or more of its Directors or Officers has a material financial interest; or (b) with any corporation, firm, association or other entity in which one or more Directors or Officers has a material financial interest.

6. The Board of Directors may authorize a transaction described in #5 above if:

- a. the Corporation enters into the transaction for its own benefit;

- b. the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- c. prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- d. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- e. the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section.

ARTICLE VII : Contracts, Checks, Deposits and Funds

1. **Contracts:** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment:** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. **Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. **Gifts:** The Directors, collectively or individually, and any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. **Loans:** No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII : Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distribute the same to such organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of the Corporation, or to any other private person.

ARTICLE IX : Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, gender, sexual orientation, age, marital status, religious affiliation or national origin.

ARTICLE X : Amendment and Repeal

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

ARTICLE XI : Principal Office and Records

1. The corporation shall maintain at its principal office in the State of California the electronic records of the corporation including minutes of all meetings of the Board of Directors and committees, if any; records of accounts including business transactions and accounts of all assets, liabilities, receipts, disbursements, and gains or losses; a copy of the corporation Articles of Incorporation and Bylaws (and any amendments) which shall be open to inspection upon reasonable request by an affiliate of the organization.

2. Every director and officer shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind related to this corporation.

Article XII : Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December each year.

Certificate of Secretary:

I certify that I am the duly elected and acting Secretary of Central Coast Dragon Boat Association (CCDBA), a California nonprofit public benefit corporation; that these Bylaws, consisting of 10 pages, are the Restated Bylaws of this Corporation, including amendments made by the Board of Directors on February 6, 2021 and August 23, 2023. The original CCDBA Bylaws were adopted August 16, 2014 and Restated Bylaws were adopted February 2, 2019.

Executed on _____ at Morro Bay, California.

Missy Bullaro, Secretary

Sandy Mitchell, President

Miki Gillman, Vice President

Betsy Asmus, Treasurer

Martha Sparta, Director

Brooke Langle, Director