

ARTICLES & BYLAWS OF HUMBOLDT BAY ROWING ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

I. NAME

The name of this corporation is Humboldt Bay Rowing Association.

II. OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is located in the Adorni Recreation Center Boathouse, 1011 Waterfront Drive, Eureka, Humboldt County, California. The board of directors (board) may change the principal office from one location to another. Any change in location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

III. PURPOSES AND LIMITATIONS

A. General Purpose

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.

B. Specific Purpose

Within the context of the general purposes stated above, this corporation's purposes are to promote the sport of rowing and boating safety for community members of all ages and skill levels.

IV. MEMBERS

A. Class and Qualification

This corporation shall have three classes of members: 1) adults over the age of 18 certified to row, 2) juniors between the ages of 13 and 18 certified to row, and 3) associate members consisting of parents or legal guardians of certified

junior rowers or other individuals at the discretion of the board. A member is certified on approval of the membership application by the board and payment of such dues and fees as the board may determine from time to time.

B. Dues, Fees, and Assessments

Each 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.

C. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

1. Resignation of a member, on reasonable written notice to the corporation;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
3. Failure of a member to pay dues, fees, or assessments as set by the board within four (4) weeks after they become due and payable;
4. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
5. A majority of the board may dismiss any member for noncompliance with the rules and regulations of Humboldt Bay Rowing Association or of the Junior Crew, or for any failure to act in a safe and prudent manner while using Humboldt Bay Rowing Association facilities and equipment. No termination may occur unless in good faith and in a fair and reasonable manner.

D. Meetings of Members

1. Annual Meeting

An annual members' meeting shall be held once each calendar year, at such time and place as is provided in an advance written notice (delivered via regular mail or e-mail) determined by the board of directors and the board shall have the power to hold additional or special meetings which may be at the request of members.

2. Proper Business of Annual or Special Meeting

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

3. Manner of Giving Notice

Notice of any meeting of members shall be in writing (by mail or by e-mail) with reasonable advance notice and stating the general nature of the meeting.

4. Quorum

One tenth of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

E. Voting

All adult and associate members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of this corporation, on any merger and its principal terms, and any amendment of those terms, and on any election to dissolve the corporation. In addition, the members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, members shall receive a prorated distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable laws.

1. Eligibility to Vote

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the meeting date. Adult members and one parent or legal guardian of one or more Junior rowers are entitled to vote.

2. Manner of Casting Votes

Voting may be by voice or ballot, except that any election of directors must be by ballot, if demanded by any member at the meeting before the voting begins.

3. Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to the vote of the members.

4. Approval by Majority Vote

If a quorum is present the affirmative vote of the simple majority of those eligible to vote that are present at the meeting shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

F. Proxies

Voting by proxy is prohibited.

V. DIRECTORS

A. Powers

1. General Corporate Powers

Subject to the provisions and limitation of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

2. Specific Powers

Without prejudice to the general powers of these bylaws, but subject to the same limitations, the directors shall have the power to:

- a) Appoint and remove at the pleasure of the board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

- c) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

B. Number of Directors

The authorized number of directors shall be five (5), which consists of the officers President, Vice President, Treasurer, and Secretary, plus one adult representative as selected by the Junior Parents Organization

C. Election, Designation, and Term of Office

All officers shall be elected at an annual meeting of members, to hold office for three (3) year terms with an unlimited number of terms that can be served.

D. Vacancies on the Board

1. Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following:

- a) The death or resignation of any director;
- b) The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony;
- c) The increase of the authorized number of director(s);
- d) The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

E. Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president, or the secretary of the board. Resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time the board may elect a successor to take office when the resignation becomes effective.

F. Filling Vacancies

Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in

office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

G. Directors' Meetings

1. Place of Meetings

Meetings of the board shall be held in any place within or outside California that has been designated by resolution of the board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Other Meetings

Other meetings of the board may be held with reasonable notice. Any board member may request a meeting. 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.

H. Quorum

A simple majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that a lesser number may adjourn the meeting to another time and place. At any meeting of the directors at which a quorum is present the vote of a majority of those present shall decide any matter, unless a different vote is specified by more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law or the Bylaws.

I. Action without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing (written or by e-mail) to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

J. Compensation

No member of the board of directors shall receive any compensation for services as a director. No officer, agent, or employee of the corporation shall receive any compensation for services unless authorized by majority vote of the directors at a regular or special meeting of the board of directors.

VI. OFFICERS

A. Officers of the Corporation

The officers of the corporation shall be a president, vice-president, a secretary, and a treasurer.

B. Election of Officers

The officers of the corporation shall be chosen by the voting members at the annual meeting.

C. Resignation and Removal

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date it is received, or any later time specified in the notice.

An officer may be removed with or without cause by the board.

D. Responsibilities of the Officers

1. President

Subject to such supervisory powers as the board may give to the president, who also serves as the chairperson, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or bylaws may prescribe.

2. Vice President

In the absence or disability of the president, the vice president, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board of the bylaws may prescribe.

3. Secretary

a) Book of Minutes

The secretary shall keep, or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of member's meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at member's meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

b) Membership Records

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each member's name and address.

c) Notices and Other Duties

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 have such other powers and perform such other duties as the board or the bylaws may prescribe.

4. Treasurer

a) Books of Account

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times.

b) Deposit and Disbursement of Money and Valuables

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation

with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, 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 the board or the bylaws may prescribe.

c) Bond

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

VII. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(1) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(1) of the California corporations Code.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the

members present at the meeting in person or by proxy shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under. of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of any undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

VIII. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

IX. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, board, and committee of the board; and
3. A record of each member's name and address.

B. Members' Inspection Rights

1. Membership Records

Subject to Division 2, Part 3, chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code, and unless the corporation provides a reasonable alternative as provided below, any members may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior

- written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which the list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

X. AMENDMENTS

A. Amendment by Board

1. Membership Rights Limitation

Subject to the rights of members under Sections X.A.R. and X.B. of these Bylaws, the board may adopt, amend, or repeal Bylaws unless the action would:

- a) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

- b) Increase or decrease the number of members authorized in total or for any class;
- c) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d) Authorize a new class of membership.

2. Changes to Number of Directors

Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would:

- a) Fix or change the authorized or maximum number of directors; or
- b) Fix or change the minimum or maximum number of directors; or
- c) Change from a fixed number of directors to a variable number of directors or vice versa.

3. High Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

4. Members' Approval Required

Without the approval of the members, the board may not adopt, amend, or repeal any bylaws that would:

- a) Increase or extend the terms of the directors;
- b) Allow any director to hold office by designation or selection rather than be election by a member or members;
- c) Increase the quorum for member's meetings.

B. Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

XI. CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Humboldt Bay Rowing Association, a California Nonprofit Mutual Benefit Corporation, that the above bylaws, consisting of **13** pages, are the bylaws of this corporation as adopted by the board of directors on January 9, 2011, and that they have not been amended or modified since that date.

Executed on January 9, 2011, at Eureka, California.

Jeanne Wielgus Marlatt
Secretary

Signature