



Office of the City Manager

CONSENT CALENDAR
May 26, 2015

To: Honorable Mayor and Members of the City Council

From:  Christine Daniel, City Manager

Submitted by: Scott Ferris, Director, Parks Recreation & Waterfront

Subject: Waiver of Annual Marina Berth Fees for Non-Profits

RECOMMENDATION

Adopt a Resolution:

1. Affirming the determination by City staff and the Parks and Waterfront Commission that three non-profit organizations at the Berkeley Marina (Berkeley Racing Canoe Club, Cal Sailing Club, and The Pegasus Project) are in full compliance with all aspects of Resolution No. 66,544-N.S.; and
2. Approving the annual waiver of berth fees for the three groups for FY 2016.

FISCAL IMPACT

The table below provides the current value of the free berths at the Berkeley Marina for three non-profit organizations: Berkeley Racing Canoe Club (“Dragon Boats”), Cal Sailing Club, and The Pegasus Project. The total annual value of the berth waivers amounts to \$40,615. The Parks and Waterfront Commission and City staff affirm that the value of community service provided by these organizations (\$236,765) far exceeds the value of the berths they occupy at the Berkeley Marina.

| Organization | Berth | Length | \$/Year | Total Annual Berth Fee Waived | Annual Value of Community Service |
|-----------------------|---------|--------|----------|-------------------------------|-----------------------------------|
| Cal-Sailing Club | J 360 | 25 | \$3,105 | \$18,630 | \$60,000 |
| Cal-Sailing Club | J 362 | 25 | \$3,105 | | |
| Cal-Sailing Club | J 364 | 25 | \$3,105 | | |
| Cal-Sailing Club | J 366 | 25 | \$3,105 | | |
| Cal-Sailing Club | J 368 | 25 | \$3,387 | | |
| Cal-Sailing Club | J 398 | 25 | \$2,823 | | |
| Pegasus Project | K 146 | 65 | \$10,491 | \$10,491 | \$147,500 |
| Dragon Boats & Floats | M 001/2 | 106 | \$11,494 | \$11,494 | \$29,265 |
| Totals | | | | \$40,615 | \$236,765 |

CURRENT SITUATION AND ITS EFFECTS

Council Resolution No. 66,544-N.S. contains the criteria by which non-profit organizations at the Berkeley Marina receive a waiver of the annual berth fee. The Resolution requires that the Parks and Waterfront Commission review the applications of non-profit organizations in order to affirm compliance with the Resolution, and that each group appears before the Parks and Waterfront Commission on an annual basis to report on its past year's activities, and provide financial statements. On April 8, 2015, at a regular meeting, the Parks and Waterfront Commission made the following conclusions:

1. The Parks and Waterfront Commission reasserted that all three organizations have met with the Acting Waterfront Manager, and have stated their commitment to continue to meet the condition of providing community service (see the Commission's motion in the BACKGROUND section below).
2. Waterfront staff has reviewed the non-discrimination policies for each organization and has also reviewed the staff report and finds that these organizations comply with the conditions of the Resolution regarding the promotion of cultural and ethnic diversity. Specifically, staff determined that the organizations comply with the non-discrimination criteria included in the Resolution as described as follows: "membership policy and practices; recruitment strategy; outreach to under-represented minorities; and Mission Statement." All three organizations have written policies that are consistently enforced that prohibit discrimination based on a person's race, color, religion, ethnicity, national origin, age, sex, sexual orientation, marital status, political affiliation, disability or medical condition. Accordingly, the Parks and Waterfront Commission finds that the Berkeley Racing Canoe Center ("Dragon Boats"), Cal Sailing Club, and The Pegasus Project are in specific compliance with the Resolution and recommends that the three organizations be provided waivers of berthing fees for an additional year.

Review and Determination by City staff

The Acting Waterfront Manager has reviewed the required annual reports and met with staff and members of the three non-profit organizations throughout the year. In addition, the three non-profit organizations have submitted annual reports detailing their activities. The Acting Waterfront Manager has confirmed that the three non-profit organizations, The Berkeley Racing Canoe Club, Cal Sailing Club, and The Pegasus Project, fully comply with the criteria in the Resolution.

BACKGROUND

On March 4, 1997, Council adopted a resolution (since amended, currently Reso. No. 66,544-N.S.) that provides a policy on the free use of berths at the Berkeley Marina by non-profit organizations providing community services that meet specific criteria. The Berkeley Racing Canoe Club has received a waiver of the Marina Berth Fee since 2004 (Resolution No. 62,619-N.S.) The Cal Sailing Club has received a waiver of the Marina Berth Fee since 1999 (Resolution No. 59,986-N.S.) The Pegasus Project (initially of the

Nautilus Institute) has received a waiver of the Marina Berth Fee since 2002 (Resolution No. 59,623-N.S.)

At its meeting of April 8, 2015, the Parks and Waterfront Commission took the following action: reviewed and affirmed compliance with Resolution No. 66,544, and recommended Council approval of the annual fee waivers for FY 2016 for the following three non-profits: a) Berkeley Racing Canoe Club, (M/S/C: Weinstein/Catalfo): Ayes: Catalfo; Howard; McGrath; Weinstein; Nays: None; Abstain: None; Recused: Kamen; McKay; Absent: Ares; Brostrom; Harrison; b) Cal Sailing Club; (M/S/C: Weinstein/Catalfo): Ayes: Catalfo; Howard; McGrath; McKay; Weinstein; Nays: None; Abstain: None; Recused: Kamen; Absent: Ares; Brostrom; Harrison; c) The Pegasus Project. (M/S/C: Weinstein/Catalfo): Ayes: Catalfo; Howard; McKay; McGrath; Weinstein; Nays: None; Abstain: None; Recused: McKay; Absent: Ares; Brostrom; Harrison.

ENVIRONMENTAL SUSTAINABILITY

There are no identifiable environmental effects or opportunities associated with the subject of this report.

RATIONALE

The three non-profit organizations, The Berkeley Racing Canoe Club, Cal Sailing Club, and The Pegasus Project, have provided community service to the Bay Area (in the amount of \$236,765) that exceeds the value of the berths they occupy at the Berkeley Marina (in the amount of \$40,615).

CONTACT

Roger Miller, Acting Waterfront Manager, 981-6737

Attachments:

1. Resolution
2. Berkeley Racing Canoe Center – Application for waivers of berth fees
3. Berkeley Racing Canoe Center – Annual Report for 2014
4. Berkeley Racing Canoe Center – By-laws
5. Cal Sailing Club – Application for waiver of berth fees and Annual Report
6. Cal Sailing Club – By-laws
7. Pegasus Project – Application for waiver of berth fees and Annual Report
8. Pegasus Project – By-laws

RESOLUTION NO.

-N.S.

AFFIRMING THE DETERMINATION BY CITY STAFF AND THE PARKS AND WATERFRONT COMMISSION THAT THREE NON-PROFIT ORGANIZATIONS AT THE BERKELEY MARINA (BERKELEY RACING CANOE CENTER, CAL SAILING CLUB, AND THE PEGASUS PROJECT) ARE IN FULL COMPLIANCE WITH ALL ASPECTS OF RESOLUTION NO. 66,544-N.S.; AND APPROVING THE ANNUAL WAIVER OF BERTH FEES FOR THE THREE GROUPS FOR FISCAL YEAR 2016

WHEREAS, in FY 2015, the three non-profit organizations (Berkeley Racing Canoe Center ("Dragon Boats"), Cal Sailing Club, and The Pegasus Project) submitted annual reports detailing their activities; and the Acting Waterfront Manager has reviewed the required annual reports and met with staff and members of the three non-profit organizations throughout the year; and has confirmed that the three non-profit organizations fully comply with the criteria of Resolution No. 66,544-N.S. ("the Resolution"); and

WHEREAS, the three non-profit organizations, The Berkeley Racing Canoe Center, Cal Sailing Club, and The Pegasus Project, have provided community service to the Bay Area (\$236,765) that exceeds the value of the berths they occupy at the Berkeley Marina (\$40,615); and

WHEREAS, at its regular meeting on April 8, 2015, the Parks and Waterfront Commission reviewed the detailed analysis that determined that the three organizations have met and have stated their commitment to continue to meet, the condition of providing community service; and

WHEREAS, in addition, the Parks and Waterfront Commission reviewed the non-discrimination policies for the three organizations and also reviewed the staff reports and finds that these organizations fully comply with all the conditions of the Resolution, including the promotion of cultural and ethnic diversity; and

WHEREAS, specifically, staff determined that the organizations comply with the nondiscrimination criteria included in the Resolution as described as follows: "membership policy and practices; recruitment strategy; outreach to under-represented minorities; and Mission Statement." The organizations have written policies that are consistently enforced that prohibit discrimination based on a person's race, color, religion, ethnicity, national origin, age, sex, sexual orientation, marital status, political affiliation, disability or medical condition; and

WHEREAS, the Parks and Waterfront Commission finds that the three organizations are in specific compliance with the Resolution and recommends that the three organizations be provided with a fee waiver for FY 2016; and

WHEREAS, at its meeting of April 8, 2015, the Parks and Waterfront Commission took the following action: reviewed and affirmed compliance with Resolution No. 66,544, and recommended Council approval of the annual fee waivers for FY 2016 for the following three non-profits: a) Berkeley Racing Canoe Club, (M/S/C: Weinstein/Catalfo): Ayes:

Catalfo; Howard; McGrath; Weinstein; Nays: None; Abstain: None; Recused: Kamen; McKay; Absent: Ares; Brostrom; Harrison; b) Cal Sailing Club; (M/S/C: Weinstein/Catalfo): Ayes: Catalfo; Howard; McGrath; McKay; Weinstein; Nays: None; Abstain: None; Recused: Kamen; Absent: Ares; Brostrom; Harrison; c) The Pegasus Project. (M/S/C: Weinstein/Catalfo): Ayes: Catalfo; Howard; McKay; McGrath; Weinstein; Nays: None; Abstain: None; Recused: McKay; Absent: Ares; Brostrom; Harrison.

NOW THEREFORE, BE IT RESOLVED by the Council of the City of Berkeley that the applications from the Berkeley Racing Canoe Center ("Dragon Boats"), Cal Sailing Club, and The Pegasus Project for an annual waiver of Marina Berth fees covering FY 2016 are approved.

APPLICATION TO THE CITY OF BERKELEY PARKS RECREATION &
WATERFRONT COMMISSION REQUESTING A WAIVER OF BERTHING FEES

Name and address of the organization

Berkeley Racing Canoe Center
1442A Walnut Street #243
Berkeley, CA 94709

**Name, address and phone number of the person responsible for
business affairs of the group**

Mary Ann Rettig-Zucchi, President
3533 Woodruff Ave.
Oakland CA 94602
510.332.6805
maryannrz@aol.com

Type of organization

The Berkeley Racing Canoe Center (BRCC) is a 501(c)(3) non-profit.

Number of members in the organization

BRCC has 150 adult full paying members and an additional 50 (23 Cal students, 21 HS students, 6 elementary school students) who pay no or minimal (\$5 yearly) membership fees.

Membership continues to grow, increasing by 24% in 2014 over 2013 to 200 of whom over 80% were active participants throughout the year. While majority of the membership consists of paying adults, an additional 50 (23 Cal Students & 21 HS students, 6 elementary school students) were youth who pay no or minimal (\$5 yearly) membership fees.

Level of participation of members

Members are the mainstay of the BRCC. They spent more than 9,000 paddler days on the water in 2014, invested countless hours maintaining our fleet by regularly cleaning the bottoms of the dragon boats and completing repairs as needed, dedicated more than 150 hours to hosting community service rides and coaching high school and elementary school participants.

Five open paddling sessions (practices) are held each week for members as well as interested non-members: Monday through Thursday at 6-7 pm, and on Saturday mornings at 9-10:30. Additionally, two dedicated practices sessions are scheduled weekly for our high school program that includes students from Berkeley, Albany, and El Cerrito high schools. New in 2014 is our elementary school program, Dragon Kids, geared to 8-12 year olds which meets once weekly.

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BRCC members have the option to paddle recreationally or competitively as a member of DragonMax or as part of the BRCC supported AT&T and Bayer corporate teams. DragonMax racing team members will generally practice 2-3 times per week and participate in anywhere from 1-7 races during the racing season.

DragonMax has enjoyed a tremendous level of competitive success in recent years, culminating in 68 paddlers going to the 9th IDBF Club Crew World Championships (CCWC) in September 2014 in Ravenna, Italy. It was DragonMax's first-ever international competition.

Member participation is tracked by noting the number of dragon boats going out at each practices. A dragon boat carries 22 people and each person on the boat accounts for a paddler day. There were over 9,000 member paddler days in 2014.

Age level of members of organization or participants

BRCC members range in age from 8 to 80. The majority of the membership is over 40 and female.

Contribution to community including hours of service and activities

BRCC brings a number of continuing contributions to the community:

1. **Low cost access to the water** for people who want to participate regularly in a water sport. To assure access, annual membership fees remain constant at \$100 for adults and \$20 for college students since incorporation in 2004. Membership for youth is free. In 2013 BRCC created a new \$5 membership category, College Student – Summer Season, for student paddlers who were home for the summer. In 2014, as the result of an special agreement with CAL, UC Berkeley paddlers pay a \$5 rather than \$20 annual membership fee.
2. **Two free introductory paddling sessions are available to anyone who wants to try out the sport.** Everyone is welcome to try out paddling for as a visitor at no cost. In 2014, 270 adults and 47 minors participated in introductory paddling sessions.
3. **Free Festival dragon boat rides** – In 2014, about 1,200 people of all ages took advantage of free dragon boat rides at city sponsored festivals. The Bay Festival and Berkeley's annual Fourth of July celebration are BRCC's busiest (and most popular) events. At least 1 in 4 BRCC members volunteered their time, as well as their

APPLICATION TO THE CITY OF BERKELEY PARKS RECREATION &
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“human” power, to provide these free rides around the Berkeley Marina. More than 400 community members came out for free rides at the Bay Festival, while close to 800 had a turn on the water on July 4th. The enthusiasm of the BRCC volunteers was well received by all, who experienced the Berkeley Marina and its surroundings from a different vantage point. Every year some enjoy their paddling so much that they become members of BRCC.

4. **Free dragon boat rides for community groups** – Close to 600 rides were provided to community members who came as part of organized groups to the marina for privately scheduled adventures on the water. These included groups from the Berkeley and Albany YMCAs, public and private elementary and middle schools, foster children, scouts, and people who purchased dragon boat rides that were donated to non-profit organizations as auction items.
5. BRCC continues to **promote the development of a high school team in the Berkeley Marina**. Boats, equipment and volunteer coaching are provided at no charge to the participants; subsidies are budgeted to finance race fees for local high school dragon boat competitions. In 2014 efforts continued to stabilize our growing high school team, the Rough Riders. An El Cerrito High School teacher (a paddler as well) continues to run this program, recruiting team members from nearby high schools. It is his aspiration to have 40 high school paddlers by the end of 2015.
6. As part of its focus on **youth outreach**, BRCC hosts numerous school, camp and scout groups for dragon boating excursions. **Dragon Kids**, a once a week after school on the water program for 8–12 year olds was initiated in 2014. In its infancy, it is run by veteran paddlers and parent volunteers, serving 8–15 kids/week.
7. BRCC hosted **team-building events for a number of companies** in support of their staff development/team building programs and got another approximately 150 people on the water. The largest this group this year was a team building event for 69 employees of Berkeley’s Title Nine women’s clothing store.
7. **Private dragon boat outings as silent auction items** were provided to approximately five different nonprofits to support their various fundraising efforts. The item usually raises \$500 each time it is auctioned off for a total of \$2,500 in support to community programs.

APPLICATION TO THE CITY OF BERKELEY PARKS RECREATION &
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Reason and justification for request

BRCC's revenue comes from membership dues and fundraising as reflected in BRCC Financial Reports included in 2 pages as Attachment I. In 2014, annual income of \$54,010 included a one time collection of dividends, as well as donations and proceeds from fundraising earmarked for the CCWC trip to Ravenna, Italy.

Dues, the foundation of the BRCC budget were \$13,375. Basic overhead for boat maintenance, equipment purchases and maintenance coupled with the cost of insurance and necessary safety gear have regularly made up about 90% of BRCC's spending. Annually, funds are also, earmarked for outreach, community services and youth team race fee subsidies.

The notable increase in revenue of \$31,588 this year, completely offset by expenditures is the result of an unprecedented and not likely to be repeated fundraising effort. These earmarked funds subsidized travel costs for those 68 paddlers who qualified to compete in Italy.

Should BRCC be required to pay for berthing, it's likely membership fees would be increased and subsidies reduced. This would negatively impact access and membership and in the end, the number of volunteers who directly provide community service.

From a financial standpoint, **BRCC provides at a minimum \$29,265 in community benefit**, quantified as follows:

1. Free rides can be valued at \$10 each. The value of 2,267 rides provided in 2014 would then equal **\$22,670** in community benefit.
2. Auction donations to community non-profits added approximately **\$2,500** in revenue to their programs.
3. The BRCC Youth Program for high school students can be viewed as either a high school club sport or a community based team sport. While students can paddle all year, the competitive season is 3 months with paddlers on the water twice a week. The cost of popular youth sports in the area were reviewed in an attempt to value our Youth Program. Registration fees for Albany Berkeley Girls Softball run \$230 per player/season, Albany Berkeley Soccer charges \$160 a player/season and on the high end, Berkeley High charges crew members \$1,250/season to participate. Applying the average of the softball and soccer fees, the community benefit of a 21-person youth program is **\$4,095**.

APPLICATION TO THE CITY OF BERKELEY PARKS RECREATION &
WATERFRONT COMMISSION REQUESTING A WAIVER OF BERTHING FEES

Time period requested (FY 2014)

A berth fee waiver is requested for FY 2015.

Copy of by-laws

By-Laws are attached.

List of planned community projects

BRCC will continue its participation in Marina events, like the Bay Festival and the 4th of July celebration as well pursue our Youth Team, Corporate Team and Dragon Kids program development. The full Board of the BRCC is in support of these activities. Nurturing the participation of students at East Bay High Schools will continue through the efforts of BRCC member coaches and steers-persons. Lawrence Pang, a teacher at El Cerrito High and an accomplished dragon boat paddler continues his role as coach for the 2015 high school program.

We will continue to promote our activities and expand access by using print and social media to publicize free dragon boat rides. Our brochure and flyers advertising free introductory dragon boat rides are being distributed in the community including at Visit Berkeley. We will continue to promote media stories on the joys and benefits of being on the water in our most unusual “human” powered craft.

Sustaining and expanding our partnerships with local schools, scouting groups, the Berkeley and Albany Ys and summer camps remains a continuing focus.

DragonMax’s 2014 participation in the Club Crew World Championship (CCWC) is a significant accomplishment bringing prestige to our community. The team took 68 paddlers to Ravenna Italy in September. Berkeley crews competed in divisions of 40+, 50+, and 60+ year olds. Our Senior C Open Crew (over 60 year olds) brought back a bronze medal for the 250 meter event. **BRCC fundraised aggressively, raising money to defray the costs of this expensive trip as well as provide supplemental grants so that all paddlers who qualified were able to participate regardless of their resources.** The enthusiasm of these paddlers spills over into the community and inspires others to participate in this healthy and joyous activity as evidenced in our steady membership growth. DragonMax will gear up in 2015 to compete for a bid to the 10th Annual CCWC’s to be held in April, 2016 in Australia.

APPLICATION TO THE CITY OF BERKELEY PARKS RECREATION &
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ATTACHMENT I

BERKELEY RACING CANOE CENTER

2014 INCOME STATEMENT

| | | |
|---------------------------------|----------------|-----------------------|
| Beginning Balance 1/1/14 | | \$ 8,412.57 |
| Maintenance - CC Grant | \$ 2,022.11 | |
| Donation - General | \$ 489.75 | |
| Donation - Ravenna | \$ 2,223.00 | |
| Membership | \$ 13,375.00 | |
| Reserve - Youth | \$ 2,866.00 | |
| Fundraiser - Ravenna | \$ 29,365.54 | |
| On-line Income | \$ - | |
| Coach's Discretionary Fund | \$ 832.00 | |
| Other Income - Penn Yan Sale | \$ 1,500.00 | |
| Other Income - Investments | \$ 1,336.62 | |
| TOTAL REVENUE | | \$ 54,010.02 |
| transfer out-DragonMax | \$ (400.00) | |
| Administrative Expense | \$ (752.37) | |
| Maintenance | \$ (1,779.25) | |
| Expense - Ravenna | \$ (16,540.00) | |
| Expense - Youth | \$ (950.17) | |
| Fundraiser Payout - Ravenna | \$ (31,588.54) | |
| Insurance | \$ (1,535.00) | |
| Outreach | \$ (189.70) | |
| Miscellaneous | \$ - | |
| TOTAL EXPENSES | | \$ (53,735.03) |
| NET INCOME | | \$ 274.99 |
| Ending Balance 12/31/14 | | \$ 8,687.56 |

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BERKELEY RACING CANOE CENTER
 STATEMENT OF ASSETS AND FUND BALANCE
 DECEMBER 31, 2014

| | | | |
|------------------------------------|---|---------------------|---------------------|
| ASSETS | | | |
| CASH ASSETS | | | |
| CHECKING ACCOUNT BALANCE | | \$ 8,687.56 | |
| SAVINGS ACCOUNT BALANCE | | \$ 606.08 | |
| PETTY CASH | | \$ 10.00 | |
| | TOTAL CURRENT CASH ASSETS | | \$ 9,303.64 |
| MARKETABLE SECURITIES | | | |
| | 350 SHARES APPLE COMMON STOCK DECEMBER 31, 2014 (\$110.38/SHARE) | | \$ 38,633.00 |
| PROPERTY PLANT AND EQUIPMENT | | | |
| | DRAGON BOATS, CANOES, KAYAKS, PFD'S, PADDLES, DOCK, LOCKER | \$ 22,500.00 | |
| | | <u>\$ 70,436.64</u> | |
| LIABILITIES | | | |
| LIABILITIES | | | \$ - |
| TOTAL LIABILITIES AND FUND BALANCE | | | <u>\$ 70,436.64</u> |

Berkeley Racing Canoe Center

Annual Report for 2014

Introduction

Throughout the year, visitors to the Berkeley Marina and adjacent parks have been intrigued by the sight of a dragon boat as it is being paddled in the waters of the San Francisco Bay by members of the Berkeley Racing Canoe Center (BRCC). For those curious enough to venture to “M” Dock for a closer look, they will discover an organization that has dedicated itself to



providing low-cost access to water activities in an environment that encourages teamwork in a unique setting.

Whether it is a free dragon boat ride on the Fourth of July, or a year-long commitment with

other water sport enthusiasts, BRCC can offer these opportunities at a low cost primarily because every aspect of the organization, from safety training and equipment maintenance to administration, is run by its members on a voluntarily basis. The uniqueness of dragon boating also permits BRCC to provide a community service in a manner that other organizations cannot.

History and Mission

The Berkeley Racing Canoe Center was formed in January 2004 as a public benefit corporation for the purpose of promoting international dragon boat competition and providing water access and educational opportunities for the Berkeley and East Bay communities. In November 2004 BRCC transformed into a non-profit organization under United States Internal Revenue Code § 501(c)(3) in service to the public, and has been serving the public continuously since then.

Low-Cost Water Access and Educational Opportunities



Membership to BRCC, at \$100 for an annual membership (\$20/year for college students, \$5/year for UC Berkeley students, free for those 18 years of age and under), is one of the least-expensive ways for the general public to become a

part of the Bay Area's active community on the water. BRCC encourages individuals interested in dragon boat paddling to take advantage of BRCC's free trial memberships before making a commitment to a paid



membership. Full members have access to BRCC's expanding fleet of various "human-powered" watercraft, including traditional canoes, kayaks, dragon boats and outrigger canoes, and can enjoy new opportunities for recreation and fitness.



BRCC is able to maintain its low membership fees due in large part to the free berths and other marina services that the City of Berkeley provides to BRCC without charge. In addition, BRCC members volunteer their time to maintain BRCC's fleet and equipment, to run the day-to-day administrative functions, as well as to provide dragon boat paddling instruction and coaching to the local community. Although BRCC does not require its membership to volunteer for community service activities, it has fostered an atmosphere of cooperation and a spirit of teamwork through its competitive DragonMax dragon boat racing team that members enthusiastically volunteer their time to pass along their passion for water activities to the general community, especially to the youth. Given that BRCC members participate in a sport that is still

amateur in nature and requires a great deal of personal and financial sacrifice and investment, the level of volunteerism within the organization is impressive.

Free Dragon Boat Rides

As mentioned previously, BRCC encourages all individuals regardless of age to join BRCC's dragon boat team members on a trial basis during regularly-scheduled practices year-round (conditions permitting) at no cost. BRCC's busiest (and most popular) events continues to be its participation in the City of Berkeley's annual Bay Festival and Fourth of July celebrations.

In 2014, more than 50 members the DragonMax dragon boat team volunteered their time, as well as their "human" power, to provide free dragon boat rides around the Berkeley Marina to approximately 1,200 festival attendees of all ages. The enthusiasm of the volunteers was well-received by all participants, many of whom had paddled with us at previous city events and brought friends to experience the excitement they felt about being on the water in the Berkeley Marina. Others enjoyed their foray into dragon boating so much they are now BRCC members.





Youth Programs

As part of its primary focus on youth outreach, BRCC continued to prioritize hosting numerous school, camp and scout groups during 2014.

Through these outings over 200 youth were introduced to the team sport of dragon

boating and its history. They had the chance to get out on the water that many of them had not had before and to see themselves and the bay from a new perspective. A new, fledgling program, Dragon Kids was born in mid 2014 as an after school activity for 8-12 year olds. Run by BRCC and parent volunteers, the program is finding its legs and with some time can add richness of the array of local programs available to this age group.

High School Teams

BRCC promotes competitive high school paddling and hosts a high school team with students from El Cerrito, Albany and Berkeley high schools, providing boats, equipment and volunteer coaching at no charge to the school or to the participants. Race fees are subsidized by BRCC when the team competes in the local high school dragon boat competitions. Coached by a teacher from El Cerrito High, team membership and cohesion is growing. Student paddlers have embraced the BRCC spirit and routinely volunteered as paddlers and dock hands at the Berkeley

festivals and as cashiers, servers and clean up crew for BRCC fundraising events. The 21 member Rough Riders (as they named themselves) aspire to have a turnout of 40 in 2015.

Other Community Service

In addition to providing time on the water to as many people as it can engage, BRCC offered private dragon boat outings as silent auction items to approximately five different non-profits in support of their various fundraising efforts. The item usually raises \$500 each time it's auctioned off. The auction winner follows up with a volunteer BRCC host who arranges for a mutually agreeable time to take the winner and 20 friends out for an excursion.

BRCC also hosted training sessions for developing corporate teams to get them ready for participation in novice dragon boat races. Bayer and AT&T continued to work with BRCC volunteer coaches and steers-persons to develop and hone the skills needed for racing. A good number of these participants have become passionate paddlers and join DragonMax on the competitive circuit.



Membership

In 2014, BRCC had 150 paid adult members, of which over two-thirds were active participants throughout the year. While majority of the membership consisted of paying adults, an additional 50 were young people: youth who pay no membership fees or college students who pay between \$5 and \$20 to paddle all year. Members ranged in age from 8 to 80.

Finances

In 2014, total income for BRCC was \$54,010 the highest amount in its history, exceeding the \$48,000 target established by the Board in its budget planning. Extraordinary fund raising as well as one time funds from the sale of the Penn Yan power boat and the withdrawal of accrued dividends accounted for most of the increase in revenues. Expenditures for 2014 totaled \$53,735 and almost completely offset income. Year-end cash accounts totaled \$8,687. Income for 2015 is estimated at \$17,000, assuming continued membership growth and no active fundraising.

Expenses are anticipated to be around \$15,000 and will include new docking to hold a larger equipment storage shed, a new boat ramp, replacement paddles, dragon boat and small boat fleet maintenance, and unanticipated miscellaneous repairs. The budget also includes a continuation of the \$1,000 youth team race fee subsidy and \$1,000 for Community Services as well as required club expenses like insurance, taxes, and dues. It is anticipated that cash reserves will increase.

Plans for 2015

BRCC's focus in 2015 multi faceted as in past years: High priority will be given to continued

development of youth outreach programs and in particular to nurturing Dragon Kids, as well as providing low-cost access to water sport resources. Supporting the Rough Riders high school team will be an imperative as the coach has plans to double its size in 2015. And as in years past, BRCC looks forward to its participation in the Berkeley Bay Festival in April and the annual Fourth of July celebration through its free dragon boat rides.

Online outreach has become a routine part of connecting with the community. New print material will be developed to target different audiences.

On a parallel front, BRCC will encourage, recruit and support its competitive paddlers to earn a bid to the 2016 Club Crew World Championships in Australia.



Maintaining the Vision

Being a program that can get people on the water for no or low cost, engage youth in paddling while experiencing the wonders of the bay, and help a growing community get strong and build vitality while having fun through great exercise and competitive racing — this is the vision held by BRCC. The Outreach and Community Service program relies on the good will of BRCC members who, as was stated before, coach, paddle, steer and coordinate all the on water activities and handle everything behind the scenes. Of note in 2014 was the extraordinary effort made by the fundraising committee and their 65 volunteers who together raised just shy of

\$30,000 to defray the cost of the trip to Ravenna Italy. The Berkeley Yacht club let BRCC use their site at no cost for a dinner dance and auction that raised \$12,000.

Also extraordinary was a deal the CAL team brokered with BRCC. They received as a new dragon boat as a gift from China. The boat needed a home so we found a place for it giving CAL paddlers an opportunity to paddle in Berkeley and BRCC a beautiful new addition to its fleet at no cost. On many Saturday's 4 boats would be in use filled with up to 80 for practice.

Watching our veteran paddlers, all over 60, some over 70 win a bronze medal at the CCWCs in Italy where 5,400 athletes from 27 countries competed was further evidence to us that we are doing something right at home as well as in the world. These men and women inspire all of us.



As we said last year — Big dreams - big returns!

BRCC brings this energy and commitment to its partnership with the City of Berkeley. Free berthing helps us to keep fees low, frees us to use our energy and funds to support youth teams, lets us make great exercise and joy available to a growing number of regular paddlers and appropriately maintain our fleet and equipment. Like volunteer labor and passion for the sport, it's a critical part of our success.



**Bylaws
of the
Berkeley Racing Canoe Center
(December 4 2012)**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the corporation is located in Alameda County, State of California.

The mailing address shall be 1442a Walnut Street #243, Berkeley, California 94709.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**Article 2
Nonprofit Purposes**

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to foster national and international amateur canoeing competition as a charitable and educational organization under Section 501(c)(3) of the United States Internal Revenue Code or its successor, and to provide low cost access to recreational and competitive team paddling for youth, school, and adult members.

Section 3. Nondiscrimination

A. This corporation shall not discriminate against any member or applicant for memberships, or employee or applicant for employment because of race, color, religion, ancestry, national origin, age (over forty), sex, pregnancy, marital status, disability, sexual orientation or AIDS.

B. This corporation shall permit the City of Berkeley access to records of membership, membership promotion, employment, employment advertisement, application forms, EEO-I forms, affirmative action plans and any other documents which, in the opinion of the City of Berkeley, are necessary to monitor compliance with the nondiscrimination provisions, and will, in addition, fill out in a timely fashion, forms supplied by the City of Berkeley to monitor these nondiscrimination provisions as required.

Article 3 Directors

Section 1. Number

The corporation shall have eight directors and collectively they shall be known as the Board of Directors. The eight members of the Board of Directors shall be:

- President
- Vice President
- Treasurer
- Secretary
- Fleet Captain
- Competition Director
- Membership Director
- Community Outreach Director

Section 2. Qualifications

Directors shall be at least 21 years of age and members of the corporation.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their physical and electronic addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- f. Develop, approve and maintain the Operating Rules which govern the use of equipment owned and operated by the Corporation, and the conduct of members while using or preparing to use such equipment.

Section 5. Term of Office

Each director shall hold office until his or her successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place Of Meetings

Meetings shall be held at the Berkeley Marina or at another place as may be designated by the Board.

Section 8. Regular Meetings

Regular meetings of Directors shall be held bi-monthly at a location and time discussed by the Board, or via e-mail over a period of three days. E-mail meetings shall begin at 8:00 AM local time on date designated by the Board and end no later than 11:00 PM three days later unless extended by majority vote of the Board of Directors.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the place designated by the person or persons calling the special meeting, or may be held via email or electronic conference.

Section 10. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** Regular meetings of the Board of Directors shall be held during the first full week of each even-numbered month, unless rescheduled by a majority of the Board. At least one week prior notice shall be given by the President or Secretary of the corporation to each Director of the specific time and place of each regular meeting of the Board, after conferring with all available Directors. Such notice may be oral, written or electronic, may be given personally, by first class mail, by telephone, by email or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at

the meeting. Waiver of notice as specified in 10c applies. Meetings will not be held if four or more Directors object to time or place.

b. Special Meetings. At least one week prior notice shall be given by the President or Secretary of the corporation to each director of each special meeting of the board. Notice shall be by any means specified in 10a, and waiver of notice as in 10c applies. In the case of facsimile or electronic notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice or email by a return message or telephone call within twenty-four hours of the first facsimile transmission or email notification.

c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of five of the members of the Board of Directors. In the case of meetings conducted via email or electronic conferencing, receipt of notification and access to appropriate communications facilities during the time interval of the meeting shall be considered to be presence at the meeting.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action As Board Action

Every act or decision requires a vote of at least five of the directors present at a meeting duly held, regardless of the number of Directors present. Such action is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The Secretary shall archive all email and electronic conferencing posts during an electronic meeting.

Physical meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

All meetings in person or by e-mail shall be conducted in such a manner as to insure that all members of the Board of Directors have full access to all discussion relative to the issues under consideration, and votes shall be conducted so that all members of the Board of Directors deemed to be present at the electronic meeting are able to vote.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15. Nonliability of Directors

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

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 4 Officers

Section 1. Designation Of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any member over 21 years of age may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the membership at the annual membership meeting, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

The President shall be responsible for administering insurance coverage for the corporation and maintaining insurance documents and records.

The President shall be responsible for preparing and submitting an application for a waiver of berthing fees to the City of Berkeley by February 1st of each year per Berkeley City Council Resolution No. 58,895-N.S. Documents required are outlined in the resolution and include an Annual Report, Financial Statement, and a report detailing the community services provided in the prior year. These documents are to be assembled with updates from each of the directors on their areas of responsibility.

Section 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may

be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

The Vice President shall be responsible for operational safety issues and for recommending standards for training, testing and certification of members. The Vice President shall develop and maintain documents related to this function, including instructional materials, tests and records of member certification levels.

These documents shall include:

- Written tests for steerspersons and related certifications
- List of BRCC certified steerspeople and their test records
- List of BRCC members who have marina keys, key numbers, and contact info
- Provide a list of current BRCC key holders to marina office

The Vice-President is also responsible for maintaining equipment directly related to operational safety, including but not limited to:

- All required onboard safety equipment
- Onboard storage containers for safety equipment
- Navigation lights, including battery spares and mounting hardware
- Storage for safety equipment in the dock lockers

Section 8. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation or at such other place as the board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book and/or secure electronic record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the corporation, except as otherwise provided by these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors. For example, the Secretary shall, in coordination with the treasurer, send out letters to donors for income tax purposes.

Section 9. Duties Of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors, including, for example, coordinating the distribution of donor tax letters with the secretary.

Section 10. Duties of Fleet Captain

The Fleet Captain shall be responsible for overseeing the maintenance and berthing of the dragonboats, small fleet and related equipment owned or operated by the corporation and for the coordinating and maintaining boat use logs as required.

The Fleet Captain shall establish committees to assist with these responsibilities at his or her discretion as needed.

The Fleet Captain may also be referred to as the Site Manager.

Section 11. Duties of Competition Director

The Competition Director shall be responsible for administration and management of the racing program, and shall closely coordinate with individual teams that may exist as groups within the BRCC membership.

The Competition Director shall be responsible for coordinating a cadre of coaches who will, with certified steerspeople, lead practices for teams in development under the BRCC umbrella.

Section 11. Duties of Membership Director

The Membership Director shall be responsible for maintaining membership records, including the membership category and dues schedule for each member. The Membership Director shall keep at the principal office of the corporation or other place designated by the Board of Directors of the corporation, a membership book and electronic record containing name and address of each and any members, and, in the case where any membership has been terminated, the date on which such membership ceased.

The Membership Director shall receive and maintain signed waivers for anyone who goes out on a BRCC vessel. He/she shall also require and monitor the submission of signed waivers by each member at the start of their membership and at the beginning of each calendar year for every membership year thereafter. He/she shall also submit all new waivers to the insurance company.

Section II. Duties of Community Outreach Director

The Outreach Director shall be responsible for overseeing the public service and community outreach components of BRCC. These activities will include coordinating participation in City festival events (July 4,

Berkeley Bay Festival), coordinating and scheduling paddling experiences for youth and community programs, and excursions donated to community non-profit groups for fundraising auctions.

The Outreach Director shall take a leadership role in developing and cultivating corporate support through teambuilding activities and team development.

The Outreach Director shall maintain relations with the Berkeley Marina staff, Waterfront Commission, City recreation departments, for example as well as other agencies or non-profit entities that may be in a position to participate in outreach events, youth programs and youth or high school teams.

Article 5 Committees

Section 1. Committees

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 6 Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 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 select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article 7 Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office or other location designated by the Board of Directors of the corporation:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 3. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those

members 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 specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 8 IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state

or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 9 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

Article 10 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Membership Provisions of the Bylaws of

Article 11 Members

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members

- a) Members shall be at least 14 years of age and have parent or guardian permission if under 18 years of age.
- b) Members shall agree to and sign the liability waiver, and in addition a parent or guardian shall agree to and sign the liability waiver if the member is under 18 years of age.

Section 3. Admission of Members

- a) Applicants shall be admitted to membership by the Membership Chair upon payment of the annual dues and acceptance of the membership application by any member of the Board of Directors.
- b) The term of membership shall be one year from date of acceptance of the application.

Section 4. Fees and Dues

The annual dues payable to the corporation by members shall be set by the Board of Directors.

Section 5. Number Of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Book

The corporation shall keep a membership book or secure electronic record containing the name and address of each member. Termination of the membership of any member shall be recorded in the book or electronic record, together with the date of termination of such membership. Such book or electronic record shall be kept at the corporation's principal office or at such other place as the board may determine.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 12

Meetings of Members

Section 1. Place of Meetings

Meetings of members shall be held at the Berkeley Marina or at such other place or places as may be designated by the Board of Directors.

Section 2. Regular Meetings

A regular meeting of members shall be held on the second Saturday of each calendar year, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Section 3. Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or by electronic mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, by facsimile machine or by email, provided however, in the case of facsimile or email notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice or email by a return message or telephone call within twenty-four hours of the first facsimile transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings

A quorum shall consist of 50% of the voting members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater number.

Section 7. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 8. Action by Written or Electronic Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or electronic (email) ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed, emailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written or electronic ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed, emailed or delivered.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of all preceding pages, as the Bylaws of this corporation.

Dated: December 4, 2012

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January 25, 2015

John Mann, Waterfront Manager, Marina Office
City of Berkeley Parks and Recreation

Application for Free Berths in Return for Community Service

Dear John:

Cal Sailing Club is requesting berth fee waivers for 6 berths on J dock. A copy of our annual report containing the information for the annual review is attached.

The report provides the information specified in the City Council resolution 58859 NS regarding review of berth fee waivers. Here is the information the same resolution requires for application for berth fee waivers:

- a. name and address of organization: The Cal Sailing Club, 124 University Ave, Berkeley CA 94710
- b. Name, address and telephone number of person responsible for business affairs of the group: Peter Kuhn, Treasurer, c/o Cal Sailing Club, address above, 510-549-9588
- c. Type of organization: non-profit (IRS 501(c)(3)) educational and charitable organization
- d. Number of members in organization: currently 507, varies seasonally, reached 1316 in September 2014
- e. Level of participation of members: all are active participants in club activities including volunteer service
- f. Age-level of members of organization and/or participants: we have youth and family members as young as 5 years old, and our oldest members are well over 70 years old
- g. Contribution to community including hours of service (if applicable) and activities: our members provide thousands of hours of service to the community in order to provide the community with access to sailing and windsurfing, including both lessons and access to recreational opportunities. Our activities include youth programs with Shorebird Center and youth groups and Introductory Sails offered to the general public for free.
- h. Reason and justification for request: we request the berth fee waivers because we need berths for the boats we use for our youth programs, Introductory Sails, lessons, and recreational programs.

- i. Time period/duration for use of Marina (indefinite or specific period: We would like use of the berths indefinitely, we will provide annual reports for review.
- j. Copy of bylaws (if any): a copy is attached.
- k. List of completed and planned community projects: we completed several sessions with Shorebird last year, as well as youth programs, Introductory Sails, lessons, and recreation, and plan to provide the same level of projects this year.
- l. Financial statement: in attached report.

Sincerely,

Stephanie Evans,

Commodore, Cal Sailing Club



January 1, 2015

John Mann, Waterfront Manager, Marina Office
City of Berkeley Parks and Recreation

*Annual Report on Community Services –
Free Berths and License for Clubhouse and Yard Space*

Dear John:

As required by City Council Resolution 58,859 – N.S., and by the terms of the license for our yard and clubhouse space, Cal Sailing Club is submitting the information below on the club and the community services we performed in 2014.

I. REPORT ON COMMUNITY SERVICE FOR FREE BERTHS

A. Requirements for Free Berths

1. Eligibility Criteria

- a. Beneficial Public Service: Cal Sailing Club provides low cost access to sailing and windsurfing. Our Introductory Sails provide free access to sailing on the Bay for the general public, and deliver a basic education on key points in boating safety. Our low-cost membership includes lessons and access to sailboats and windsurf boards .
- b. Regular, On-Going Activity: Cal Sailing Club is open almost every day year-round. We hold classes every week throughout the year. The club has been conducting its activities in the Berkeley Marina for decades.
- c. Value of Presence in Marina or Community Service Compared to Value of Berths: The table below compares the value of a portion of our community services to the

value of berth fees for our current six 25' downwind berths on J dock. For simplicity, we have valued our services at \$50 per person per sail, and included only the 1200 introductory sails provided by our keelboats. We are not including the value of other community services provided by our operations in the South Sailing Basin, including the 2400 introductory sails given on our dinghy fleet.

| Service | Quantity 2014 | Value Each | Value of Service |
|--|--------------------------|---|-----------------------------|
| Free introductory sails provided to general public and youth groups (keelboats only) | 1200 | \$50 | \$60,000 |
| Berth Revenue for (6) 25' berths | (6) 25 ft berth spaces | \$10/ft berth space per month x 12 months | \$18,000 |

d. Service not duplicated by private business operator: Cal Sailing Club, unlike any private business, provides a volunteer-based, community sailing and windsurfing center that offers lessons and access to equipment at a uniquely low financial cost.

2. Promotion of Cultural and Ethnic Diversity

a. Membership Policy and Practices: Cal Sailing Club membership and all services are open to everyone without discrimination. Our non-discrimination policy states:

“Membership shall be open to the public. The club, its members and employees shall not restrict or prohibit membership or employment nor harass any member or employee on the basis of sex, race, color, national or ethnic origin, religion, age, sexual orientation, marital status, political affiliation, physical disability, or medical condition (including cancer and HIV status), except that some restrictions may be applied to minors under the age of 18.

“Employment at Cal Sailing Club shall be free of unlawful discrimination based on sex, sexual orientation, race, color, ancestry, religious creed, national origin, physical disability (including HIV and AIDS), mental disability, medical condition (cancer), age (over 40), marital status, or family care leave needs. Cal Sailing Club will not permit such discrimination or harassment of employment applicants, employees, or subcontractor employees. Cal Sailing Club and its subcontractors shall comply with all laws related to employment discrimination including California Code of Regulations, Title 2, Section 7285 et seq. and Labor Code Section 1102.1”

The only restrictions placed on membership are that minors under 18 are only permitted to join with the written approval of a parent or guardian, who must fill out medical forms and waivers at the club.

b. Recruitment strategy: Cal Sailing Club actively recruits people from all cultural and ethnic backgrounds to take advantage of the services we offer. The first step of our recruitment strategy is offering free introductory sails, so that anyone can try sailing regardless of income or wealth. The second is to offer low-cost access to lessons and equipment, so that nearly anyone can afford to participate. Finally, we offer free memberships in return for teaching and repair so that even the most financially pressed individuals can sail and windsurf.

c. Outreach to under-represented populations: Cal Sailing Club works with schools, youth groups, churches, and other organizations to encourage under-represented populations to take advantage of our services. We offer free memberships to disadvantaged youth who'd like to learn to windsurf or sail.

1. Number of members and/or level of involvement: 3,143 memberships were issued in 2014 including 55 windsurf locker associate memberships, 27 youth memberships, and 113 family memberships.
2. Number and type of community activities, number of members and community receiving services: nine Open Houses, including Berkeley Bay Festival, (one of the scheduled ten Open Houses had to be cancelled due to unsafe weather conditions) with free introductory sails for approximately 3,600 people (1200 on keelboats, 2400 on dinghies); fourteen days of introductory sails for Berkeley youth alternatives, SquashDrive After School Non-Profit, DaVinci Youth Camp, Boy Scouts of America, and Shorebird Nature Center--providing sailing experience for approximately 100 disadvantaged/at-risk youth; 5 sessions of land-based sailing orientation conducted for Shorebird Nature Center for approximately 100 schoolchildren; and 2,600 sailing or windsurfing lessons and seminars provided to club members

3. Plans for next year: continue our windsurfing and sailing programs, including Introductory Sails and seminars for the general public, summer sailing for youth groups, and low-cost access to lessons and equipment.

II. REPORT ON COMMUNITY SERVICE AND RECREATIONAL ACTIVITIES FOR LICENSE FOR YARD AND CLUBHOUSE SPACE

A. Participation in youth programs sponsored by the City: Cal Sailing Club provided one day of sailing programs for Berkeley Youth Alternatives and five days of sailing education for the Shorebird Nature Center, both funded by the City.

B. Outreach programs to provide youth with the opportunity to experience seamanship, sailing, and windsurfing, including scholarships to youth who cannot afford to participate in Licensee's programs: Cal Sailing Club's youth program welcomed under-18 participants, with their parents' consent, as members with the same access as adults to our programs, and discounted their membership dues to \$1 for three months.

B. Participation in and promotion of City's "Berkeley Bay Festival", including free demonstration rides in various sailing craft, and distribution of City fliers advertising the event: We will schedule an Open House with Introductory Sails for April 12 to support this event.

C. Sponsorship and participation in other boating and related activities as mutually agreed upon by Licensee and the City's Waterfront Manager: Cal Sailing Club provides low cost access to sailing and windsurfing, with classes and maintenance provided by volunteers.

FINANCIAL STATEMENT--A financial statement for 2014 is attached.

Sincerely,

Stephanie Evans, Commodore, Cal Sailing Club

Cal Sailing Club Annual Financial Statement 1/1 - 12/31/14

| Cal Sailing Club Annual Financial Statement 1/1 - 12/31/14 | | |
|---|--|-----------|
| Income | | |
| Memberships | | \$197,072 |
| Dayleader Wage Reimbursements from Work-Study Program | | \$7,236 |
| Equipment Cost Reimbursements from Department of Boating and Waterways | | \$40,000 |
| Donations, clothing and surplus equipment sales, credit card rewards, yard locker rentals | | \$14,245 |
| <i>Total Income</i> | | \$258,552 |
| Operating Expenses | | |
| Dayleader Wages and Employer Taxes | | \$23,601 |
| Insurance | | \$15,828 |
| Rent and Fees to City | | \$9,315 |
| Printing, office supplies, credit card processing, website programming | | \$7,699 |
| PFD's, Foulies, Wetsuits, 1st aid kit supplies | | \$19,810 |
| Dinghy maintenance | | \$9,659 |
| Keelboat maintenance | | \$8,859 |
| Windsurfer maintenance | | \$2,329 |
| Skiff and engines maintenance, fuel | | \$5,039 |
| Buildings & Grounds maintenance--garbage, repairs, etc | | \$11,571 |
| Club activities--Open House BBQ's, seminar & classes, membership meetings | | \$28,034 |
| Sales tax, boat registration, property taxes | | \$9,705 |
| <i>Total operating expenses</i> | | \$151,448 |
| | | |
| <i>Total Income - Total Operating Expenses</i> | | \$107,104 |
| Capital Expenditures | | |
| Clubhouse & Yard Improvements | | \$1,744 |
| Dinghies, sails | | \$36,497 |
| Keelboats, sails | | \$1,675 |
| Rescue Skiff engines, gear | | \$9,246 |
| Windsurfing boards, sails | | \$47,770 |
| Tools | | \$1,371 |
| <i>Total Capital Purchases</i> | | \$98,303 |
| | | |
| <i>Total Spending</i> | | \$249,752 |
| Effect on Cash Assets | | |
| Cash on hand 1/1/14 | | \$53,045 |
| Cash on hand 12/31/14 | | \$61,846 |

By-Laws of the Cal Sailing Club
A California Public Benefit Corporation

Article I: Management

Section 1. Management:

The management of the business and affairs of the club shall be by an Executive Committee, as defined in Articles IV and V of the *Constitution*.

Section 2. Duties and Rank of Executive Officers:

The Executive Officers are listed below in this section, in order of rank, with their duties.

- (a) Commodore:

The Commodore shall preside at all General Membership meetings, Executive Committee meetings, and other related functions. The Commodore shall be responsible, together with the Executive Committee, for scheduling all meetings, for proper notification thereof, and for enforcement of the *Constitution*, *By-Laws*, and *Operating Rules*. The Commodore shall nominate the committee chairpersons as provided in Article IV of these *By-Laws*. The Commodore shall act as the official representative to governmental agencies and private persons and organizations. The Commodore shall be responsible for the direction and coordination of all Club activities and functions either personally, through other elected officers, through committee chairpersons, or through individuals nominated by him/her.

- (b) Vice Commodore:

The Vice Commodore shall assume the duties of the Commodore in the absence of or as delegated by the Commodore. The Vice Commodore shall be responsible for coordination of those club interests, activities and functions as directed by the Commodore. In particular, the Vice Commodore shall be responsible for the coordination and performance of those individuals and committees, nominated by the Commodore, charged with general Club publications, with membership campaigns, with open house events, with membership enrollment, and with the preparation of a current membership directory.

- (c) First Vice Commodore:

The First Vice Commodore shall be responsible for the maintenance, modification, and repair of club dinghies, skiffs, and motors, and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

By-Laws of the Cal Sailing Club
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The Vice Commodore shall assume the duties of the Commodore in the absence of or as delegated by the Commodore. The Vice Commodore shall be responsible for coordination of those club interests, activities and functions as directed by the Commodore. In particular, the Vice Commodore shall be responsible for the coordination and performance of those individuals and committees, nominated by the Commodore, charged with general Club publications, with membership campaigns, with open house events, with membership enrollment, and with the preparation of a current membership directory.

- (c) First Vice Commodore:

The First Vice Commodore shall be responsible for the maintenance, modification, and repair of club dinghies, skiffs, and motors, and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

- (d) Second Vice Commodore:

The Second Vice Commodore shall be responsible for the maintenance, modification, and repair of club board-sailing equipment and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

- (e) Third Vice Commodore:

The Third Vice Commodore shall be responsible for the maintenance, modification, and repair of club keelboat and cruising equipment and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

- (f) Rear Commodore:

The Rear Commodore shall be responsible for coordination of all club teaching and training programs, including organization of sailing and windsurfing classes and instructors, lectures and seminars, for review, publication, and distribution of rating requirements and information, instructional manuals, and *Operating Rules*, and, with the Rating Committee, for the examination and certification of candidates for club ratings.

- (g) Port Captain:

The Port Captain shall be responsible for dock operations and the enforcement of the *Operating Rules* and other operating procedures. The Port Captain shall be concerned with the recruitment, organization, and supervision of day leaders (persons appointed to manage daily dock operations, whether hired, or member volunteers).

- (h) Secretary

The Secretary shall maintain an accurate record of all club proceedings, and shall post a copy of such records on the bulletin board designated for such purpose within five days following all club meetings, except that the records of disciplinary hearings shall not be posted. He/She shall also prepare a volume containing copies of the records of all proceedings occurring during his/her term of office, which shall be stored in the club archives. The Secretary is also responsible for maintaining copies, in the most current revision, of the *Articles of Incorporation, Constitution, ByLaws, and Operating Rules* in the club archives; he/she shall assure that copies of these documents are made available at the club house, at all reasonable times during normal open hours, for inspection by any club member. He/she shall keep all the club office supplies and handle all club

correspondence. This Officer, at the direction of the Commodore, shall notify the members of all meetings, and of proposed amendments to the *Constitution, By-Laws, and Operating Rules*.

- (i) Treasurer:

The Treasurer shall be responsible for the proper recommendation of all financial transactions done or made by the club.

- (1) Account Book:

The account book shall be prepared in accordance with sound accounting practice.

- (2) Purchase Procedure:

The Treasurer, with the ratification of the Executive Committee, shall prescribe the purchasing procedure.

- (3) Insurance Claims:

The Treasurer shall promptly handle and process all insurance claims of the club.

- (4) Disbursement:

No disbursement shall be made without the formal authorization of the Executive Committee. An accurate report of all disbursements shall be made at the next succeeding Executive Committee meeting.

- (5) Deposits and Accounts Due:

The Treasurer shall deposit all monies and pay all accounts due within a reasonable time after receipt.

- (6) Budget Report:

The budget report for the fiscal year shall be submitted to the Executive Committee not later than the fifteenth day of April each year.

- (7) Statement of Financial Condition:

The Treasurer shall prepare a Statement of Financial Condition made pursuant to Article II, Section 2 of these *By-Laws*, to be read at each quarterly General Meeting.

- (8) Annual Report:

The Treasurer shall retain all data used in the Statement of Financial Condition to be incorporated into an annual report made pursuant to Article II, Section 3 of these *By-Laws*.

Article II: Finances

Section 1. Fiscal Year:

The Fiscal Year of the club shall begin on the first day of May and end on the 30th day of April of each year.

Section 2. Statement of Financial Condition:

The Executive Committee shall at each quarterly General Membership meeting submit a report of the condition of the club and its property; a condensed report of the financial transactions of the past quarter; a financial budget for the ensuing quarter, and offer suggestions for the welfare and improvement of the club. Said reports shall be prepared by the Treasurer and shall be kept on file in the archives of the club and shall be subject to the inspection of any member upon reasonable notice.

Section 3. Annual Report:

As required by Section 6321 of the *California Nonprofit Public Benefit Corporation Law*, the Executive Committee shall cause an annual report to be sent to the members not later than 120 days after the close of the club's fiscal year. Such report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the club as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenues of the club, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the club, both unrestricted and restricted to particular purposes, for the fiscal year.
- (e) Any report on the fiscal report by independent accountants, or if there is no such report, a certification by an authorized officer of the corporation that the fiscal statement was prepared without audit from the books and records of the corporation.

Article III: Executive Committee Meetings

Section 1. Time and Place of Meetings:

The Commodore shall call regular Executive Committee meetings every two weeks, on a day of the week and time agreed upon by all the Executive Committee officers, to be held at the club house at the Berkeley Marina. Meetings may be held elsewhere, if entirely adequate notice is given to all officers. At the discretion of the Commodore, Special Executive Committee meetings shall be called at more frequent intervals in order to accomplish the purpose of the club. Special Executive Committee meetings shall be held only when the Executive Committee Officers have been given four days notice by first class mail or 48 hours notice delivered personally or by electronic means.

Section 2. Conduct of Meetings:

The Commodore shall preside at all Executive Committee meetings. At such times that the Commodore is unavailable, the ranking officer of the Executive Committee present shall preside. The Secretary shall act as secretary of all meetings of the Committee, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 3. Procedure:

Business at Executive Committee meetings shall be conducted in accordance with provisions of the current edition of *Robert's Rules of Order Newly Revised*, in all cases to which they are applicable, and in which they are not inconsistent with the club's *Articles of Incorporation, Constitution, By-Laws*, and any special rules of order the club may adopt.

Section 4. Voting:

Each Executive Committee Officer shall be entitled to one vote at all meetings.

Section 5. Quorum:

A Quorum at Executive Committee meetings shall be a majority of all Executive Committee Officers currently holding office. No vote may be taken by the committee at any meeting at which a quorum is not present.

Section 6. Majority Action as Committee Action:

Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present is the act of the Executive Committee, unless the *Articles of Incorporation, Constitution, or Bylaws* of the club, or provisions of the *California Nonprofit Public Benefit Corporation Law* require a greater percentage or different voting rules for approval of a matter by the committee.

Section 7. Action Without Meeting:

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the Committee for all positions currently held shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the committee. Such action by written consent shall have the same force and effect as the unanimous vote of such members.

Section 8. Review and Repeal:

Any club member at a General Membership meeting may move to review any action taken by the Executive Committee, provided however, that a threefourths vote of the members present shall be required to repeal such action.

Article IV: Committees

Section 1. Standing Committees:

The Executive Committee shall have power to appoint such standing committees as it may deem expedient and to delegate to such committees such duties and powers as may be found necessary for the proper conduct of the club.

Section 2. Committee Chairman:

The chairperson of each committee shall be appointed by the Commodore with the consent of the Executive Committee.

Section 3. Removal of Committee Members:

The Commodore acting with the Executive Committee shall have the power to remove any member of any committee.

Section 4. Rating Committee:

A standing committee of the club shall be the Rating Committee, which shall consist of experienced members of the club who are qualified to administer advanced sailing tests, and to judge the competency of members taking such tests.

Article V: Membership

Section 1. Classes of Membership:

There shall be four classes of membership: General, Minor, Associate, and Honorary.

- (a) General Members:

Any person eighteen years old or older is eligible to be a member.

- (b) Minor:

Any person under eighteen years of age is eligible to be a minor member, subject to approval by the Executive Committee.

- (c) Associate:

Any person is eligible to be an associate member.

- (d) Honorary:

Membership shall be conferred upon any individual by vote of the Executive Committee.

Section 2. Limitations on Membership:

- (a) If any one of the four classes of regular members clearly exceeds 50% of the total membership, the Executive Committee may, at its discretion, limit new membership of that class.
- (b) No person may hold more than one membership.

Section 3. Privileges:

- (a) General and minor members:

General and minor members in good standing shall have the use of all club facilities, the right to attend all meetings and social events, and the right to participate in all sailing classes of the club. Preference shall be given such members in all club activities.

- (b) Associate Members:

Associate members shall have the right to fly the club burgee and the right to attend all meetings and social events. They shall not hold club office nor use the club facilities except as the Executive Committee shall designate.

- (c) Honorary Members:

Honorary members shall not hold club office nor use the club facilities except as the Executive Committee shall designate.

- (d) Guests:

General and minor members of the club in good standing may invite guests to use the privileges of the club subject to such limits and restrictions as the Executive Committee shall provide in accordance with the *By-Laws* and the *Constitution*.

- (e) Reciprocal Courtesies:

The privileges of the club may be reciprocated gratuitously to any member in good standing in any similar club.

Article VI: Dues and Fees

Section 1. Dues:

Dues for the classes of membership shall be determined by a majority vote of the Executive Committee and a two-thirds vote of the members present at a duly held General Membership meeting.

Section 2. Renewal and Termination:

Renewal of membership for the next succeeding quarter, or year in the case of those who join for the year, will be required of all members after the expiration date of the paid membership period.

Section 3. Transfer of Membership:

Memberships are non-transferable.

Section 4. When Payable:

All dues become payable at the end of the current membership.

Section 5. Arrears:

All current debts incurred by any member shall be paid prior to renewal of membership.

Section 6. Fines:

Any fines or money penalties imposed by the Executive Committee under the provisions of Article X of these *By-Laws* shall be paid within a reasonable time after such imposition. No renewal of membership will be allowed unless such person tenders the fine together with his dues.

Article VII: General Membership Meetings

Section 1. Regular Meetings:

Regular General Membership meetings shall be held in February, May, August, and November.

Section 2. Special General Membership Meetings:

Special General Membership meetings shall be called in the following circumstances:

- (a) at the discretion of the Executive Committee, to handle special business.
- (b) pursuant to provisions of the *ByLaws* relating to removal of officers, review of Executive Committee actions, and other such provisions provided herein.
- (c) on the receipt by the Executive Committee of a petition signed by five percent of the total membership, as shown on the books and records of the club. The Executive Committee must schedule a meeting not less than 35 nor more than 50 days after the receipt of the request. Notice of the meeting must be given within 20 days of the receipt of the petition.

Section 3. Notice of Meetings:

As required by Section 5511 of the California Nonprofit Public Benefit Corporation Law, the Executive Committee shall give written notice of the date, time and place of all membership meetings, not less than 20 days not more than 45 days before the meeting: the notice must specify the general nature of any business to be transacted that will require action by the members, and the names of any known candidates who are running for office. The Executive Committee shall give notice of the membership meetings

- (a) by email or US Postal Service, and
- (b) with an announcement posted at the club.

Section 4. Conduct of Meetings:

The Commodore shall preside at all General Membership meetings. At such times that the Commodore is unavailable, the ranking officer of the Executive Committee present shall preside. The Secretary shall act as secretary of all membership meetings, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 5 Procedure:

Business at General Membership meetings shall be conducted in accordance with provisions of the current edition of *Robert's Rules of Order Newly Revised*, in all cases to which they are applicable, and in which they are not inconsistent with the club's *Articles of Incorporation, Constitution, By-Laws*, and any special rules of order the club may adopt.

Section 6. Voting:

All members in good standing are entitled to vote at General Membership meetings. Each member shall have one vote. There shall be no voting in absentia.

Section 7. Quorum:

A quorum at General and Special General Membership meetings shall be at least onetenth of the total members shown on the books and records of the club, except for approval of matters for which a greater number is required by provisions of the club *Constitution*, these *ByLaws*, or *California Nonprofit Public Benefit Corporation Law*.

Section 8. Limitation on Business Transacted:

The only matters that may be voted upon at any General Membership Meeting are matters of the general nature of which notice was given, pursuant to Section 3 of this Article, except that if onethird of the members are present at a regular General Membership meeting, any matter may be brought to a vote.

Section 9. Agenda Items by Members:

Any member may request that an item be placed on the agenda of a General Membership Meeting, if the request is submitted to the Executive Committee within 28 days before the date of the meeting. Notice of the item must be given to all members not less than 20 days before the meeting.

Section 10. Majority Action as Membership Action:

Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the membership, unless the *Articles of Incorporation*, *Constitution*, or *Bylaws* of the club, or provisions of the *California Nonprofit Public Benefit Corporation Law* require a greater percentage or different voting rules for approval of a matter by the membership.

Section 11. Mail Ballot:

- (a) Any action which may be taken at any General Membership meeting may be taken without a meeting if the Executive Committee distributes a written ballot to every member. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Executive Committee.
- (b) Such ballot shall be mailed to all those who are members on the day on which the ballot is mailed who are otherwise eligible to vote.
- (c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required at such meeting.
- (d) Such ballot shall contain a statement indicating the time by which the ballot must be returned in order to be counted, the number of responses required to meet the quorum requirement, and the percentage of approvals necessary to pass the measure submitted.

- (e) A record of the balloting shall be filed with the minutes of the proceedings of the General Membership.

Article VIII: Election and Replacement of Officers

Section 1. How Elected:

The Executive Officers of the Executive Committee shall be chosen by a majority vote of the members present at an election meeting held pursuant of Article IV of the *Constitution*. In the event that a quorum is not achieved at such meeting, the existing Executive Committee may elect Executive officers for the next term, by a majority vote of the existing Executive officers present at any club meeting.

Section 2. Time of Elections:

The General Membership meeting convened with due notice for the purpose of electing Executive Officers shall be held during the months of May and November.

Section 3. Nomination of Officers:

Nominations from the floor shall be allowed at any election meeting until nominations are declared closed. Such nominations shall require the seconds of two members in good standing. If a person nominated is present, that person shall have the right to decline. In the event that such person is not present, the nominating parties must be prepared to show that the nominee would serve if elected.

Section 4. Nominee Communication to Membership:

Before a vote is taken, every nominee shall be provided a reasonable opportunity to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy, and to solicit their votes.

Section 5. Balloting:

- (a) Manner of Voting:

Each office to be filled will require a separate ballot. Voting will be by a show of hands unless a secret ballot is requested.

- (b) Successive Balloting:

In the event that a majority is not obtained after the first ballot has been counted, the two nominees receiving the highest number of votes shall be retained and a second ballot taken. The person receiving the majority of the votes cast shall be declared the winner.

- (c) Ties:

In the event of a tie on the second ballot, the Executive Committee shall take a secret ballot among the committee members and the prevailing nominee shall be deemed elected by majority vote.

- (d) Protest:

Any nominee may, for cause shown, demand a recount of ballots immediately after the ballot in question. Any subsequent protest must be submitted to the Executive Committee in writing, and a judicial session of the Executive Committee shall be called to consider the matter within seven days immediately following.

Section 6. Transfer of Office:

The outgoing Executive Officers shall transfer their duties and powers to the newly elected officers at the first meeting of the Executive Committee following the election meeting, which shall be convened for the purpose of this transfer not later than fourteen days following the election meeting.

Section 7. Removal of Officers:

Any officer may be removed as follows:

- (a) Petition for Recall:

A Petition for Recall may be submitted by any member in good standing at any club meeting. Such petition shall have signatures of at least ten members in good standing, or at least five percent of the membership in good standing, whichever number is larger, and shall itemize the reasons for recall of the officer named. Upon verification of the signatures by the Secretary or a representative designated by the Commodore, the matter shall be open for discussion.

- (b) Scheduling and Agenda for General Membership Meeting:

Upon the verification of the petition, if the petition is received at least 25 days but not more than 55 days prior to the scheduled date of a regular General Membership meeting, the matter shall be entered on the agenda of the meeting, and notice of such must be given to all members by first class mail, not less than 20 days prior to the meeting; if no regular General Membership meeting is scheduled during such period of time, the Executive Committee shall schedule a Special General Membership meeting to be held not sooner than 35 days following nor later than 50 days following the receipt of the petition.

- (c) Recall Meeting:

Upon convening the meeting called as provided in subsection (b) of this section, the Commodore or his/her representative shall read the petition and the officer subject to recall shall be allowed to speak in his/her own behalf. Discussion on the matter shall be unlimited, provided however, a majority vote shall end discussion.

- (d) Voting Requirements:

A majority affirmative vote by the membership shall be required to remove the officer. If a quorum of the membership has not been achieved at this meeting, the matter shall be dropped. There shall be no second ballot in the event of a tie, but the matter shall be dropped.

- (e) Interim Appointments:

An interim officer appointment shall be made for the vacant office by majority vote of the members present at the club meeting. In the event that a candidate is not available at that time, the Executive Committee may appoint an interim officer at any of its next meetings, by a majority vote of the Committee.

Section 8. Other Vacancies:

The Executive Committee may appoint an interim officer, by a majority vote of the Committee, to fill any vacancy occurring in said Committee, for the causes listed below:

- (a) An officer submits a written notice of resignation.
- (b) Death of the officer.
- (c) The officer is declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 of the *California Nonprofit Public Benefit Corporation Law*.
- (d) After an officer misses three successive meetings without prior notice, the Executive Committee shall attempt to contact that officer. If they are unable to do so, they may, by a unanimous vote of the committee, declare the office vacant. Such a declaration is subject to review and repeal as provided in Section 7 of Article III.

Persons elected pursuant to this section shall fill such vacancies no longer than the unexpired term of the office declared vacant.

Section 9. Resignation of Officers:

Any officer may resign effective upon giving written notice to the Commodore, the Secretary, or the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation. No officer may resign if the club would then be left without a duly elected officer or officers in charge of its affairs, except upon notice to the California Attorney General.

Article IX: Operating Rules

The Executive Committee of this club is hereby authorized and empowered to enact proper *Operating Rules* to regulate the affairs of the club, including the action of the members, control of club property, and such other things that shall be necessary and proper for the carrying on of the business of the club limited as follows:

- (a) Posting:

All such rules shall be posted in a conspicuous place at the club house no later than seven days prior to the time that such rules shall take effect.

- (b) Penalties:

Operating Rules containing money penalties and disciplinary action for the violation thereof must be consistent with the limits as provided in the *By-Laws*, Article X, and the other provisions of the *Constitution* and *ByLaws* heretofore enacted.

- (c) Ratification by Membership:

Any Operating Rule which provides for specific money penalties for the violation thereof shall be ratified by a majority of the Members present at a General Membership meeting or at a Special General Membership Meeting called pursuant to the *By-Laws* for such a purpose. This subsection shall not apply to minor revisions to the form but not the substance of Operating Rules currently in effect and ratified as provided above.

- (d) Suspension of Operating Rules:

The Executive Committee may, at its discretion, suspend any operating rule without ratification of the members as provided herein.

- (e) When to Take Effect:

Operating Rules not requiring ratification as provided by sub-section (c) shall take effect no sooner than as provided by sub-section (a) or at such later date as the Executive Committee shall provide. Operating rules requiring ratification pursuant to sub-section (c) shall take effect immediately upon ratification or at such a later date as provided by the Executive Committee.

Article X: Disciplinary Action

Section 1. Cause:

Disciplinary action may be initiated against any club member when it appears that any of the following have occurred as a result of the act or omission of the club member:

- (a) Violation of the club *Constitution, ByLaws* or *Operating Rules*.
- (b) Violation of the terms of previous discipline.
- (c) Violation or abuse of any directive, motion, resolution, or authority of the Executive Committee or of the club membership.
- (d) Carelessness or misconduct in connection with any club activity.
- (e) Failure to comply with any reasonable request by the day leader or any Executive Officer pertinent to the club's operation.
- (f) Misuse of the privileges and authority of any elected or appointed club office.

Section 2. Initiation of Disciplinary Action:

- (a) short term suspension.

At the time of an incident, any day leader or Executive Officer may suspend the sailing privileges of any club member for a period of 36 hours. During this time the member may not sail on any clubowned boat or sailboard.

- (b) long term suspension until disciplinary hearing.

In the case of serious infractions, any Executive Officer may suspend the sailing privileges of any club member until an Executive Committee disciplinary hearing can be held. He/she may do this at the time of an incident at which he/she is present, or if notified of it by a day leader. If a day leader feels that the seriousness of an infraction which occurs while he/she is on duty warrants a heavier penalty than a 36 hour suspension, he/she should, at the earliest opportunity, contact an Executive Officer to request that he/she take further action.

- (c) The Commodore shall have the authority to terminate the above suspensions.

Section 3. Procedures for Disciplinary Hearing by Executive Committee:

- (a) The Executive Officer initiating action to hold a disciplinary hearing must inform the accused member of the action being taken and of his/her rights under these rules. The officer initiating the action should notify the Commodore, at the earliest opportunity, of the action being taken.
- (b) The accused member must be notified to appear at one of the next two regularly scheduled Executive Committee meetings occurring after the date of the notification to appear. Under special circumstances any member of the Executive Committee may permit appearance at another regular or special meeting. Failure to appear may result in action being taken in the accused member's absence. If the Executive Committee fails to take action within 60 days of an infraction, the matter shall be dropped.

- (c) Hearing Procedure: Disciplinary Hearings are to be held by the Executive Committee in closed session, except persons serving in an advisory capacity requested to be present by the Executive Committee, provided only that the accused approves the presence of such persons. The accused member has the right to be present during all testimony, the right to question and cross-examine, and the right to bring supporting witnesses. The accused member does not have the right to be present during deliberation.
- (d) Officers recommended for disciplinary action shall not participate in either the voting or the deliberation at their own disciplinary hearing.

Section 4. Action as the Result of a Disciplinary Hearing:

The Executive Committee, by a majority vote of the members present, may take any of the actions listed below:

- (a) Suspension for up to 30 days.
- (b) Revocation of rating. Conditions for reinstatement may be specified.
- (c) Expulsion from the club. (A prorated refund of paid membership fees must be given.) Minimum time limit or other conditions before rejoining may be specified.
- (d) To assess accused member up to \$100, or other amount as specified by the Operating Rules, if loss of or damage to equipment is involved.
- (e) To require any reasonable and appropriate service to the Cal Sailing Club, as determined by the Executive Committee.

Section 5. Appeal:

Appeal of any disciplinary action taken by the Executive Committee should be undertaken as specified in Section 7 of Article III.

Section 6. Special Provisions for Former Members:

Where conduct by a former member would be grounds for initiation of discipline were he/she a current member, a disciplinary action may be initiated. The former member may choose to cooperate with this procedure and accept the penalties prescribed. Otherwise, the Executive Committee may bar the member from rejoining the club.

Article XI Amendment

Section 1. Vote at General Meeting:

These *By-Laws* may be modified, altered, or amended by two-thirds of the members present at any General Membership meeting of the club, or at a Special General Membership meeting called for that purpose, provided that due notice of any proposed modification, alteration, or amendment shall be given to all members, giving the substance of such modification, alteration, or amendment.

Section 2. Mail Polling:

Modification, alteration, or amendment of these *By-Laws* may also be accomplished by direct polling of the members through the mail, subject to the provisions of Article VII Section 11 of these *ByLaws*, and the following procedures and rules:

- (a) The suggested changes or additions to the *By-Laws* must be approved, prior to the taking of the poll, by a majority vote of the Executive Committee.
- (b) The request for approval sent to each member must contain the following:
 - (1) A copy of the current by-law, if any, to be modified, altered, or amended, and a copy of the by-law for which approval is sought;
 - (2) A statement from the Executive Committee that the by-law for which approval is sought has been approved by a majority vote of the Executive Committee;
 - (3) A brief discussion of issues concerning the subject by-law which may also include a statement in opposition to the approval of said bylaw;
 - (4) All information required in the provisions of Article VII Section 11 (c) of these *ByLaws*.
- (c) The effective date of any such by-law change or addition shall be the date on which the results of the polling are posted.
- (d) Upon a clear showing that any of the above rules or procedures have not been followed, the Executive Committee shall order that any approval or disapproval of a by-law change or addition is void and has no force or effect.

**REQUEST FOR BERTH FEE WAIVER TO BERKELEY MARINA
FOR FY2015-2016 (JULY-JUNE)**

PEGASUS VOYAGES AKA PEGASUS PROJECT

1. Name and address of the organization

Pegasus Voyages Inc. aka Pegasus Project

2. Name, address and phone number of the person responsible for business affairs of the group

1554 Sonoma Ave., Albany, CA 94706-2444 USA

Peter Hayes 510 7174439 peter@nautilus.org

1. Type of organization

501C3 non profit corporation

2. Number of members in the organization

Pegasus Voyages has a board of directors, but no members per se.

However, it has a crew list of about 50 volunteers, and sends out alerts to a list of about 300 supporters.

3. Level of participation of members

Crew are rated as captains, first mates, or crew level 1, crew level 2, depending on competency and training. Some crew have been involved in the Pegasus Project since it began taking kids out from Berkeley Marina in 1994—21 years ago. Others are recently joined crew. As youth voyages are typically held on weekdays, our core crew inevitably tends to be mature adults rather than full-time employees, although we have some crew who organize their work life to take off work days to crew on youth voyages. Berkeley Yacht Club members are in leadership positions and provide many of the adult crew volunteers for the Pegasus voyages throughout the year.

4. Age level of members of organization or participants

Youth participants from schools range from 10 to 18 years old. Youth participants from community partners, especially youth-at-risk organizations such as the YMCA, tend to be 12-16 years old.

Veterans are mostly from the Iraq and Afghanistan wars, but some from the Kosovo campaign and even from the Vietnam War.

The volunteers are adults.

5. Contribution to community including hours of service and activities

Last year, we conducted 59 voyages in 2014, up from 52 in 2013 (see list attached). On each voyage, there are usually at least six adult crew members, either in training, or providing services. A voyage typically lasts 4 hours from start of set-up to set-down (walk off dock), so direct crew volunteer contribution was about 2/3 of total volunteer hours contributed to the project (see below).

Pegasus volunteers do not just crew; they maintain the vessel, organize fundraising events, raise funds from foundation donors, undertake publicity and outreach, ensure the boat is insured, update the website and email alerts, coordinate with the partners, obtain media coverage, conduct crew trainings and rating essential to safety, and provide socializing opportunities for crew. Overall, volunteers contributed 90 percent of the adult hours over the year.

(Note: this estimate does not include the substantial time and cost to our partner organizations of organizing the youth, obtaining signed indemnity forms, transporting the youth to the marina, training teachers, and providing a counselor or teacher on the voyage itself. A conservative estimate of this partner time cost would be 3 hours land time or roughly an additional 2-300 hours/year contributed to the Pegasus Project).

Volunteer hours per year, estimate for 2013

1248 52 voyages * 6 adults * 4 h/voyage
252 project contractor (prof. captain) not crewing hours for project implem
300 landbased support PH, PM
352 other landbased support, annual awards, 2 p-months
2152 hours per year
0.88 volunteer fraction
0.58 direct crew volunteer fraction

6. Reason and justification for request

Our mission is to deliver lifeskills and environmental education to Bay Area youth. Our vision is: “No Child Left Ashore.”

Pegasus Project delivers significant community service to the youth of Berkeley and the East-North Bay Area. In 2014, 60 percent of voyages were with primary youth partners (Shorebird Nature Center, YMCA, etc). Two voyages were donated to community organizations or schools to raise funds for their organizations (~\$2000 in 2014) or for other community purposes (such as ash scattering). 11 voyages were conducted in the BAADS-Veterans voyage series. And 9 voyages were conducted for crew training in 2014.

| | |
|--|-------------|
| 59 Total voyages 2014 | |
| 37 SNC, YMCAs, BHS, other youth partners | 63% |
| 2 donated to other community groups to raise funds | 3% |
| 11 veterans voyages | 19% |
| 9 CT, VT, MM, etc | 15% |
| 59 Total voyages | 100% |

As we have discussed before in our reports to COB, there is no single measure of service delivered. We use voyage-days aboard Pegasus. We estimate voyage days in 2014 as follows:

| | |
|--|-------------|
| Passenger voyage-days 2014 | |
| 518 Partner youth voyages at av 14/voyage | 67% |
| 28 Donated at 14/voyage | 4% |
| 154 veterans voyages, honor voyages (ash scattering etc) | 20% |
| 72 CT etc | 9% |
| 772 Total voyage days | 100% |

7. Time period requested (FY 2015)

2015-16

8. Copy of by-laws

Attached pdf document

9. List of planned community projects

Due to funding reductions, we have been constrained to our existing partners such as SNC, YMCA, etc. We are shifting to a Pegasus Partner model where we ask partners to commit to multiple voyages per year, to reduce transaction costs, and to increase operating tempo and continuity of impact with youth. We also began a new tranche of voyages for recently returned veterans from the Iraq, Afghanistan, and other wars, in collaboration with BAADS-Bay Area Association of Disabled Sailors. Provided funds are created (by proposed chartering at-dock) and matched with Marina partners, Pegasus Project plans to commence a Marina-wide training program with BHS-Counselling Enriched Classroom to train youth in dinghy, small keelboat sailing and to become the core of a Pegasus youth crew in 2014-15.

10. Financial statement for the prior year

In 2014, we were able to pay a professional captain to attend youth and training voyages.

We estimate that actual *program* expenditure in 2014 was about \$20,694, down from \$22,741 in 2013 although voyages increased by 7 or about 15% over the same period.

20694 annual program expenditure in 2014
27 \$ per average voyage day overall
40 \$ per youth voyage day
8 \$/h SNC voyage days

In this sector, based on information we collated from sister organizations (Call of the Sea, Bluewater Foundation, Bayliss), the cost per hour for youth sailing at minimum is \$15/hour for full cost recovery or \$45 for a 3 hour voyage—which we are well below over overall.

For example, our youth voyage days last from 9-2 pm for SNC voyages (including the land school) or 5 hours, making the cost per hour = \$8/hour.

The full economic value of the service can be estimated based on the cost to hire a similarly sized vessel with trained and professional crew. At *minimum*, the daily cost would be \$2500/voyage. Thus, the economic value of the annual voyages is roughly 52 voyages * 2500/voyage, or about \$147,500 in 2014.

2500 \$ of commercial vessel ~ with crew
147500 economic value of service

Thus, we believe that the COB's free berth and our donors have a high social rate of return.

11. Non-Discrimination Policy

In 2007, the board of directors adopted the following non-discrimination policy that amended the Pledge signed by all participants (see italics). We have respectfully discharged crew based on this pledge in years past.

THE PEGASUS PLEDGE

The mission of the Pegasus Project is

*to teach the public about marine environments,
to impart a love of the ocean and joy of sailing to Bay Area youth,
to maintain a safe, clean, green, and technically excellent boat that will serve as a role-model,
to provide a team-oriented environment in which participants feel respected, and
to improve the projects effectiveness at every opportunity.*

Pegasus Project Pledge

I promise to:

Commit myself to achieving the mission of the Pegasus Project;

Respect all participants, especially the youth communities served by the Pegasus Project and volunteers. In particular, to affirmatively reject discrimination on the basis of race, age, creed, national

origin, gender, sexual orientation, political affiliation, marital status, and physical ability in my interpersonal communication.

LIST OF ATTACHMENTS

- A. Voyages 2014
- B. Copy of Pegasus Voyages bylaws (separate pdf file)

ATTACHMENT A: VOYAGES 2014

| | | | | | | | |
|-----|------|----------------|--|----------------------------|----------|----------------------------|---------|
| 460 | Edit | Past | BAADS-Veterans Voyage | Sunday, January 5, 2014 | 12:00 PM | Sunday, January 5, 2014 | 4:30 PM |
| 455 | Edit | Past | | Saturday, February 1, 2014 | 8:00 AM | Saturday, February 1, 2014 | 4:00 PM |
| | | Public Notes: | CPR-1st aid certification with Mark Caplin at BYC; small fee to receive certificate; need to buy 2nd hand study guide; space limited to max 20 crew and Pegasus partners! Bring own lunch please so no time lost. JAN 14 UPDATE: 4 MORE SPACES ONLY AS WE HAVE 16 REGISTRANTS TO DATE INCLUDING 3 FROM SHOREBIRD NATURE CENTER--ALEX MOHKTARI-FOX, LOREN RASMUSSEN, BILL YORK; AND JOY GRAUSTARK | | | | |
| | | Private Notes: | | | | | |
| 461 | Edit | Past | BAADS-Veterans Voyage | Sunday, February 2, 2014 | 12:00 PM | Sunday, February 2, 2014 | 4:30 PM |
| 467 | Edit | Past | BAADS-Veterans Voyage | Sunday, February 16, 2014 | 12:00 PM | Sunday, February 16, 2014 | 4:00 PM |
| | | Public Notes: | -rescheduled from Feb 2 rain out. | | | | |
| | | Private Notes: | | | | | |
| 462 | Edit | Canceled | BAADS-Veterans Voyage | Sunday, March 2, 2014 | 12:00 PM | Sunday, March 2, 2014 | 4:30 PM |
| 463 | Edit | Past | BAADS-Veterans Voyage | Sunday, March 2, 2014 | 12:00 PM | Sunday, March 2, 2014 | 4:30 PM |
| 439 | Edit | Past | SNC | Saturday, April 5, 2014 | 9:00 AM | Saturday, April 5, 2014 | 2:00 PM |
| | | Public Notes: | Teacher and docent training at SNC and voyage | | | | |
| | | Private Notes: | | | | | |
| 464 | Edit | Past | BAADS-Veterans Voyage | Sunday, April 6, 2014 | 12:00 PM | Sunday, April 6, 2014 | 4:30 PM |
| 468 | Edit | Past | BHS-Counseling Enriched Classrom | Friday, April 18, 2014 | 9:00 AM | Friday, April 18, 2014 | 2:30 PM |
| | | Public Notes: | Times may be changed closer to date. This is a wonderful group of kids with special ed and severe life challenges at Berkeley High School who have been out before with Pegasus, and are a new Pegasus Partner. | | | | |
| | | Private Notes: | | | | | |
| 478 | Edit | Canceled | Charter | Saturday, April 19, 2014 | 10:15 AM | Saturday, April 19, 2014 | 5:30 PM |
| | | Public Notes: | This a voyage donated to a partner non-profit and won in a raffle by Sara Ham. She's taking a group of friends out on her birthday. | | | | |
| | | Private Notes: | Sara Ham: | | | | |
| 440 | Edit | Past | SNC | Thursday, April 24, 2014 | 8:30 AM | Thursday, April 24, 2014 | 3:00 PM |
| 441 | Edit | Past | SNC | Friday, April 25, 2014 | 8:30 AM | Friday, April 25, 2014 | 3:00 PM |
| 469 | Edit | Past | BHS CEC Awards Voyage | Saturday, May 3, 2014 | 2:00 PM | Saturday, May 3, 2014 | 5:00 PM |
| | | Public Notes: | This voyage will be with BHS-CEC students and families who will be highlight of the evening Pegasus Project BYC awards and fundraising dinner. Boat will return to BYC guest dock for display and VIP tours hosted by BHS-CEC students. | | | | |
| | | Private Notes: | | | | | |
| 470 | Edit | Past | BYC-Pegasus Project Awards Fundraising Dinner | Saturday, May 3, 2014 | 6:00 PM | Saturday, May 3, 2014 | 9:00 PM |
| | | Public Notes: | BYC is staging a wonderful dinner, silent auction, and awards ceremony for Pegasus Project with city VIP to be announced. Thank you BYC! Please put in your sched. Doors open at 6pm. | | | | |
| | | Private Notes: | | | | | |
| 465 | Edit | Past | BAADS-Veterans Voyage | Sunday, May 4, 2014 | 12:00 PM | Sunday, May 4, 2014 | 4:30 PM |
| 442 | Edit | Past | SNC | Thursday, May 8, 2014 | 8:30 AM | Thursday, May 8, 2014 | 3:00 PM |
| 483 | Edit | Past | | Friday, May 9, 2014 | 8:45 AM | Friday, May 9, 2014 | 2:30 PM |
| | | Public Notes: | This is a make up sail for SNC for one cancelled due to weather on 4/25. Kids will arrive at 9:30; depart at 2:00. Two groups; two sails. | | | | |
| | | Private Notes: | | | | | |
| 471 | Edit | Past | June Jordan School for Equity | Thursday, May 15, 2014 | 9:15 AM | Thursday, May 15, 2014 | 3:30 PM |

| | | | | | | |
|-----|-----------------------|--|--------------------------|----------|--------------------------|----------|
| | Public Notes: | This is a group of high school students from June Jordan School for Equity We will do two sails with a group of 20 or so kids total. | | | | |
| | Private Notes: | Mary DiGiulio, msdigiulio@jjse.org, 415-307-2605 | | | | |
| 476 | Past | June Jordan School for Equity | Friday, May 16, 2014 | 9:15 AM | Friday, May 16, 2014 | 3:30 PM |
| | Public Notes: | A group of students from June Jordan High School. We will do two sails with a total of about 20 students. | | | | |
| | Private Notes: | Heidi Swartzendruber, 303-681-5300, msswartzendruber@jjse.org | | | | |
| 482 | Past | | Sunday, May 18, 2014 | 11:30 AM | Sunday, May 18, 2014 | 5:30 PM |
| | Public Notes: | Donated voyage for crew member to SF arts organization group led by Sarah Ham. Will heave to underway for the group to munch on lunch after 12.30 pm departure; group timed to arrive at noon. | | | | |
| | Private Notes: | | | | | |
| 474 | Canceled | June Jordan School for Equity | Wednesday, May 21, 2014 | 9:15 AM | Wednesday, May 21, 2014 | 3:30 PM |
| | Public Notes: | This is another class from the June Jordan School for Equity in San Francisco. | | | | |
| | Private Notes: | Mary DiGiulio, Resource Specialist. msdigiulio@jjse.org, 415-307-2605 cell. 415-452-4922 School | | | | |
| 475 | Past | June Jordan School for Equity | Wednesday, May 21, 2014 | 9:30 AM | Wednesday, May 21, 2014 | 3:00 PM |
| | Public Notes: | This is another group from the June Jordan School for Equity attending an Intersession program for PE, showing them activities that they have little access to in their normal lives. There will be about 25 students and we will do two sails. | | | | |
| | Private Notes: | Catalina Atria, msatria@jjse.org, 415-200-6065 | | | | |
| 444 | Past | SNC | Thursday, May 22, 2014 | 8:30 AM | Thursday, May 22, 2014 | 3:00 PM |
| 445 | Past | SNC | Friday, May 23, 2014 | 8:30 AM | Friday, May 23, 2014 | 3:00 PM |
| | Canceled | | Friday, May 23, 2014 | 10:00 AM | Friday, May 23, 2014 | 4:30 PM |
| 481 | Public Notes: | We'll have to prep for the race during and after the SNC sail | | | | |
| | Private Notes: | | | | | |
| 479 | Past | Master Mariner's Regatta | Saturday, May 24, 2014 | 7:30 AM | Saturday, May 24, 2014 | 6:00 PM |
| | Public Notes: | ***VOYAGE IS FULL--SORRY*** Once again Pegasus will defend her honor against all comers in Marconi 1 Division and try to best our second place finish last year. We'll head to Encinal YC after the finish and raft up for the night. | | | | |
| | Private Notes: | | | | | |
| 480 | Past | VT | Sunday, May 25, 2014 | 11:00 AM | Sunday, May 25, 2014 | 5:30 PM |
| | Public Notes: | Times may vary, but we'll need a crew to return Pegasus to her Berkeley berth from Encinal YC after the MMBA Regatta. We usually take the long way home through the main bay. | | | | |
| | Private Notes: | | | | | |
| 466 | Past | BAADS-Veterans Voyage | Sunday, June 1, 2014 | 12:00 PM | Sunday, June 1, 2014 | 4:30 PM |
| 472 | Past | YMCA | Tuesday, July 8, 2014 | 9:30 AM | Tuesday, July 8, 2014 | 3:30 PM |
| | Public Notes: | YMCA Albany summer camp. 2 groups will rotate, 1 land group directed by YMCA counselor. Will arrive by bus from YMCA at 10am depending on AC Transit. Need to be leaving dock by 2.30. Groups will switch at 12.30pm. Contact: Alicia 510-867-8349; camp cell 812-9220. | | | | |
| | Private Notes: | | | | | |
| 485 | Past | Summer School | Thursday, July 17, 2014 | 9:30 AM | Thursday, July 17, 2014 | 2:30 PM |
| | Public Notes: | Berkeley High School Counseling Enriched Classroom summer school voyage | | | | |
| | Private Notes: | | | | | |
| 484 | Canceled | Youth Leadership | Wednesday, July 23, 2014 | 10:00 AM | Wednesday, July 23, 2014 | 3:30 PM |
| | Public Notes: | This is a group of approximately 9 graduating youth from the City of Patterson Rec and Community Services Dept. Jr. Leadership Program. They are driving in from the Central Valley for a voyage from 11 a.m. to 3 p.m. | | | | |
| | Private Notes: | Jason Hayward, jhayward@ci.patterson.ca.us, Mobile - 209-678-5728, Day - 209-895-8083 | | | | |
| 486 | Past | Youth Leadership | Wednesday, July 23, 2014 | 10:15 AM | Wednesday, July 23, 2014 | 3:30 PM |
| | Public Notes: | This is a group of approximately 9 graduating youth from the City of Patterson Rec and Community Services Dept. Jr. Leadership Program. They are driving in from the Central Valley for a voyage from 11 a.m. to 3 p.m. | | | | |
| | Private Notes: | Jason Hayward, jhayward-AT-ci.patterson.ca.us, Mobile - 209-678-5728, Day - 209-895-8083 | | | | |
| 487 | Past | Camp Night Voyage | Friday, August 1, 2014 | 5:30 PM | Friday, August 1, 2014 | 10:30 PM |
| | Public Notes: | Camp Sweeney tandem night voyage with Blue Water Foundation's Benjamin Walters and Aleta. | | | | |
| | Private Notes: | | | | | |
| 473 | Past | YMCA | Tuesday, August 5, 2014 | 9:30 AM | Tuesday, August 5, 2014 | 3:30 PM |
| | Public Notes: | Albany YMCA summer camp. 2 groups will rotate, 1 land group directed by YMCA counselor. Will arrive by bus from YMCA at 10am depending on AC Transit. Need to be leaving dock by 2.30pm. Groups will switch at 12.30. Contact Alicia 510-867-8349 or camp cell 812-9220. | | | | |

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|-----|-----------------------|-----------------------|---|------------------------------|----------|--------------------------------------|
| | Private Notes: | | | | | |
| 488 | Edit | Past | SNC | Thursday, August 7, 2014 | 9:00 AM | Thursday, August 7, 2014 1:00 PM |
| | | Public Notes: | 14 kids — SNC youth summer boating program voyage with Patty Donald | | | |
| | | Private Notes: | | | | |
| 477 | Edit | Canceled | Youth Group | Thursday, August 7, 2014 | 10:00 AM | Thursday, August 7, 2014 3:00 PM |
| | | Public Notes: | Jason Hayward is hosting a youth group from the City of Paterson Rec. and Community Services Dept. including Jr. Leaders and Jr. Lifeguards. We'll know more later in the summer. | | | |
| | | Private Notes: | Jason Hayward, 209-678-5728, jhayward@ci.patterson.ca.us | | | |
| 489 | Edit | Past | SNC | Tuesday, August 12, 2014 | 2:30 PM | Tuesday, August 12, 2014 6:30 PM |
| | | Public Notes: | Shorebird voyage with Coastal Commission leadership. | | | |
| | | Private Notes: | | | | |
| 490 | Edit | Past | | Wednesday, August 13, 2014 | 9:00 AM | Wednesday, August 13, 2014 1:30 PM |
| | | Public Notes: | Contra Costa Interfaith Housing is back with a group of 14 youth and adults and we'll sail from 10 am to 1 pm. They're bringing a lunch to have on board. They're always an enthusiastic group. | | | |
| | | Private Notes: | Connie Hwang — Clinical Services Coordinator — connie@ccinterfaithhousing.org — 925-677-7267 | | | |
| 491 | Edit | Past | CT | Sunday, August 17, 2014 | 2:00 PM | Sunday, August 17, 2014 4:00 PM |
| | | Public Notes: | Training with Natasha Pyle followed by short sail. | | | |
| | | Private Notes: | | | | |
| 492 | Edit | Past | CT | Wednesday, August 20, 2014 | 9:00 AM | Wednesday, August 20, 2014 12:00 PM |
| | | Public Notes: | Training with Natasha Pyle; crew welcome. Anchor laying and retrieval will be practised outside the breakwater. | | | |
| | | Private Notes: | | | | |
| 498 | Edit | Past | | Sunday, August 24, 2014 | 9:00 PM | Sunday, August 24, 2014 5:00 PM |
| | | Public Notes: | Voyage to meet Cal Maritime vessel with medical officer and Pegasus captain Mark Caplin at Golden Gate at 1400 | | | |
| | | Private Notes: | | | | |
| 497 | Edit | Past | | Saturday, September 6, 2014 | 8:30 PM | Saturday, September 6, 2014 2:30 PM |
| | | Public Notes: | City of Patterson Teen Outdoor Survival Skill two voyages one starting at 9 and the other at 11:30 with Johnny Nguyen with focus on water survival skills | | | |
| | | Private Notes: | | | | |
| 496 | Edit | Past | | Monday, September 8, 2014 | 8:00 AM | Monday, September 8, 2014 3:00 PM |
| | | Public Notes: | Star Academy special ed school Marin — repeat voyagers! Class of 9 boys 16-19 years old; LARGE PFDs; saw photos from last voyage of younger kids, eager to go! | | | |
| | | Private Notes: | | | | |
| 501 | Edit | Past | Cub Scouts | Sunday, September 21, 2014 | 9:00 AM | Sunday, September 21, 2014 1:00 PM |
| | | Public Notes: | Alameda Cub Scout Den 12 boys aged 9-10 and 2 parents | | | |
| | | Private Notes: | organized by Rak Bhalla | | | |
| 504 | Edit | Past | Special | Saturday, September 27, 2014 | 9:00 AM | Saturday, September 27, 2014 1:00 PM |
| | | Public Notes: | Voyage for Seth Fairchild — 17 year old brother of Jessica who was on Patterson City voyage. Seth has terminal bone cancer. He will come with 10 friends and family. He is an Eagle Scout who loves the outdoors and has never been sailing. This is his voyage and he is very excited. | | | |
| | | Private Notes: | | | | |
| 502 | Edit | Past | Donor Organization | Friday, October 3, 2014 | 10:15 AM | Friday, October 3, 2014 3:30 PM |
| | | Public Notes: | This is a group from one of our donor organizations — the Berkeley Association of Realtors. We hope to show them what kind of experience their contributions help provide for kids. | | | |
| | | Private Notes: | Contact: Jaimie Keary — Office Manager — 510-848-4288 — jaimie@berkeleyaor.com | | | |
| 499 | Edit | Past | Pegasus-BAADS | Sunday, October 5, 2014 | 12:00 PM | Sunday, October 5, 2014 4:30 PM |
| | | Public Notes: | Pegasus-BAADS voyages for veterans and families resume | | | |
| | | Private Notes: | | | | |
| 507 | Edit | Past | CT | Tuesday, October 7, 2014 | 10:00 AM | Tuesday, October 7, 2014 3:30 PM |
| | | Public Notes: | Crew Training | | | |
| | | Private Notes: | | | | |
| 508 | Edit | Past | CT | Wednesday, October 8, 2014 | 12:00 PM | Wednesday, October 8, 2014 4:00 PM |
| 505 | Edit | Past | Camp Sweeney Tandem Sail with Blue | Friday, October 10, 2014 | 3:30 PM | Friday, October 10, 2014 10:00 PM |

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|-----|------|-----------------------|--|-----------------------------|----------|-------------------------------------|
| | | Water | | | | |
| | | Public Notes: | This will be another Tandem sail with Blue Water's `Benjamin Walters` for a group from Camp Sweeney, Alameda County's program for incarcerated youth who a judge has determined can benefit from positive behavioral reinforcement and good adult role models. They've always provided a very motivated group of kids. | | | |
| | | Private Notes: | Captains Bill Mania and Lee Stimmel on Benjamin Walters. Meet at O dock at 4:00 PM, return to O dock by 9:00 PM. | | | |
| 503 | Edit | Past | Special | Saturday, October 11, 2014 | 11:15 AM | Saturday, October 11, 2014 6:00 PM |
| | | Public Notes: | Otis Finley's widow Nanci would like to host her support group Soaring Spirits for a day on the bay. It's Blue Angels / Fleet Week weekend. | | | |
| | | Private Notes: | Nanci Finley — nfinleymft@att.net — 707-590-0479 | | | |
| 494 | Edit | Past | BYC | Sunday, October 12, 2014 | 9:00 AM | Sunday, October 12, 2014 4:30 PM |
| | | Public Notes: | BYC Photoshoot and Camera Day with Kevein Murray — proceeds to Pegasus — thank you! 3 short Pegasus voyages from BYC guest dock for photographers/VIPS — one of which Pegasus will anchor as photoshoot boat for boats passing by. | | | |
| | | Private Notes: | | | | |
| 495 | Edit | Canceled | Haulout | Monday, October 13, 2014 | 10:00 AM | Monday, October 13, 2014 5:00 PM |
| | | Public Notes: | Pegasus Haulout at BYC for 1-2 weeks; wooding the hull to repaint; install reefer; general mechanical-electrical and thru hull checks. | | | |
| | | Private Notes: | | | | |
| 506 | Edit | Past | Scattering of the Ashes voyage. | Sunday, October 26, 2014 | 11:00 AM | Sunday, October 26, 2014 3:30 PM |
| | | Public Notes: | A long time neighbor of Mark Caplin has died and her family wants to scatter her ashes on the bay. | | | |
| | | Private Notes: | Mark Caplin, 415-816-1405, sailmedic@earthlink.net | | | |
| 500 | Edit | Past | Pegasus-BAADS | Sunday, November 2, 2014 | 12:00 PM | Sunday, November 2, 2014 4:30 PM |
| | | Public Notes: | Pegasus-BAADS voyage for veterans and families | | | |
| | | Private Notes: | | | | |
| 493 | Edit | Past | BYC | Saturday, November 8, 2014 | 4:30 PM | Saturday, November 8, 2014 9:30 PM |
| | | Public Notes: | Pegasus at BYC guest dock for Annual Fundraising Celebration and Dinner. Special guest speaker: Prof Judy Yung on the history of the Angel Island Quarantine Station. | | | |
| | | Private Notes: | | | | |
| 510 | Edit | Past | Marin veterans voyage | Sunday, November 16, 2014 | 12:00 PM | Sunday, November 16, 2014 4:30 PM |
| | | Public Notes: | Veterans voyage, new group from Marin County with Robyn Moss (707-219-2453). We will try underway relaxation (in bunks) and heaving to for quiet time; and maybe some exercises involving knots and ropes. | | | |
| | | Private Notes: | | | | |
| 509 | Edit | Past | School Voyage | Thursday, November 20, 2014 | 8:15 AM | Thursday, November 20, 2014 1:00 PM |
| | | Public Notes: | Star Academy class 11 students 9-11th grade plus 3 teachers. Great special ed school. Teacher is Vida La Mastra | | | |
| | | Private Notes: | | | | |
| 511 | Edit | Past | CT | Sunday, November 23, 2014 | 11:00 AM | Sunday, November 23, 2014 4:00 PM |
| 514 | Edit | Past | SA (Star Academy) | Tuesday, November 25, 2014 | 8:15 AM | Tuesday, November 25, 2014 12:30 PM |
| | | Public Notes: | This is a group from our friends at the Star Academy. They've had to postpone once already due to rain. | | | |
| | | Private Notes: | Vida Lamastra, 415-846-6133, vida.lamastra@staracademy.org | | | |
| 512 | Edit | Past | CT | Saturday, December 6, 2014 | 11:00 AM | Saturday, December 6, 2014 4:00 PM |
| 515 | Edit | Past | Veterans Voyage | Sunday, December 14, 2014 | 12:00 PM | Sunday, December 14, 2014 4:30 PM |
| | | Public Notes: | Veterans voyage with Santa Rosa vets group organized by Robyn Moss ph 707-318-4907 | | | |
| | | Private Notes: | | | | |
| 513 | Edit | Past | CT | Tuesday, December 16, 2014 | 11:00 AM | Tuesday, December 16, 2014 4:00 PM |
| 520 | Edit | Past | CT | Thursday, December 18, 2014 | 12:30 PM | Thursday, December 18, 2014 4:00 PM |
| | | Public Notes: | This is a crew training sail rescheduled from Tuesday 12/16. | | | |
| | | Private Notes: | | | | |
| 521 | Edit | Past | Work Voyage | Sunday, December 28, 2014 | 10:30 AM | Sunday, December 28, 2014 3:00 PM |
| | | Public Notes: | We will re-attach sprit rigging to crane iron, then do a short shakedown voyage. | | | |

**BYLAWS
OF
PEGASUS VOYAGES**

A California Nonprofit Public Benefit Corporation

**ARTICLE 1
OFFICES**

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Alameda County, California.

SECTION 1.2 CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county, and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 1.3 OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 2.1 OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

To enable teenage public school students from the San Francisco and East Bay Areas to gain firsthand experience on a sailing vessel, and to help them tap their creative potential for inspiring their communities to strive for environmental sustainability.

ARTICLE 3 DIRECTORS

SECTION 3.1 NUMBER

The corporation shall have no fewer than two (2) and no more than five (5) directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws, and collectively they shall be known as the Board of Directors. The above numbers may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 3.2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3.3 DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

SECTION 3.4 TERMS OF OFFICE

Each director shall hold office for a period of three (3) years, until the next annual meeting for election of the Board of Directors corresponding to the completion of each director's term, as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 3.5 COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 3.6 of this Article.

SECTION 3.6 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 3.7 PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

SECTION 3.8 REGULAR AND ANNUAL MEETINGS/ELECTION OF DIRECTORS

The regular annual meeting of directors shall be held sometime during the first quarter of each fiscal year. Sufficient and proper notice as to the exact date, time and location of the meeting shall be given to all directors (as mentioned in Section 3.10, below).

At the annual meeting of directors held during the first quarter of each fiscal year, directors shall be elected by the Board of Directors in accordance with this Section. Cumulative voting by directors for the election of directors (which allocates to each voting director as many votes as there are candidates and permits the director to cast these votes for one person) shall not be permitted. The candidates receiving the highest number of votes shall be elected, with each director casting one vote.

SECTION 3.9 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair-person of the Board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 3.10 NOTICE OF MEETINGS

Meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, e-mail or telecopier (fax). If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 3.11 CONTENTS OF NOTICE

Notice of meetings shall specify the place, date and time of the meeting, as well as the general purpose for which the meeting is called.

SECTION 3.12 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 3.13 QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinbefore defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 3.14 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 3.15 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair-person of the Board, or, if no such person has been so designated or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chair-person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such rules as the Board of Directors may from time to time establish or adopt, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 3.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any interested director as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 3.17 VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chair-person of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held

pursuant to notice or waiver of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 3.18 NON-LIABILITY OF DIRECTORS

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

SECTION 3.19 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 3.20 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 4.1 NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chair-person of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chair-person of the Board.

SECTION 4.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4.3 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4.5 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until

such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 4.6 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair-person of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, by these Bylaws, or by resolution of the Board of Directors, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 4.7 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President, if any, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 4.8 DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all

duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.9 DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.10 COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 3.6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 5 COMMITTEES

SECTION 5.1 EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of

its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 5.2 OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

SECTION 5.3 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 6.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 6.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall the Treasurer of the corporation for amounts not exceeding five thousand dollars (\$5,000.00), and must be signed by both the President and the Treasurer for amounts exceeding five thousand dollars.

SECTION 6.3 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 select.

SECTION 6.4 GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 7.1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 7.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 7.3 DIRECTORS' INSPECTION RIGHTS

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

SECTION 7.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 7.5 ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7.6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 7.6 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of either of the two following types of transactions: 1) any *indemnification or advances* as described below, or 2) any transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which any director or officer of the corporation, or its parent or subsidiary, had a direct or indirect material financial interest (a mere common directorship shall not be considered a material financial interest).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of

transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need be provided only with respect to *indemnification or advances* aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8 FISCAL YEAR

SECTION 8.1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 9.1 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 10.1 AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 11.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE 12
MEMBERS

SECTION 12.1 DETERMINATION OF MEMBERS

This corporation shall make no provisions for members, however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the current member of the Board of Directors of PEGASUS VOYAGES, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this corporation.

Dated:

Peter Hayes, Director

Thomas Miller, Director

Lyuba Zarsky, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Dated:

Thomas Miller, Secretary