

## **CALIFORNIA BOATING AND SAFETY OFFICERS ASSOCIATION BY-LAWS**

### **ARTICLE I**

#### **ORGANIZATION:**

The name of the association shall be called the *California Boating and Safety Officers Association/CBSOA*. The Board of Directors, tasked with the governing of this association, are comprised of Directors and Officers (referred to as... the Board... or Board of Directors) with determined responsibilities, designed to facilitate the functions of the CBSOA. It is a non-profit public benefit corporation, formed under the Non-Profit Corporation Laws of the State of California. The association is governed by IRS Code 503(c)(3). Additionally, it is an incorporation of a pre-existing unincorporated association of the same name.

### **ARTICLE II**

#### **OBJECTIVES AND PURPOSE:**

The objectives and purposes of this association shall be as follows:

A) To encourage, endorse, and propose legislation which the membership considers important to the advancement of boating safety.

B) To inform the members through periodic bulletins (Beacon), newsletters, or electronic communications, related functions, and announcements of the association.

C) To encourage standardization and uniformity in the operation and management of boating safety education and enforcement.

D) To provide representation and expertise for the membership in matters related to boating safety and enforcement.

E) To promote activities designed to result in the availability of additional academic and/or vocational training for the benefit of the members.

F) To provide a spirit of cooperation amongst those who have dedicated themselves to boating safety.

G) To provide for the social and recreation needs of the membership and to build and maintain group harmony and strength.

H) To receive, hold, and disburse gifts bequests, devises, and other funds for the purposes of benefiting the association.

I) To own and maintain or to lease suitable real property and buildings and any needed equipment, and any other real or personal property which is deemed necessary to benefit the association.

J) To maintain a code of respectable conduct, in accordance with these by-laws, that does not bring discredit upon the association or any member, always in compliance with any local, state, and federal laws, and maintain a "zero tolerance" to any racial, sexual, religious discrimination of any means deemed inappropriate.

### **ARTICLE III**

#### **MEMBERSHIP GENERAL SECTION 1:**

Membership in this association is extended to all persons, organizations, or agencies that successfully complete and maintain the following criteria.

- 1) File a current application form as provided by the Executive Board of Directors.
- 2) Pay and maintain current dues and/or other assessments as described in this article.
- 3) Meet specific qualifications as set forth by one of the membership classes as described further in this article.
- 4) Be recognized as a life time member and have fulfilled the requirements for the same.
- 5) This section shall not affect the membership standing of all members of this association in good standing as of the date of this incorporation and ratification of these by-laws.
- 6) Elected members may hold dual roles as appointed directors but not two elected positions within the association. Example of this would be a local director can also hold the appointed position of legal director or training director but not another elected position.

#### MEMBERSHIP CLASSES SECTION 2:

Membership shall consist of two classes. The are **voting and non-voting** members.

- 1) The voting association members are called affiliate and life members.
  - a) Affiliate members include members of federal, state, county, and local governmental agencies or entities who are actively engaged in boating safety and/or law enforcement programs. Examples included in this group are sworn boating safety officers, lifeguards, fire fighters, EMT's, and harbor patrol members.
  - b) Life members are anyone who has been an affiliate member in the past and who has been designated as a Life Member in recognition for his/her contribution to this association by the entire Board of Directors at the time of designation.
- 2) The non-voting association members are called associate, sponsoring, advisory, and honorary members.
  - a) Associate members shall consist of federal, state, and local agency persons actively engaged in boating safety programs. Examples included in this group are members of the Department of Boating and Waterways administration staff, Operation of Emergency Services personnel, non-sworn dive team members.
  - b) Sponsoring members are association members who either through their employment or voluntary service demonstrates their interest in boating safety and law enforcement. Examples include private "boat tow" contract service members, private dive instructors, and safety product sponsors.
  - c) Honorary members include anyone who has been designated Honorary membership for his or her contribution to boating safety or law enforcement by the board of directors. Honorary memberships are considered permanent and dues are not required.
  - d) Advisory members include persons elected as advisory members by a majority vote of the Board of Directors. These members, because of their special expertise and position within the community, can assist the Board of Directors in fulfilling its responsibilities. Advisory members can and should attend Board meetings as requested. Advisory members are not required to pay dues and shall serve a term for three years, or additional years subject to Board re-election for any additional three year term. There is no limit to the number of advisory members.

### MEMBERSHIP TERMINATION SECTION 3:

The terminating authority shall be the entire Board of Directors, who carry the burden and may terminate/expel any member with cause and due process upon occurrence of any of the following events:

1) Failure of any member who is required to pay dues for a period of thirty (30) days after the date upon which the dues become delinquent. There are no "pro-rated" dues options available.

2) If it is determined by majority vote of the Board of Directors that a member has failed in a material and serious degree to observe the by-laws or rules and regulations of this association. 3) The member shall be afforded due process in the following manner.

a) Upon such determination, the member must be given at least 10 calendar days prior notice, and reasons for the termination decision via first class mail to their last known address.

b) Be given an opportunity to be heard by the Board of Directors in person, by any electronic means, or by written signed letter mailed first class not less than 10 calendar days before the effective date of the planned expulsion.

1)The Board will consider the subjects input and respond with a follow-up decision as final disposition.

c) Any dues collected for that calendar year will be refunded within 10 calendar days of the expulsion date by check written by the Treasurer. Additionally, any scheduled association event prepayment will also be refunded if prepayment has already been received and deposited. Records of the expulsion will be maintained by the minutes of this association for one full calendar year.

## **ARTICLE IV**

### MEETINGS FOR THE ENTIRE MEMBERSHIP:

#### ANNUAL MEETINGS SECTION 1:

The annual meeting of the members shall be held twice per year at a place and time designated by the Board of Directors provided that the Board notifies membership as provided in Section 4 of this Article. One meeting shall be the three day event and the other shall be the one day event.

#### REGIONAL MEETINGS SECTION 2:

Regional meetings may be held once per year at a place and time designated by the regional Director provided that the regional director notifies the membership within his/her region as provided in Section 4 of this Article.

#### SPECIAL MEETINGS SECTION 3:

A special meeting may be requested by five (5) percent or more of the members. The request for a special meeting must be submitted in writing to the President and appropriate regional Director. The President and regional Director shall notify each other forthwith upon receiving a request for a special meeting.

1) The written request must state the intended subject matter of the meeting and the reason for the urgency. The President and regional Director shall call a special meeting within 10 calendar days of receiving a valid request in accordance with Section 4 of this Article.

#### NOTICE OF MEETINGS SECTION 4:

The general membership shall be notified in writing at least thirty (30) days prior to any meeting. This can be achieved through the Beacon magazine and by any electronic means capable of reaching the membership as a whole, or by first class mail to the last known address of the member as shown on the association roster. Any notice shall contain the date and time of the meeting, the meeting place, and the purpose/agenda of the meeting. Special and regional meetings notice will be sent in the same manner and include the specific required attendees as listed in Section 2 and 3 of this Article.

#### QUORUM SECTION 5:

Those members present at ANY meeting shall require a quorum. This is defined as... a meeting preceded by proper notice and at least a simple majority of intended attendees... accompanied by the required Board member, all in full participation. Calling meetings to order without a quorum simple majority and Board member participation is deemed null and void as to any decisions made for non-compliance of this Section.

#### PARLIAMENTARY PROCEDURE SECTION 6:

Any meetings of members, and meetings of the Board of Directors SHALL be chaired by the President of the association. Regional meetings may be chaired by an appropriate regional Director if the President is unavailable. Except as otherwise provided in these by-laws, Roberts Rules of Order, revised, shall regulate the conduct of all meetings. It is strongly discouraged to interrupt the processes of the furtherance of any meeting by talking out of turn or disrupting any process by any means not on topic.

#### PROXIES SECTION 7:

No member of this association shall be allowed a proxy for the purpose of voting on any issue. This section does not preclude any member from announcing the opinion of another member at any meeting provided that the opinion stated is valid.

### **ARTICLE V**

#### MEETINGS OF BOARD OF DIRECTORS

##### ANNUAL MEETING SECTION 1:

The annual meeting of the Board of Directors shall be held once per year at a place and time designated by the Board of Directors, provided that the Board causes each member to be notified as provided in Section 4 of Article IV of these by-laws. This meeting is usually held at the conclusion of each three day general membership meeting with new Board members in attendance.

##### SPECIAL MEETINGS OF THE BOARD SECTION 2:

Special meetings of the Board of Directors for any purpose may be called at any time by any Board member. The member calling the special meeting shall notify the other Board members by any method which has been previously agreed upon by the Board.

#### QUORUM AT BOARD MEMBER SPECIAL MEETINGS SECTION 3:

All special Board meetings shall have a simple majority of the directors present in person or by electronic media. Issues usually handled by special meetings include but are not limited to preparations of symposiums and training events at general membership meetings.

#### WAIVER OF NOTICE SECTION 4:

Notice of a meeting need not be given to any Director who, either before or after the meeting provides a witness written or verbal waiver notice, a written or verbal consent to the holdings of the minutes of the meeting. The waiver, whether verbal or written, along with the identity of the witness shall be documented in the minutes of this association.

#### ACTIONS WITHOUT MEETING SECTION 5:

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members, individually or collectively consented to that action. Consent to act in cases of an emergency are deemed to be given with the ratification of these by-laws.

#### COMPENSATION AND REIMBURSEMENT SECTION 6:

Directors and members of committees shall not receive compensation for their services as Directors or Committee members, however, they may receive reimbursement of expenses as follows:

- 1) May be reimbursed for reasonable and actual expenses incurred on behalf of the association, as fixed or determined by the Board of Directors.
- 2) Expenses incurred by other members on behalf of the association shall be reimbursed following approval by the Board of Directors.
- 3) Expenses for attending meetings incurred by Officers board members, or other Board members on behalf of the association above the general required dues and attendance fees for training and only after the function is pre-approved by the Board of Directors.
- 4) All travel trips representing the association and event preparations, and meals, along with air, or any vehicle travel expense, or at least one night stay, approved by the Board of Directors.

#### PARLIAMENTARY PROCEDURE SECTION 7:

Meetings of the Board shall be chaired by the President of the association, except as otherwise provided, Roberts Rules of Order, revised, shall govern the conduct of meetings.

### **ARTICLE VI**

#### DESIGNATIONS/RESPONSIBILITIES WITHIN THE BOARD

##### GENERAL POWERS SECTION 1:

A) Subject to California law, and these by-laws, the business and affairs of the association shall be managed and all powers be exercised by or under the direction of the

Board of Directors and the Officers of this association. The Board members are required to be in good standing Affiliate Members. Without prejudice to these general powers, subject to the same limitations, the Directors and Officers shall have been administered the oath of office and all have the power to do the following:

1) Select and remove any Officers, agents, and employees of the association and to prescribe any powers and duties for them that are consistent with law and these by-laws.

2) Borrow monies and incur indebtedness on behalf of the association and cause to be executed and delivered for the association's purposes, in the associations name, promissory notes, bonds, dedentures, deeds of trust, mortgages, pledges, and other evidence of debt and securities, except that none of these shall exceed (\$15,000) fifteen thousand dollars without the majority of the voting membership present at a meeting where this matter is on the agenda.

3) Appoint committees for any purpose and empower those committees as though they are acting as the Board.

#### LOCAL DIRECTORS/NUMBER AND QUALIFICATIONS SECTION 2:

A) The authorized number of Directors shall be two times the number of regions, plus elected positions. Two (2) Directors shall come from each region contained within the State of California. There is also a President, Executive Director, and a Director at Large in this category of membership leaders.

1) Northern Director (2) shall be working within the Northern regions of the state, and carry out the duties of boating safety and/or law enforcement full time or be retired in the same. Each northern Director will be required to submit (1) story (Minimum of 600 words) with at least (2) high grade photos for publication into the Beacon magazine for each issue (4 issues per year). Required to be a communication liaison between northern members and the Board of Directors.

2) Central Director (2) shall be working within the Central regions of the state and carry out the duties of boating safety and/or law enforcement full time or be retired in the same. Each central Director will be required to submit (1) story (Minimum of 600 words) with at least (2) high grade photos for publication into the Beacon magazine for each issue (4 issues per year). Required to be a communication liaison between central region members and the Board of Directors.

3) Southern Director (2) shall be working within the Southern regions of the state and carry out the duties of boating safety and/or law enforcement full time or be retired in the same. Each southern Director will be required to submit (1) story (Minimum of 600 words) with at least (2) high grade photos for publication into the Beacon magazine for each issue (4 issues per year). Required to be a liaison between the southern members and the Board of Directors.

4) The President is considered as the lead Director, who will act as chairperson of the Board, and shall have whatever power is given him/her by the California Nonprofit Corporations Code, the general membership, these by-laws, and the Board of Directors.

5) One Director shall be the Executive Director. He/she shall work closely with the President as a consultant and have the responsibility to maintain sponsors and fund raising efforts for the association and Beacon magazine. The Executive Director also may direct political efforts in coordination with the President and Board of Directors. The Executive Director may

facilitate property arrangements for training symposiums venues, and facilitate communication with the Secretary and Treasurer. The Executive Director may also be assigned additional tasks by the President of Board of Directors.

6) Director-at-Large shall be responsible for the tasks assigned by the Board of Directors and assistance with association training and publication of the newsletter magazine "*The Beacon*. May also be tasked with assistance of electronic publication web-site and/or social media coordination.

### OFFICERS SELECTION/NUMBERS AND QUALIFICATIONS SECTION 3:

The qualifications for Officers within the association must meet the following qualifications. They must be a member in good standing and have held an office of one of the local Director positions for one full term (1 full year). Officers cannot hold two positions such as a Legal Director or Training Director at the same time. Given the workload required of the Officer positions, it is determined that dual roles for Officers are not to be in the best interest of the association.

A) The Officers of this association shall be the President (Main Director and Officer lead), Vice President, Secretary, Treasurer, Immediate Past President.

B) The President is a dual lead member of the Directors and Officers and is the chief Executive Officer of the association. He/she shall have the responsibility of supervision over the Officers and Directors elected or appointed, unless the Board relieves him/her of that duty. The President shall preside over all meetings of the Board of Directors and meetings of the members. The President also has supervisory power over all committees and shall be responsible for directing the maintenance of the minutes reports, and actions of the association. The President shall also be responsible for the training and symposiums are provided to the membership, and assign tasks to all the directors to ensure quality and consistency in training opportunities.

C) Vice-President is responsible in the absence or disability of the President, and shall perform the duties of the President until such time as the President is able to return, is rehabilitated, or until such time a successor is voted into replacement. The Vice-President has the same authority as the president when acting in the President's capacity. The Vice-President is also given the responsibility for Editor of the Beacon magazine.

D) Secretary shall keep or cause to be kept a book of minutes of all meetings and action of the Board of Directors, committees and members. The Secretary shall also keep current contact data base and assigned agency of each member. The Secretary shall cause to be given notice to all members of any correspondence and notices as required by these association by-laws.

E) The Treasurer shall keep or cause to be kept adequate and correct books and accounts of the business transactions of the association, including but not limited to accounts of its assets, taxes, liabilities, receipts, disbursements, gains and losses, retain earnings, and report those accounting figures to the membership and Board of Directors on timely request.

1) The Treasurer must also deposit monies and other association valuables in the name and into the credit of the association with such depositories as may be directed by the Board of Directors. Disburse funds of the association as may be ordered by the Board, maintain the mailbox for the association, and report back to individual members as needed.

2) The Treasurer shall provide an annual report to the membership at the annual three (3) day training meeting.

F) Immediate Past President shall act as an advisor to the President and other Officers of the association. The Immediate Past President has a vote on the Board and has the responsibility to count and authenticate the membership or Board of Director's vote.

#### TERM OF OFFICER FOR FOR DIRECTORS AND OFFICERS SECTION 4:

Directors and Officers shall take oath of office upon the adjournment of the annual meeting at which they were duly elected. However, if an annual meeting is not held, or the directors are not elected at the annual meeting, the existing board may remain in office (i.e. COVID pandemic restriction). The new Board may be elected at any special meeting designated for that purpose as an alternative election.

A) When elected, each Director shall fill their vacancy and serve the entire term until the term has ended or has been replaced by the Board. The term of each office of this organization is one year, and the holder of an office may be elected to additional terms.

#### RESIGNATION OF OFFICERS OR DIRECTORS SECTION 5:

Except as provided below, any Director or Officer may resign by giving written notice to the President, or to the Secretary of this association. The resignation shall be effective when the notice is given unless it specifies a particular date for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect or appoint a new Director to finish the term which was vacated by the resignation. Except upon notice to the California Attorney General, no Director may resign if a Corporation would be left without a duly elected or appointed Director.

#### REMOVAL/VACANCIES OF DIRECTORS OR OFFICERS SECTION 6:

Any Director may be removed, with cause, by a vote of the majority of the Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided written notice of that meeting and the removal questions are given to all Directors and Officers 10 days in advance of such a meeting.

A) Any Director who does not attend three successive Board meetings without excuse may be removed by the Board or by Board resolution at a regular or special meeting by vote of a majority of the Directors present intended for that purpose.

B) A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- 1) Death, resignation, or removal of any Director for any reason.
- 2) The declaration by Board resolution of a vacancy of the office of the Director,
- 3) Two thirds vote of the general membership to remove a Director.

C) Any vacancy of the Board of Directors shall be filled by the election of a new Director from and by the vacancy's constituency, or by the Board of Directors forthwith.

#### NOMINATIONS OF DIRECTORS AND OFFICERS SECTION 7:



Nominations for directorship may be submitted at the annual members meeting. Nominations can only be accepted by any any voting member present of a nominee present. The nominee must orally or in writing accept a nomination at the same meeting.

A) Persons nominating can only nominate one candidate for each position.

B) Persons nominating must be working or living within the came geographical region of the nominee and the nominee can only accept a nomination for themselves if nominated from their eligible region.

#### ELECTIONS OF DIRECTORS AND OFFICERS SECTION 8:

The Secretary and/or an appointed Sergeant-at-Arms shall cause the distribution of the ballots for the election of the perpective Board members to the voting members at the annual meeting.

A) The ballots shall contain the names of the eligible nominees and the positions to which nominated. The Secretary shall also cause the collection of all valid ballots and be responsible for the account of the valid ballots.

B) The Secretary and the Immediate Past President, and/or an appointed Sergeant-at-Arms or another member deisnated by the current President in the absense of the Secretary or Immediate Past President shall count the ballots.

C) Candidates receiving the highest number of votes for the vacancies that exist shall be elected to fill the vacancies.

### **ARTICLE VII**

#### COMMITTEES SECTION 1

The Board of Directors may by resolution adopted by a majority vote designate one or more committee to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution, shall have a specified purpose and shall have the authority designated by the Board, except that no committee may:

A) Take any final action on matters that require members approval.

B) Fill any vacancies on the Board of Directors or any committee or appoint any other committees or members of the same.

C) Amend or repeal by-laws, rules, or regulations.

D) Fix compensation of committee members or Directors.

#### MEETINGS AND ACTIONS OF COMMITTEES SECTION 2:

Meetings of committees shall be governed and taken in accordance with the provisions of Article V of these by-laws, with such changes in the context as are necessary to substitute the committee and its members for the Board and its members.

A) Special meetings may be called by the Board of Directors for committees. The Board may adopt rules for the government of any committee not consistent with the provisions of these by-laws. Examples of special committees are the scholarship fund committee.

### **ARTICLE VIII**

#### RATIFICATION AND AMENDMENTS

##### RATIFICATION SECION 1:

These by-laws and all amendments and parts thereof, shall be deemed ratified and shall become effective upon approval by a majority vote of the voting members of the CBSOA at the annual meeting by ballot.

**AMENDMENT BY MEMBERSHIP SECTION 2:**

Once ratified, these by-laws may only be amended by a majority vote of the voting members at a special meeting called for that purpose. Such amendments may be brought before the membership by recommendation of the Board of Directors, by a majority vote at an annual meeting.

**ARTICLE IX**

**IDEMNIFICATION OF DIRECTORS AND OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the fullest extent permitted by law, the corporation and association shall indemnify its Directors, Officers, employees, and all other persons described in Corporations Code Section 5238 (a) including persons formerly occupying any such positions, against all expenses, judgments, fines, fees, settlements, and any other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person or was a person described in that section. "Expenses," as used in this by-laws, shall have the same meaning as in that section of the Corporations code as well.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification.

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

The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by an Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

**ARTICLE X**

**INSPECTION RIGHTS**

Any member of the association may inspect and copy, or obtain from the Secretary, on 10 days notice, or demand on the association, a list of names and addresses of the members who are entitled to vote as the most recent record date for which a list has been compiled. The list shall

be made available to any such member by the Secretary on or before the 10th day after notice or demand has been received.

Any inspection and copying under this section may be made in person, or by an agent of the member and the right of inspection includes the right to make copies and extracts.

#### CERTIFICATE OF SECRETARY

I CERIFY THAT I AM THE DULY ELECTED AND ACTING SECRETARY OF THE CALIFORNIA BOATING AND SAFETY OFFICERS ASSOCIATION (CBSOA), A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION AND THESE BY-LAWS, ARE THE BY-LAWS OF THE CBSOA, AS ADOPTED BY THE BOARD AND MEMBERSHIP ON WEDNESDAY, MARCH 22nd, 2023.

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Braden Todaro