

# BYLAWS OF WRIGHTSVILLE BEACH OUTRIGGER CANOE CLUB

## **ARTICLE I: NAME**

The name of the organization shall be Wrightsville Beach Outrigger Canoe Club (WBOCC or Club).

## **ARTICLE II: ORGANIZATION**

- A. WBOCC is recognized by the United States Internal Revenue Service (IRS) as tax exempt under the Internal Revenue Code (IRC) Section 501 (c) (3); classified as a public charity under the IRC Section 509 (a) (2). Donors can deduct contributions made to WBOCC under IRC Section 170.
- B. WBOCC is incorporated under the nonprofit corporation provisions of the State of North Carolina, Department of the Secretary of State.
- C. This corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3).
- D. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- E. No substantial part of the activities of this corporation shall consist of attempting to influence legislation, and the organization shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- F. Notwithstanding any other provisions of these Bylaws, the corporation shall not, except to an insubstantial degree, carry on any other activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on an other activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501 (c) (3), or by a corporation contributions to which are deductible under IRC section 179 (c) (2).

## **ARTICLE III. REGISTERED AGENT AND REGISTERED OFFICE**

- A. The registered agent is David James.
- B. The registered and principal office for the transactions and affairs of the corporation is located at 124 Edgewater Lane, Wilmington, NC 28403, United States.

#### ARTICLE IV: PURPOSE

- A. WBOCC's purpose, in accordance with IRC Section 501 (c) (3), is the fostering of national and international amateur sports competition, specifically outrigger canoe racing. In furtherance of the purpose, WBOCC will:
1. Develop and implement safety, education and instructional programs designed to introduce, inform, and train athletes of all skill levels in all aspects of outrigger canoe paddling
  2. Develop and promote athletic competition at all levels, within the club, and in cooperation with other organizations
  3. Maintain and perpetuate Hawaiian culture through the promotion of Hawaiian outrigger canoe paddling traditions
  4. Support our community, and foster environmental stewardship through the preservation, protection and responsible use of our waterways and natural environments.

#### ARTICLE V: NON-DISCRIMINATION

- A. There shall be no discrimination within the Club based on race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or disability. All Club actions and decisions shall also be administered without regard to race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or disability.
- B. This definition shall apply to the selection of race crews, membership, and the Board of Directors and its duly authorized committees.

#### ARTICLE VI: DEFINITIONS

- B. **Member(s) in Good Standing:** Club member who has paid all required dues and fees or entered into a payment plan; submitted a current Release of Liability Waiver; and has discharged any and all other required obligations to WBOCC for the current term of membership.
- C. **Voting Member:** A Member in Good Standing that has attained the age of 18 years as of the date of any WBOCC election.
- D. **Majority:** Unless otherwise specified, a simple majority of Voting Members.
- E. **Membership Year:** Club membership runs from the first of April in a given Calendar Year to the end of March in the following year.
- F. **Fiscal Year:** Calendar Year.
- G. **Seasons:** Classified as 'Paddling Season' and 'Off Season'. Paddling Season is defined as officially beginning in April through the end of October of each calendar year. Off Season is defined as a time of reduced paddling activity.

## **ARTICLE VII: MEMBERSHIP**

- A. Wrightsville Beach Outrigger Canoe Club shall be a membership organization, with individuals comprising the primary base of members served. As such, only Members in Good Standing are accorded membership rights and privileges.
- B. Any person interested in advancing the purposes of WBOCC may become a member. Membership is nondiscriminatory pursuant to Article V.
- C. Guests may join two club practices or open paddles in a calendar year at no cost; guests are required to submit a Release of Liability Waiver for the current year prior to paddling.
- D. Only Members in Good Standing can reserve a canoe or a seat for a scheduled paddle.
- E. Only Members in Good Standing can participate on WBOCC race teams/compete on a WBOCC crew. Should a guest or potential new member want to race with WBOCC an email proposal for an exception must be made to the Board for approval.
- F. Dues and Fees:
  - 1. The dues schedule for the current season should be published and club members should be notified by email not less than 30 days prior to the due date.
  - 2. Dues are to be paid by April first, or initial payment on a payment plan made.
  - 3. Payment plans, as negotiated with the Treasurer, are to be paid in full no later than August 31.
  - 4. Dues paid after April 30 will be assessed a \$50 late fee, with the exception of those on a payment plan.
  - 5. If a renewing member fails to make full payment of annual dues and fees, or an initial payment on a payment plan, by June first, they shall be suspended from participation in Club practices, races, activities, and meetings until such payment is made.
  - 6. Dues for new members shall become payable upon admittance and may be prorated at the discretion of the Board of Directors if joining after the beginning of the season.
  - 7. The Board of Directors shall have discretion to establish from time to time other such dues assessments and structure, including but not limited to the following:
    - a. Full-Time students and active military personnel receive a discount of \$50 (not applicable to retired military).
    - b. Waiver or discount of dues for Coaching Staff
    - c. Founding Members Reggie Barnes and Jarrod Covington will have dues waived.
  - 8. There shall be no refund of dues or fees for any reason whatsoever.
- G. Annual Meeting:
  - 1. There shall be an Annual Meeting of WBOCC membership called by the President.
  - 2. Notice of the Annual Club meeting shall be published to the membership 30 days prior to the meeting.

## **ARTICLE VIII: BOARD OF DIRECTORS**

- A. A member of the WBOCC board shall be a current member in good standing of WBOCC in the year elected and serving.
- B. The Board will include a President, Vice-President, Treasurer, Secretary, and Administrative Coordinator (Administrator). A member may hold an office and be a head coach otherwise an officer may not hold two board positions.
- C. The officers have fiduciary responsibility to the members of the club for the efficient administration and operation of WBOCC.
- D. Officers will be elected by a simple majority of the voting members.

- E. Elected officers will be confirmed at the Annual WBOCC holiday party and the membership noticed by email.
- F. Directors shall serve a term of one year.
- G. There is no limit to consecutive terms that a Board Member may serve.
- H. The Term of Office will run along with the calendar year, January 1-December 31.
- I. Termination refers to resignation, replacement by election, or removal by majority vote. Upon termination of office, and no later than the next scheduled Board meeting, each Officer shall relinquish to the Organization any books, records, reports or other properties that came into the officer's possession during their term of office.
- J. If an Officer of the Board resigns before their term ends or is unable to complete their term of office, the President, with concurrence of a majority of the Board, may replace that Officer with a candidate selected from the club membership for the remainder of the term until the next election.

**ARTICLE IX. INDEMNIFICATION.** Subject to any applicable statute, any Board Member shall: be indemnified and held harmless by the WBOCC to the fullest extent of the law. This includes, but is not limited to, a party to any action, suit, or proceeding by reason of the fact of being or was a member of the Board. The Board shall provide reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with such action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by WBOCC of any judgment or other final determination, if the acts were committed in bad faith or were the result of active or deliberate fraud, dishonesty, or clear and gross negligence.

**ARTICLE X: DUTIES OF THE BOARD OF DIRECTORS**

- A. The Board has three primary legal duties: 1) Duty of Care: Ensure prudent use of all assets; 2) Duty of Loyalty: Ensure activities and transactions are, first and foremost, advancing the WBOCC mission; recognize and disclose conflicts of interest; and 3) Duty of Obedience: Ensure that the WBOCC obeys applicable laws and regulation, follows its own bylaws, and adheres to stated purpose.
- B. The President shall, in general, supervise and call all meetings of the members, act and speak on behalf of WBOCC, and be responsible for general administration.
- C. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all powers of the President and shall perform such other duties as from time to time be assigned by the President.
- D. The Treasurer shall have charge and custody of and be responsible for all funds and securities of WBOCC; receive and give receipt for money due and payable to WBOCC from any source whatsoever, and deposit all such money in the name of WBOCC from any source whatsoever. The Treasurer is responsible for and/or has oversight responsibility for developing the annual budget; filing the annual IRS Form 990-N (e-Postcard); preparation of financial report and budgetary reports; and reconciliation of the cash account(s) and membership accounts. Budgetary position should be reported at each meeting of the Board. Financial Statements should be prepared and presented to the Board as of June 30<sup>th</sup> and Year End. In addition, the Treasurer shall secure property insurance to cover the OC6 canoes, secure liability insurance for the club and board members; and file and follow up on the claim in the event of a loss.

- E. The Secretary shall be custodian of all legal and official documents, records and reports, including the WBOCC By-Laws and Handbook. The Secretary shall report on race results and all committees of WBOCC to the membership. The Secretary shall keep the minutes of the meetings of the officers and make the approved minutes available to the membership at large.
- F. The Administrator shall maintain membership records, including executed waivers and payments received for dues and fees, and distribute parking passes. The Administrator may support the Novice Coaches and race coordinator with obtaining waivers and forms as necessary.
- G. The Board may appoint committees as needed. Members of the Board may serve as ex-officio leaders of each committee. A Board member can serve on multiple committees. Committee members need not be members of the Board. These committees shall report directly to the Board of Directors, and their authority and duties shall be defined by the Board of Directors.

**ARTICLE XI. COACHING STAFF**

The duties of the coaches are defined as the following:

- A. Check canoes for safe operation.
- B. Cancellation of practice for unsafe weather conditions.
- C. Practice planning, involving the tailoring of practices to meet the needs of the team.
- D. Assist with the breakdown, rigging, and transportation of canoes.
- E. Share aloha while teaching Hawaiian culture through paddling and respect for the canoes, the water, and each other.
- F. Instill safety practices.
- G. Share paddling techniques with all paddlers, through instruction of proper technique while providing constructive feedback and evaluation.
- H. Remain nondiscriminatory when selecting all crews, practice and otherwise, pursuant to Article V.
- I. Refrain from incurring any financial indebtedness to the Club without prior approval by the Board.

**ARTICLE XII: FINANCES**

- A. Annual Budget
  - 1. The Board will submit a draft Annual Budget to the general membership via email prior to the Annual Meeting near the beginning of each fiscal year.
  - 2. Budgeted expenses must provide for procurement, maintenance and upkeep of outrigger canoes and equipment, as well as fixed and variable costs, including but not limited to: Asset Maintenance Expense; Capital Fund; Rental Expense; Property, General Liability, and Directors & Officers Insurance; ECORA dues; and Property Taxes.
- B. Payments and Commitments
  - 1. Payment of approved expenses, within budgetary limitations, does not require additional approval.
  - 2. Unbudgeted expenditures or commitments must be approved by a simple majority vote of the full Board.

**ARTICLE XIII: CONDUCT AND DISCIPLINE**

All members of WBOCC shall conduct themselves in a manner consistent with the principles of good sportsmanship. Any member engaged in conduct detrimental to WBOCC, especially during club-sponsored activities, will be subject to disciplinary action by the Board.

**ARTICLE XIV: EMERGENCY PREPAREDNESS**

The Board shall determine emergency preparedness required for upcoming inclement weather including, but not limited to King Tides, Hurricanes and Tropical Storms. The Board may cancel practices or events and decide to secure or relocate the club property, primarily the outrigger canoes. The Board may then make a statement to the club regarding the emergency preparedness actions and ask for assistance from all members.

**ARTICLE XV: AMENDMENT TO BYLAWS**

- A. These bylaws may be altered, amended, added, or repealed by an affirmative vote of a majority of all Board Members.
- B. Notice to the Board Members of such a meeting shall be given and shall state that the purpose of the meeting is to consider the adoption, amendment, or repeal of the Bylaws.
- C. Notice of the Board Meeting to consider the adoption, amendment or repeal of the Bylaws shall be given to each member of the Club. Such notice shall be given at least two weeks before the day set to meet, with publication by member email as it appears on the records of the Club.

These Bylaws are accepted and approved by the signed Board Members as listed below on this day: ~~January~~ 11 2025.


*February*

  
\_\_\_\_\_  
Amanda Browne, President

  
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Mike MacNair, Vice President

  
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Dawn Littero, Treasurer

  
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Michael Yankus, Secretary

  
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Rosanne Hetem, Administrator