

Courage Article I: Organization

The name of this organization shall be the California Boating Safety Officers Association. It is a Non-Profit Public-Benefit Corporation, formed under the Non-profit Corporation Laws of the State of California. It is an incorporation of a pre-existing unincorporated association of the same name.

Article II: Objectives and Purpose

The objectives of the association shall be:

- A) To actively represent its members, both individually and collectively, in matters relating to the service of the boating public.
- B) To promote the professional welfare of all members.
- C) To foster a positive influence in the boating community.
- D) To provide a forum for the exchange of ideas and expertise related to all public safety aspects of boating.
- E) To bring together members for social fellowship, and all other public and private forums on a political but non-partisan basis.
- F) To encourage, endorse, and promote legislation which the membership considers important to the advancement of boating safety.
- G) To inform members through periodical bulletins newsletters, or electronic media.
- H) To encourage standardization and uniformity in the operation and management of boating safety education and enforcement.
- I) To receive, hold, and disperse gifts, bequests, devises, and other funds for the social and recreational needs of the membership and to build and maintain harmony and strength.
- J) To own and maintain, to lease or rent suitable real property and buildings and equipment, and any other personal property which is deemed necessary.
- K) To promote those activities designed to result in the availability of additional academic and/or vocational training for the benefit of the members.

Article III: Administration

The Board of Directors, herein referred to as the Board, shall be the governing body of the association, and shall consist of all the elected members of the association. The Board may employ such administrative, technical, and professional persons as required to meet the needs of the association.

Article IV: Board of Directors

- A) Powers of the Directors

- 1) Subject to California law and these by-laws, the business and affairs of the association shall be managed and all powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, subject to the same limitation, the directors shall have the power to:
 - a) Select and remove any officers, agents, and employees of the association and prescribe any powers and duties for them that are consistent with law and these by-laws
 - b) Borrow money and incur indebtedness on behalf of the association and cause to be executed and delivered for the association's purpose in the association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidence of debt and securities, except that none of these shall exceed five-thousand dollars (\$5,000) without approval of a majority of the voting membership present at a meeting where this matter is on the agenda.
 - c) Appoint committees for any purpose and empower those committees as though they are acting as the Board.
- B) Number and Qualification of Directors
 - 1) The authorized number of directors shall be two (2) times the number of regions. Two (2) directors shall come from within each region contained in this association. Currently, there are three regions, which are North, Central, and South.
 - 2) Geographical boundaries of specific regions are determined annually, based on regional director elections and their respective areas of responsibility. Flexible boundaries are determined at the annual directors meeting or during special meeting of the board for that purpose.
 - 3) There shall also be one (1) elected director-at-large.
 - 4) There shall be (1) training director, and (1) legislative representative director, whom are appointed by the board and not elected positions.
 - 5) One director shall be the association president, who has been duly elected by the membership. Notwithstanding his other powers as a board member, the president shall act as a chairman of the board and shall have whatever power is given by the California Nonprofit Code, the general membership, the by-laws, and the board of directors.
- C) Responsibilities of Directors
 - 1) Northern Directors (2)
 - a) Shall be a member in good standing and shall be deemed within the region that he/she carries out the duties of boating safety and/or law enforcement as assigned by his/her agency or organization. Retired previous sworn public safety members are allowed to hold this position. Non-sworn volunteers are not authorized to hold this position.
 - b) Shall coordinate dates and planning with other regional directors for the annual one (1) day training symposium. May act as the regional association contact for the annual three (3) day training symposium.
 - 2) Central Directors (2)
 - a) Shall be a member in good standing and shall be deemed within the region that he/she carries out the duties of boating safety and/or law enforcement as assigned by his/her

agency or organization. Retired previous sworn public safety members are allowed to hold this position. Non-sworn volunteers are not authorized to hold this position.

- b) Shall coordinate dates and planning with other regional directors for the annual one (1) day training symposium. May act as the regional association contact for the annual three (3) day training symposium.
- 3) Southern Directors (2)
 - a) Shall be a member in good standing and shall be deemed within the region that he/she carries out the duties of boating safety and/or law enforcement as assigned by his/her agency or organization. Retired previous sworn public safety members are allowed to hold this position. Non-sworn volunteers are not authorized to hold this position.
 - b) Shall coordinate dates and planning with other regional directors for the annual one (1) day training symposium. May act as the regional association contact for the annual three (3) day training symposium.
- 4) Director-at-Large
 - a) Shall be responsible for tasks assigned by the board of directors, assistance with association training, and assist with gathering relevant association training and publication materials for the association newsletter/magazine, **The Beacon**.
 - b) May be tasked with assistance of electronic publications and/or social media, and holder of the association website.
- D) Term of Office of Directors
 - 1) Directors shall take office upon the adjournment of the annual three-day meeting at which they were duly elected. However, if any annual meeting is not held or the directors are not elected at the annual three-day training, they may be elected at any special meeting held for that purpose.
 - 2) Each director, including a director elected or appointed to fill a vacancy, or a director elected at a special meeting, shall hold office until expiration of the term for which elected or appointed and/or until a successor has been elected or appointed.
 - 3) The term for each office of this organization is one year, and the holder of an office may be elected to additional terms.
- E) Resignation of Directors
 - 1) Except as provided below (Section F, G), any director may resign by giving written notice to the president or to the secretary of the corporation. The resignation shall remain effective on the date the notice is given, unless the notice specifies a later time for the resignation to become effective.
 - a) If a director resignation is effective at a future date, the board may elect a successor to take that office for the remainder of that term, as of the date when the resignation becomes effective.
 - 2) Except upon notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director.
- F) Removal of Directors
 - 1) Any director may be removed, with cause, by the vote of the majority of the directors of the entire board at a special meeting called for that purpose, or at a regular meeting provided

written notice of that meeting and the removal questions and cause statement of facts are given to all the directors.

- a) Notice, questions, and causal statement must be submitted to all directors seven days in advance of the meeting.
- 2) Any director, who does not attend three successive board meeting without excuse may be removed from the board by board resolution at a regular or special meeting by the majority of the directors present, without such special written notice unless:
 - a) The director requests a leave of absence for a limited period of time and the request is approved by the directors at a regular or special meeting.
 - i) No more than six (6) months allowed for leave of absence.
 - ii) The number of board of directors is reduced by one in determining whether a quorum is or is not present.
 - iii) If the request for leave of absence is related to injury, illness, or disability that prevents attendance to meetings, the board by resolution may waive the procedures of this section or portion of this section, and document the decision in the meeting minutes.
 - 3) Any director may be removed by 2/3 majority vote of the membership with cause.
- G) Director Vacancies
 - 1) A vacancy in the board shall be deemed to exist on the occurrence of any of the following:
 - a) Death of a board member.
 - b) Resignation of a board member.
 - c) Removal of any director by any means of these by-laws.
 - d) Resolution of a vacancy.
 - 2) Any vacancy of any board of directors shall be filled as soon as practical by the election of a new director from and by the vacancy's constituency, or by the board of directors.
 - 3) Any vacancy can be temporarily filled by other board members, who will be appointed during a special board of directors meeting, in the event that the vacancy may cause a detriment to the overall function and financial stability of the association. The special meeting may take place through electronic media and presided by the president or vice president of the association.
 - a) The temporary assignment may continue until the next scheduled membership vote, wherein the vacancy will be filled.
- H) Election of Directors
 - 1) The current secretary of the association and a neutral observing member of the association shall cause the distribution of ballots for the election of directors to voting members at the annual three-day meeting. Two-person integrity must be maintained of uncounted ballots.
 - a) The ballot shall contain the names of the nominees and the position to which nominated.
 - b) The secretary and volunteer neutral observing member shall cause the collection of all valid ballots, maintain confidentiality, and be responsible for the accounting of all valid ballots until counted and winners are announced.

- c) The secretary, appointed Sergeant-at-Arms, and one general member of the association appointed by the president shall tally the ballots and maintain confidentiality until winners are announced.
- d) Once the general membership is assembled, the candidates receiving the highest number of votes for the vacancies that exist shall be elected to fill said vacancies.
- e) Every director of this association shall be administered an oath of office which states in part that he/she will faithfully serve the California Boating and Safety Officers Association and that he/she will obey and enforce the applicable provisions of the Nonprofit Corporations Code, the by-laws, rules, and regulations of this association.
- f) Newly elected members of the board shall attend the new board of directors meeting after the annual three-day meeting is adjourned.
- g) For a person to become a director in the association, he/she must meet the following qualifications.
 - i) Must have been a member of the association in good standing for one (1) year prior to the date of election.
 - ii) Must have been duly elected to the position by the membership as provided in these by-laws, or duly appointed to the position by the board.

Article V: Officers

- A) Number of Officers
 - 1) The officers of this association shall be: President, Vice-President, Secretary, Treasurer, and Executive Officer.
 - 2) The board of directors may appoint or authorize other officers to appoint other officers that the business of the association may require, each of whom shall have the title, hold the office for the term, have the authority, and perform the duties specified by the board.
- B) Election of Officers
 - 1) The officers of this association shall be elected by the member in the same manner as described for the election of directors in Article IV (H) of these by-laws, concerning the term in office, vacancies, nominations, and elections of officers, with such changes in the context as are necessary to substitute the officers for the board of directors.
- C) Removal of Officers
 - 1) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with cause, by the board of directors at any annual or special meeting if said officer was appointed by the board.
 - 2) Removal of an officer who was duly elected shall be the right of the constituency of said officer.
 - 3) The officers of this association can be removed for the same reasons and in the same manner as described in Article IV (F).
 - 4) If the president is removed from service with this association, it shall be the responsibility of the vice-president to immediately assume the role of the president. This vacancy is handled

in the same manner as Article IV (G), until such time an election can be held and the entire membership elects a replacement.

D) Responsibilities of Officers

1) Every Officer of this association shall be administered an oath of office which states in part, that he/she will faithfully serve the California Boating and Safety Officers Association and that he/she will obey and enforce the applicable provisions of the California Nonprofit Corporations Code, and the by-laws, rules and regulations of this association.

2) Aside from whatever duties as may be given them, the officers of the association shall include but not limited to the duties and responsibilities as follows:

a) President

- i) The president is a member of the board of directors and the chief executive officer of the association. He/she shall have the responsibility of supervision over the other officers elected or appointed, unless the board of directors relieves him/her of that responsibility.
- ii) The president shall preside over all meetings of the board and meetings of the members.
- iii) The president shall have supervisory power over all committees and shall be responsible for the committee reports and their actions.
- iv) The president shall be responsible to ensure that all training and annual training symposiums are provided to the membership, and assign tasks to the directors to ensure quality and consistency in training opportunities.

b) Vice-President

- i) In the absence or disability of the president, the vice president shall perform all the duties of the president until such time as the president returns, is rehabilitated, or until such time as a successor is elected to fill the vacancy left by the president, and when so, acting, shall have the same powers of the presidency.
- ii) Maintain and periodically review the by-laws for accuracy.
- iii) Primary editor of the **Beacon** Magazine.

c) Secretary

- i) Keep or cause to be kept, a book of the minutes of all meetings and actions of the board of directors, committees, and members.
- ii) Give, or cause to be given, notice to all members of all meetings, election results, and other such notices as required by these by-laws and the board of directors.
- iii) Serve as a chair of any Membership Committee to ensure all membership related notices, correspondence is disseminated to all members of the membership and/or board of directors.
- iv) Maintain accurate and complete member contact information and maintain that data in an electronic data base, so accurate dissemination of association newsletters and any announcements can be sent out to current members.

Provide member contact information to the treasurer to enable the accountability of any collection of dues or other monies.

v) Maintain the mailing address and dissemination of the association mail.

d) Treasurer

i) Keep, or cause to be kept, adequate and correct balanced books and accounts of the properties and business transactions of the association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, retained earnings, taxes, filing taxes, accounts received, accounts payable, bank accounts, and any other matters customarily included in financial statements.

ii) Maintain a two-person integrity off all association financial accounts payable and accounts receivable transactions through electronic banking means.

iii) Deposit monies and other association valuables in the name and into the credit of the association with such depositories as may be designated by the board of directors.

iv) Disburse the funds of the association as may be ordered by the board in timely manner as to prevent late fees.

v) Render to the board or the president, whenever they request it, an account of all of his/her transactions as the chief financial officer of the association.

vi) Maintain authority and control of which board member has signing authority representing the association.

vii) Provide a minimum of an annual report to the membership as to the health of the association finance investments and/or account balances.

viii) Make available the book of accounts and shall keep them open for review to any director at reasonable times.

e) Executive Officer

i) Shall work closely with the president and vice president as a consultant and have the responsibility to supervise the maintenance of sponsors and fund raising efforts for the association.

ii) Direct political efforts in coordination with the president, vice president, and board of directors.

iii) Facilitate property arrangements for training symposium venues.

iv) Coordinate sponsor communication and arrangements with the association secretary and treasurer.

v) Any other tasks as assigned by the president.

E) Qualifications of Officers

a) For a member to become an officer in the association, he/she must meet the following qualifications:

i) Must have been a member of the association in good standing for one (1) year prior to the date of election.

ii) Must have been duly elected to the position by the membership as provided by these by-laws or duly appointed to the position by the board of directors.

- iii) Must have served in a position of a director for at least one year prior to the election as an officer.

Article VI: Membership/Members

A) Qualifications

- 1) Membership in this association is extended to all persons, organizations, or agencies that successfully complete the following criteria:
 - a) File an application form as provided by the board of directors.
 - b) Pay dues and/or assessments as described in this Article.
 - c) Meet the specific qualifications as set forth by one of the membership classes as described further in this Article.
 - d) This section does not affect the membership standing of all members of this association as of the date of its incorporation.

B) Membership Classes

- 1) Membership shall consist of two classes (voting and non-voting).
 - a) The voting membership shall include direct and life members.
 - i) Direct members consist of federal, state, county, local government agencies or entities who are actively engaged in, or have a primary duty in, boating safety, boating safety education, public safety diving, and/or boating law enforcement programs.
 - ii) Life members are those who have first been a direct member and later designated as a life member for contribution to this association by the board of directors.
 - iii) Officers or members of the board of directors of this association are limited to direct or lifetime members only.
 - b) The non-voting membership consists of sponsoring, associate, and honorary members.
 - i) Sponsoring member is anyone who either through their employment or through voluntary service demonstrates interest and/or provides goods and services to boating safety or to law enforcement.
 - ii) An associate member consists of federal, state, county, or local governmental agencies who support boating safety but who are not actively engaged in it or for whom it is not a primary duty.
 - iii) Honorary members are anyone who has been designated an honorary member for their contribution to boating safety or law enforcement by the board of directors.

C) Advisory Members (*Special Class Membership*)

- 1) Persons may be elected as advisory members by a majority vote of the board at any regular meeting. Persons elected as advisory members shall be those who:
 - a) Because of their special expertise or position in the community, advisory members can assist the board to fulfill its responsibilities. Advisory members can serve without paying

dues for a two-year term and be re-elected for an indefinite number of two-year terms.
There is no limit on the number of advisory members.

D) Dues and Assessments

- 1) Each member in good standing must pay dues to the association, on the conditions set by the board of directors. The annual dues and/or special assessments in amounts to be adjusted or fixed from time to time by the board of directors and approved by a simple majority of the voting membership present at any annual meeting or special meeting called for that purpose.
- 2) Dues are annually assessed to direct and sponsoring members.
 - a) Honorary members are not assessed dues.
 - b) Lifetime members may be assessed a onetime fee as determined by the board of directors at the time of each designation.
- 3) Annual dues are payable to the association on the first day of each January and shall be considered delinquent upon the adjournment of the three-day symposium.
- 4) All dues are payable in cash, check, money order, or any approved electronic means approved by the board, and shall be paid to the designated association officer in a manner directed by the board of directors.
- 5) Any member terminating from this association shall not be liable for dues owing and shall not receive a refund for dues paid regardless of the date of termination.
- 6) Any other refund must be approved by the treasurer of this association and handled on a case-by-case basis. Any resolution regarding dispute or appeal for the refusal of a refund is directed to the president or vice president in the absence of the president for final decision.

E) Termination of Membership

- 1) The terminating authority shall be the board of directors, who may terminate any membership upon occurrence of any of the following events:
 - a) The failure for a member to pay dues for a period of thirty (30) days after the date upon which the due become delinquent.
 - b) The determination of the board that a member has failed in a material and serious degree to observe the by-laws or rules and regulations of this association.
 - c) Upon such determination of delinquency, the members must be given a 15-day notice, and the reason/s therefore
 - d) The member will be provided an opportunity to appeal and be heard by the board, orally or in writing, or by any authorized electronic media not less than five (5) days before the effective date of the expulsion.

F) Member Regions

- 1) For the purpose of convenience, the membership of this association shall be divided into member regions led by an elected regional director.
 - a) The state of California shall be divided into geographical regions which are termed Northern Region, Central Region, and Southern Region. The boundaries of those member regions shall coincide with the boundaries of the California counties which border within that region.
 - b) A region may consist of more than one county, and if so, the county borderline which co-exists and is adjacent to another region shall be the regional boundary.

- c) Geographical regional boundaries are determined annually, based on regional director elections and their respective areas of responsibility. These flexible boundaries are determined at the annual directors meeting or during special meeting of the board for that purpose
- 2) Regional members
 - a) An association member shall be deemed within the region that he/she carries out their respective duties of boating safety, or their primary home office as assigned by his/her agency or organization.
- 3) Each region has the right to hold regional meetings under the guidance of the regional's respective director and conduct whatever business is deemed necessary as said meetings, as approved by the board of directors (refer to Article IV).

Article VII: Meetings / Parliamentary Authorities for Members

- A) Annual Meetings of members
 - 1) The annual meeting of the members shall be held shall be held at least once per year at a place and time designated by the board of directors that the board notifies the membership as provided in this article. This meeting requirement will be held in conjunction of the three-day annual training symposium and the one-day symposium.
 - 2) Regional meetings of members
 - a) May be held once a year at a place and time designated by any regional director, provided that the regional director notifies the membership within his/her region as provided in this article.
 - b) Notice of regional meetings must be made to the president within thirty (30) days or reasonable time and the president or his/her designee may attend.
 - c) Minutes of the meeting must be maintained and submitted to the secretary of this association.
 - 3) Special meetings of members
 - a) A special meeting may be requested by five (5) percent or more of the members.
 - b) The request for a special meeting must be in writing top the president, vice president and/or regional director.
 - c) The regional director and president shall notify each person upon receiving a request for a special meeting and the related urgency.
 - d) The president, vice president, and/or regional director, within ten (10) days after receiving such request, shall call a special meeting provided that the notice is given as provided in this article.
 - 4) Notice of Members Meetings
 - a) The general membership shall be notified in writing at least thirty (30) days prior to a meeting. This notice shall be posted on the association website, in the newsletter, the Beacon, by electronic means, and/or mailed first-class pre=paid to the most recent address of the member as shown on the association roster.

- b) The general membership meeting place, and purpose or agenda of the meeting, will be made available and produced by the secretary of this association.
 - c) Those members present at any meeting shall constitute a quorum that the meeting was preceded by proper notice and at least a simple majority of the board of directors present.
 - d) Minutes will be generated or cause to be generated by the association secretary.
- B) Parliamentary Authority of the Members Meetings
- 1) Meetings of members and meetings shall be chaired by the president of the association.
 - 2) Regional meetings may be chaired by the appropriate regional director if the president is unavailable.
 - 3) Except as otherwise provided in these by-laws, Roberts Rules of Order, revised, shall regulate the conduct of the meetings.
- C) Voting by members
- 1) Any voting member in good standing and in attendance at any members meeting may vote.
 - 2) Voting may be by voice or by ballot, except for elections for offices or the board of directors.
 - 3) When there are multiple candidates for any officer or board of director positions, voting shall be done by ballot.
 - 4) Voting for the officers or board of directors shall take place at the annual three-day training symposium.
 - 5) Nominations can be made to the designated Sergeant-at-Arms prior to the call of the vote or from the floor before the vote is called.
 - 6) The affirmative or negative vote of the majority of the members present at any meeting shall be deemed the act of the members, unless the vote is, in fact, to amend the by-laws, remove a director or officer, in which case, the vote must be held by a two-thirds (2/3) majority of those members present at a meeting called for that purpose.
 - 7) Balloted voting shall be made available upon request.
- D) Proxies by members
- 1) No member of this association shall be allowed a proxy for the purpose of voting on any issue. This Article does not preclude any member from announcing the opinion of another member at any meeting provided that the opinion stated is valid.

Article VIII: Meetings / Parliamentary Authority for Board of Directors

- A) Annual Meetings of the Board
- 1) The annual meeting of the board shall be held at least once per year at a time and place designated by the board of directors, provided that the board causes each member of the board to be notified as previously agreed upon by the board.
- B) Special meetings of the board.
- 1) Special meetings of the board 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.
- C) Parliamentary procedure

- 1) Meetings of the board shall be chaired by the president of this association, except as otherwise provided by these by-laws. The Roberts Rules of Order shall govern the conduct of all meetings of the board.
- D) Quorum
 - 1) All board meetings shall have more than fifty-percent (50%) of the directors present in person, by telephonic communication, or any electronic media, to fulfill a quorum for the transaction of business.
 - 2) Any board meeting may be held by such telephonic communication, or electronic media, so long as the media used allows for the complete audio reception transmission and allows for the clear means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the board.
- E) Waiver of notice
 - 1) Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting.
 - 2) The waiver or consent need not specify the purpose of the meeting.
 - 3) All such waivers, consents, and approvals shall be filed with the minutes of the meetings.
 - 4) Notice of a meeting need not be given to any director who attends the meeting and who before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- F) Action without meeting
 - 1) Any action required or permitted to be taken by the board may be taken without a meeting if all members, individually or collectively consent in writing to that action.
 - 2) Such action shall have the full force and effect as a unanimous vote of the board.
 - 3) In an emergency, a unanimous telephonic or electronic consent will satisfy this requirement.
- G) All meeting minutes shall be taken and recorded by the secretary or the secretary shall cause to be taken for the association and/or board records.

Article IX: Committees

- A) Committees of members
 - 1) The board of directors may, by resolution, adopt by a majority vote of directors-present, designate one or more committees to serve at the pleasure of the board.
 - 2) Any committee, to the extent provided in the resolution and authority designated by the board, shall have all the authority. The exception is that no committee may:
 - a) Take final action on matters that require member approval.
 - b) Fill any vacancies of the board of directors or any committee.
 - c) Appoint any other committee or members of the same.
 - d) Amend or repeal by-laws, rules, or regulations.
 - e) Amend or repeal any resolution of the board.
 - f) Fix compensation of committee members or directors.
- B) Meetings and actions of committees

- 1) Meetings of committees shall be governed by and taken in accordance with all provisions of these by-laws, which such changes in the context as are necessary to substitute the committee and its members for the board and its members.
- 2) Special meetings may be called by the board of directors for committees.
- 3) The board may adopt rules for the governance of any committee not inconsistent with the provisions of these by-laws.
- 4) All committee meeting minutes will be documented by a member of the committee, member determined by the committee, and a final draft copy submitted to the secretary of this association for record and filing.

Article X: Compensation and Reimbursement

- A) 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) Directors and members of committees of the board may be reimbursed for reasonable and/or actual expenses incurred on behalf of the association, as fixed or determined and approved by the entire board of directors.
 - 2) Expenses incurred by other members on behalf of the association shall be reimbursed following the approval and to what extent approved by the board of directors.
 - 3) Expenses for attending meetings incurred by officers, board members, or other members on behalf of the association may be reimbursed after the function is pre-approved by the board of directors.
 - 4) All trips involving air travel or at least one overnight stay must be approved in advance by the board of directors in order to be reimbursed.
 - 5) All other requests for reimbursement may be reimbursed, considered for approval on a case-by-case basis, on functions recognized by the board on behalf of the association.

Article XI: Records and Reports

- A) Inspection Rights
 - 1) Any member of the association may inspect and copy, or obtain from the secretary on fifteen (15) day notice, or demand on the association, a list of names and addresses of the names and addresses of the members who are entitled to vote as of the most recent record date for which a list has been compiled.
 - a) The list shall be made available to any such member by the secretary on or before the fifteenth (15th) day after notice or demand is received.
 - 2) Any inspection and copying under this article may be made in person or by an agent of the member and the right of inspection includes the right to make copies.
- B) Inspection of records by directors.
 - 1) Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and physical properties of the association.
 - 2) This inspection may be made in person or by a board approved agent.

- 3) The right of inspection included the right to make copies of any documents.
- C) Maintenance and inspection of other records
 - 1) The association by-laws, accounting books, and minutes of proceedings shall be kept at such places designated by the board of directors.
 - a) In the absence of such designation, at the principal office of the association.
 - b) Electronic data may be used to provide record keeping and shall be maintained and updated as necessary to appropriate current electronic technology.
- D) Annual report to members
 - 1) An annual report will be distributed to all members of this association upon the majority vote of the members. Members may be briefed to all members at the annual three-day training symposium by the secretary of this association.

Article XII: Indemnification of Directors, Officers, Employees, and Other Agents

- A) To the full-extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other agents and/or persons described in Corporations Code Section 5238(a).
- B) This indemnification is provided for all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," including and not limited to court sanctions and attorney's fees, also including any action by or in the right of the corporation.
 - 2) The fact that the person is a person described in that section of these by-laws, "expenses" as used in this by-law shall have the same meaning as in that section of the Corporations Code.
 - 1) This indemnification includes persons formerly occupying any such position.
- C) On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the board shall promptly decide under Corporations Code Section 5238(e), whether the applicable standard of conduct set forth in Corporations Code 5238(b) or Section 5238(c) has been met.
 - 1) If so, the board shall authorize indemnification.
- D) 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 any proceeding covered by the above mentioned Corporate Code sections shall be advanced by the corporation, without delay, and before final disposition of the proceeding.
 - 1) On receipt by the corporation of any undertaking by or on behalf of that person, that the advance will be repaid, unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.
- E) The corporation shall have the right , and shall use its best efforts, to purchase insurance of behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by an officer, director, employee, and other agents, to cover any liability asserted against of incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, during or after, membership of service in this association.

Article XIII: Awards/Recognition

- A) New association member recognition.
 - 1) All new members shall be posted and recognized in the *Beacon* magazine proceeding the annual three-day training symposium.
- B) New association officers, directors, and elected positions
 - 1) All newly elected members of this association shall be posted and recognized in the *Beacon* magazine proceeding the annual three-day training symposium.
 - 2) A letter will be sent to each agency, announcing each newly elected member of this association, on letter-head.
 - a) Each letter shall indicate the duties of each elected position, how the member was elected, who elected the member, and request for assistance from each agency leader to allow the newly elected member the opportunity to fulfill their duties with this association.
- C) The *Beacon* magazine will recognize all approved authors of periodic articles submitted for publication. The vice-president/ editor of the *Beacon* magazine, will maintain all submitted articles in an electronic file, and made available for the publisher to present to the president in final draft for publication issues for the entire membership.
- D) Historical *Beacon* files.
 - 1) Each electronic *Beacon* file will be held for a period of one (1) year from the date of each *Beacon* publication.
- E) “Broken Prop” Award / Established in 1971
 - 1) The “Broken Prop” Award is an annual award used to dedicate an association owned trophy to the recipient winner at the annual three-day training symposium awards dinner.
 - a) The award is solely intended to develop “esprit de corps” amongst the entire association membership.
 - b) At no time is this award intended to point out mistakes, make fun of, or determine accident fault in regards to any submission.
 - c) It is the recipient’s responsibility to take reasonable care to prevent damage to the association trophy and/or property.
- F) “Wes Dodd” Dedication to Boating Safety Officer of the Year
 - 1) This annual award is given to any boating safety officer of the association.
 - 2) The award recognizes tremendous dedication, and commitment to boating community and this association above and beyond the call of duty.
 - 3) Any member of this association may nominate any boating safety officer for this award to the board. All nominations shall be submitted in writing, and supplemented as needed prior to the three-day annual symposium.
 - 4) The board will collect all eligible nominations and a board majority vote will determine the winner. A member of the Wes Dodd family is invited to participate in the presentation of this award. The board vote is final.
- G) Boating Safety Officer of the Year

- 1) This annual award is given to any member of this association, who was involved in an extremely dangerous boating incident. The actions of this recipient must have risked injury and/or peril and responded above and beyond the call of duty to incident end.
- 2) Any member of this association may nominate any boating safety officer for this award to the board. All nominations shall be submitted in writing, and supplemented as needed prior to the three-day training symposium and presented in person at the annual awards ceremony. The award may be presented posthumously to next-of-kin.
- 3) The board will collect all nominations and by a board majority vote will determine the winner. The board vote is final.
- 4) Any traditional trophy may be realigned, reconditioned, consolidated, or replaced at the needs of the association with a majority board vote.

Article XIV: Ratification and Amendments

A) Ratification

- 1) These by-laws and all amendments and parts thereof, shall be deemed ratified and shall become effective immediately upon approval by the majority of the members of this association.

B) Amendment/s by membership

- 1) Once ratified, these by-laws may only be amended by a two-thirds (2/3) majority of the voting members present at the time of the annual meeting or by two-thirds (2/3) majority of the voting members at a special meeting of members called to consider the amendment/s.
- 2) Such amendment may be brought before the membership.
 - a) Recommendation of the board of directors by a majority vote at an annual meeting.
 - b) Or by a majority vote at a special meeting called to consider the amendment.

C) Certificate by Secretary

- 1) The following certificate and oath of the secretary for certification is as follows
 - a) "I certify that I am the duly elected and acting secretary of California Boating and Safety Officers Association, a California nonprofit public benefit corporation, and these by-laws, consisting of the enclosed 16 pages, are the by-laws of California Boating Safety Officers Association, as adopted by its Board of Directors on (date)."