

BYLAWS

**EAST COAST SURFING HALL OF FAME
BYLAWS**

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BYLAWS
OF
EAST COAST SURFING HALL OF FAME

ARTICLE I: NAME

The name of this non-profit organization shall be known as EAST COAST SURFING HALL OF FAME, herein after referred to as the "Organization."

ARTICLE II: MISSION

The mission of the Organization is to honor and memorialize the pioneers, legends, champions and individuals who, through their passion and dedication, have made outstanding and significant contributions to the development and recognition of Surfing on the East Coast of the USA.

ARTICLE III: LEGAL STATUS

The Organization is exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). The Organization is qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. The Organization is further classified as a public charity described in IRC Sections 509(a)(1) and 170(b)(1)(A)(vi). The Organization shall file Form 990-N (or its equivalent) annually to maintain its tax-exempt status.

ARTICLE IV: LOCATION

The principal office of the Organization shall be located at a place determined by the Board of Directors and may change from time to time. The office shall be for the purpose of conducting, transacting, and maintaining the corporation's business operations as a nonprofit organization. The Organization may also have other business locations where the Board of Directors determines to be in the best interests of the Organization.

ARTICLE V: POWERS

Subject to the provisions of the Internal Revenue Service Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved, 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.

ARTICLE VI: MEMBERS

The Organization may have members as determined by a majority vote of the Board of Directors.

ARTICLE VII: GOVERNANCE

SECTION 1: Board of Directors

7.1.1 Duties

All business operations and transactions of the Organization shall be guided, directed and monitored by the Board of Directors for the purpose of meeting the Organization's mission and goals.

In addition, 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 and/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, employees, and agents of the corporation;
- (c) Supervise all officers, employees, or agents of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as indicated by these Bylaws;
- (e) Register their current updated contact information including mailing address, phone number, fax number, email address with the secretary of the corporation so that notices of meetings mailed, emailed, faxed or left in a phone message to them at least one of these current contact points shall be valid notices thereof.

7.1.2 Number of Board Members

The Board of Directors shall have a minimum of two (2) members, who will serve as officers of the corporation - President and Treasurer. The Treasurer may not serve as the President. Directors and/or officers may be added to the board as the Board of Directors at the time determines necessary to best meet the mission and goals of the corporation including the appointment and hiring of an executive director or chief operating officer. The Board of Directors shall have up to 9 members as a maximum serving on the board at any one time.

7.1.3 Term

Board members shall be appointed for five (5) year terms. Each Director may hold office for a maximum of three (3), five (5) year terms, consecutive or not consecutive, irrespective of position(s) held. From time to time the board may review this policy on term limits and, by resolution of a majority of board members at the time, make adjustments that best serve the needs of the Organization.

7.1.4 Candidates for the Board

Potential candidates for director positions may be nominated by current board members, may apply directly by mail or email to the board, or may be referred by community members, business leaders, or organization supporters. To ensure a fair and balanced interview, candidates will be interviewed by a minimum of three (3) board members using a specific set of interview questions pertaining to experience, interests, skill sets, and volunteer availability. Recommendations for board positions shall be brought before the board at the next official meeting and must be approved by a majority vote.

7.1.5 Appointment of Board Members

The appointment of board members is a crucial process that ensures effective governance and adherence to the organization's mission and legal requirements. Board members are to be selected who have diverse expertise and a commitment to the organization's goals. The board in place on the effective date of these bylaws shall all be considered to be starting their first term. Their first term will expire five years later. Existing board members may be voted to a second and third term by existing board members, excluding themselves, when their term expires. New board members may be added at any time up to the maximum allowed under these bylaws and are to be elected by the current board based on being nominated by at least one currently serving board member and voted upon by more than 50% of the currently serving board members present at the meeting at the time of the vote.

7.1.6 Attendance of Board Members

These establish the minimum attendance requirements for board members to ensure effective participation and governance. Each board member is required to attend at least two-thirds of the board meeting per calendar year. A board member is considered present if they attend the meeting in person or participate via teleconference or other approved electronic means. Any absence not classified as excused is considered an unexcused absence. Absences may be excused for reasons including, but not limited to, illness, emergency, or other significant personal matters.

Board members must notify the board chair or designated officer at least 24 hours prior to the meeting if they will be absent and wish to request an excused absence. The board chair or designated officer has the authority to approve or deny requests for excused absences.

Members who fail to meet the minimum attendance requirement will be notified in writing by the board chair or designated officer/. The board will review attendance records and, if necessary address non-compliance. Consequences for failing to meet the attendance requirement may include a formal warning, required attendance improvement plan, or, in severe cases, removal from the board.

7.1.7 Compensation

All directors shall serve without compensation unless it is determined by the full board that reasonable advancement or reimbursement of expenses incurred is in the performance of their regular duties as specified in these Bylaws. 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 these Bylaws and the Conflict of Interest Policy. The Board of Directors may by resolution compensate an executive director or chief operating officer, who is also serving as a board member, should one be appointed.

7.1.8 Resignation of Board Members

Any member of the Board of Directors may resign from their position at any time by providing written notice of resignation to the President, or if the President is resigning, to the Treasurer.

The resignation shall be effective on the date specified in the notice of resignation, or if no date is specified, on the date the notice is received by the President (or Treasurer). Upon receipt of a resignation notice, the President (or Treasurer) shall acknowledge receipt of the notice and confirm the date of resignation.

7.1.9 Vacancies

Vacancies on the Board of Directors shall exist upon the death, resignation, or removal of any director, and whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the board may be filled by majority approval of the board or by the majority written consent or electronic mail consent of the directors then in office. A person elected to fill a vacancy shall hold office until the next election of the Board of Directors or until her or his death, resignation, or removal from office. Any director can be removed from office without cause by a two-thirds majority vote of the board.

7.1.10 Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors.

The President shall, subject to the control of the Board of Directors:

Supervise and oversee the affairs of the corporation and the activities of the officers; 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;

Preside over, prepare the agenda for, and participate in all meetings of the Board of Directors, having voting power of equal value of other board officers and members, and encourage fruitful and productive discourse and action as approved by the Board of Directors on all issues related to the purpose, mission and goals of the East Coast Surfing Hall of Fame;

Serve as a member of the Executive Committee, having voting power of equal value of other board officers and 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.

Certify and keep at the principal office of the corporation, and any such other place as the board may determine, the original or a copy of these Bylaws, including any future amended Bylaws, if so occurs;

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

Attend all Board of Director meetings and take minutes including but not limited to noting date and time of meeting, meeting location, names of those in attendance; whether a quorum has been met; notes of all agenda items and discussion key points; action items, member votes, motions carried or denied; notation of guest speakers if any, along with notes of speaker's key points; collection of any hard copy handouts board members or guest speakers provide to supplement their discussion points for record keeping and further discussion; and meeting duration and adjournment.

Prepare concise written copy of meeting minutes, submit to President and/or executive director for review, and upon approval, distribute minutes to all members of the board.

Keep at the principal office of the corporation and at such other place as the board may determine, an electronic book of agendas and minutes of all meetings of the Board of Directors, and, if applicable, Executive Committee meetings, Committee meetings of directors and members, recording as well 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;

Keep at the principal office of the corporation and at such other place as the board may determine, a membership book containing the name and all current contact information including address, email, fax, phone number, cell phone number of each and every member, and, in the case where any membership has terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased;

Prepare, or cause to be prepared, and certify, or cause to be certified, all documents to be included in any required reports, including the annual report per terms of any and all legal and contractual agreements;

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

7.1.12. Duties of the Treasurer

The Treasurer shall, subject to the control of the Board of Directors:

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;

Shall receive, and give receipt for monies due and payable to the corporation from any source whatsoever, and keep record of such actions for appropriate accounts, ledgers, and financial statements;

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers and maintaining written accounting records for all such disbursements;

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions;

Prepare an oral and supporting written financial report for each Board Meeting, Executive Committee meeting, and other committee meetings as requested, that includes correct, up-to-date accounts of the corporation's business transactions;

Render to the President and Board of Directors, whenever requested, an account of any or all of her or his 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, including all documents for tax preparation to meet fiscal year reporting requirements;

Exhibit at all reasonable times and upon written request the books of account and financial records to any officer or director of the corporation, or to his or her agent or attorney upon written request;

Serve as a member of the Executive Committee, having voting power of equal value of other board officers and members;

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 her or him from time to time by the Board of Directors.

SECTION 2: Committees

7.2.1 Executive Committee

The Board of Directors may establish an Executive Committee. The Executive Committee is comprised of the officers of the Board of Directors. The Executive Committee is authorized to take action by a majority vote on behalf of the Board of Directors, including but not limited to: matters of urgency, confidentiality, legality, conflicts of interest, business operations, financial budgeting and obligations, director relations and responsibilities, personnel and contracts. To avoid conflict of interest, the executive director or chief operating officer nor any other hired staff shall not participate in Executive Committee meetings (or Board of Director meetings) where their compensation or contract is determined.

The Executive Committee may invite the executive director or chief operating officer, if any, or any other board member to participate in a non-voting capacity in an Executive Committee meeting in order to provide information or clarify issues for the Executive Committee.

The Executive Committee may meet monthly but no less than quarterly including the annual meeting at a regular time and day to be determined by the Board of Directors. Executive Committee meetings may be part of the Organization's Regular Meetings or may be separate meetings. Minutes of all Executive Committee meetings will be filed with the corporate records and made available to all board members upon request. The Board of Directors shall be updated of any Executive Committee actions at the subsequent director's meeting.

7.2.2 Special Committees

The Board of Directors at any time may authorize a special committee to be formed to further the mission and goals and business transactions of the corporation. Special committees should contain at least 1 board member and may include non-members of the board, e.g., members of the public and community, business or corporate world, Hall of Fame Inductees or others. Records of committee action shall be recorded by a designated committee member and reported as updates at the next regular board meeting and shall be in compliance with these Bylaws. The President or any other officer may attend any special committee meeting at any time and shall be noticed by the same means as committee members of meeting dates and agendas. A Committee Chairperson(s) shall be appointed by the Board of Directors and be responsible for coordinating the work of the committee.

7.2.3 Advisory Council

The Organization may have an Advisory Council to be designated by resolution of the Board of Directors. The Advisory Council shall act in an advisory capacity only to the board and shall be clearly titled as "Advisory Council." The Advisory Council may consist of persons who are not also members of the board and be presided over by one member of the Board of Directors. The Advisory Council shall consist of any number of individuals as determined by the Board of Directors and must have expertise or experience relevant to the mission and activities of the Organization. Members may include the Organization's Inductees, surf industry professionals, historians, business and community leaders, and others deemed important to the mission of the Organization by the Board of Directors. The Advisory Council may provide valuable advice on industry trends, business performance, and corporate matters. At the discretion of the President, Advisory Council members may attend board or committee meetings to offer high-quality advice and focused input to help the Board make effective strategic decisions. They may offer advice on new business opportunities, provide networking opportunities, mentor board and committee members, and may serve on the Organization's committees. An Advisory Council member may not serve as a Board of Director concurrently.

ARTICLE VIII: MEETINGS

SECTION 1: Meetings of the Board of Directors

8.1.1 Place of Meetings

Meetings shall be held at the principal office of the Organization unless otherwise provided by the board or at such place which has been designated as a branch or satellite office or, from time to time, at a location mutually agreed upon by the Board of Directors.

In the absence of such designation, any meeting not held at the principal office of the Organization or in the regular meeting location 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 conducted by electronic video screen communication, or other communication equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communication equipment, including conference telephone, constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Organization; and,
- c) The corporation adopts and implements some means of verifying that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

8.1.2 Regular Meetings

Regular meetings of the Board of Directors shall be held monthly but no less than quarterly including the annual meeting at a regular time and day to be determined by the Board of Directors. Should the meeting date fall on a holiday, the Board of Directors shall determine prior to the scheduled meeting the replacement meeting date. The board shall review and determine whether meeting frequency, day and times best serve the needs of the Organization and may make modifications in frequency, day and time of meetings to better meet the needs of the Organization as deemed necessary.

8.1.3 Annual Meetings

The Board of Directors shall hold an annual meeting each year for the Organization to review, discuss and evaluate the business activities and operations of the past year and to move forward the agenda for the new year as determined by the board. The meeting shall be held at the principal office of the Organization or at such other time and place as the Board of Directors may from time to time designate. The President shall preside over the annual board meeting.

The agenda for the meeting shall include, but not be limited to, annual reports from the Treasurer, annual reports from the Secretary, and annual reports from the President. The Board of Directors shall also review, discuss, and recommend for approval of the new year's annual goals and objectives. The Board of Directors shall also elect officers of the Organization and/or renew current officers' appointments, recommend or elect candidates to fill vacancies on the Board of Directors, create new officers, special committees, appoint committee members, and recommend new members to serve on committees.

8.1.4 Special Meetings

Special meetings of the Board of Directors may be called by the President, or by resolution of the board, by any other officer, and such meetings shall be held at the place designated by the President or the authorized officer, and in the absence of such designation, at the principal office of the Organization.

8.1.5 Notice of Meetings

Regular meeting of the board may be held without notice since the regular schedule of meetings will be slated and agreed to at the onset of each calendar or fiscal year. The board is to be given at least 3 days notice for a change in the schedule of a regular meeting. Special meetings of the board shall be held upon at least 48 hours notice delivered personally by telephone or email with confirmation of receipt from every board member. Each director shall be responsible for providing correct and updated contact information.

8.1.6 Quorum for Meetings

A quorum shall consist of a majority of the number of directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, no business shall be voted upon by the board at any meeting at which a quorum is not present. However, a majority of the directors present at such meeting may adjourn until the time fixed for the next regular meeting of the board.

8.1.7 Majority Vote for Board Action

Every act or decision done or made by a simple majority vote of the Board of 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 Organization require a different percentage or different voting rules for approval of a matter by the board.

8.1.8 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the board, or in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

The Treasurer shall act as Treasurer of all meetings. In their absence the presiding officer may designate another person to give a Treasurer's report provided the information is made available.

Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not consistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Organization, or with provision of law.

8.1.9 Action by Simple Majority 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 a simple majority of members of the board shall individually or collectively consent in writing or by email to such action. 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 majority 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 simple majority written consent of the Board of Directors without a meeting and that the bylaws of this Organization authorize the directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 2: Committee Meetings

8.2.1 Committee Chairpersons shall convene meetings of their respective committees as needed to fulfill their duties and advance the Organization's mission and goals.

8.2.2 Committee Chairpersons shall provide notice of committee meetings to all committee members at least seven (7) days prior to the date of the meeting along with an agenda.

8.2.3. Committee Chairpersons shall select a location, date and time of meetings that are convenient for the majority of Committee members. Committee meetings may be held in person, on video conference, and on phone conference.

SECTION 3: Meetings, Actions, Records and Reports of Committees

Meetings and actions 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. Rules and regulations pertaining to the conduct of meetings of committees shall be in conformance with those of regular Board of Director's meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Minutes shall be taken of each meeting and a report be given back to the Board of Directors at the next scheduled board meeting.

ARTICLE IX: NONLIABILITY, INDEMNIFICATION, AND INSURANCE FOR DIRECTORS, OFFICERS, ADVISORY COUNCIL, EMPLOYEES OR OTHER AGENTS

9.1. Nonliability of Directors

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

9.2 Indemnification of the Board of Directors, Officers, Advisory Council, Employees or Other Agents

To the extent that a person who is, or was, a director, officer, advisory council member, 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 reasonable 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 reasonable incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by law.

9.3 Insurance for Directors, Officers, Advisory Council, Employees or Other 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, advisory council, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing 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.

ARTICLE X: CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS

10.1 Contracts

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.

10.2 Loans

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

10.3 Borrowing

No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution and a majority vote of the Board of Directors.

10.4 Checks and Notes

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be dually signed by the Treasurer and the President of the corporation, except when the amount is \$5,000.000 or less, which then may be signed by only the Treasurer or President. Should one of the above mentioned signatories not be available due to illness, out of town, or other responsibilities, another member of the Executive Committee may co-sign in order to move forward with corporation business matters. The board may, by resolution, delegate an employee or other agent acting in the board's interest as a signature should there be one. All financial transactions must be reported in writing or by electronic mail to the Treasurer on a monthly basis.

10.5 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.

10.6 Gifts

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

ARTICLE XI: CONFLICT OF INTEREST

The Board of Directors shall adopt a resolution authorizing a Conflict of Interest Policy that provides guidelines for the board and each director of the board related to issues that may be perceived as conflicts of interest. Each board member, officer, advisory council member, executive director or chief operating officer, if any, or staff member and all those subsequently serving on the Board of Directors, shall acknowledge and record receipt and understanding of this policy as well as conformance to such policy as a condition of serving on the board or serving the Organization.

ARTICLE XII: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with the Organization, or any private individual, shall receive at any time any of the net earnings or 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, and of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XIII: CORPORATE RECORDS, REPORTS, AND SEAL

13.1 Maintenance of Corporate Records

The corporation shall keep at its principal office:

(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 (email or physical) 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, Bylaws as amended to date, IRS tax exempt rulings, State tax-exempt rulings, if any, which shall be open to inspection by the directors and members, if any, of the corporation at all reasonable times during office hours.

13.2 Right to Inspect Records

Each director shall have the right at any reasonable time and upon written request, to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's duties as a Director, provided that such director shall not have the right to inspect those books, records, or documents made privileged or confidential by law. The Director may send or be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws. No director shall be allowed access to records of names, addresses, telephone numbers, email addresses or fax numbers for personal use or solicitation for causes unrelated to the operation of the Organization.

13.3 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.

ARTICLE XIV: AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, by a two-thirds majority vote of the Board of Directors, provided that notice of the proposed amendment(s) has been submitted in writing at the previous regular or special meeting or submitted in writing to the directors at least thirty (30) days prior to the next regular or special meeting of the Board of Directors.

ARTICLE XV: DISSOLUTION

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one

or more organizations which have qualified for nonprofit tax exempt status under either Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code currently in force.

ARTICLE XVI: BYLAWS CERTIFICATION

As President of the East Coast Surfing Hall of Fame, I hereby certify that these Bylaws have been adopted by a majority vote of the Board of Directors of the East Coast Surfing Hall of Fame.

[President's Signature] Date

[Treasurer's Signature] Date