EAST COAST SURFING HALL OF FAME

BYLAWS

Originally Adopted August 29, 2024

Revised August 5, 2026

EAST COAST SURFING HALL OF FAME

Governance Philosophy

The East Coast Surfing Hall of Fame was established to preserve, honor, and celebrate the history, heritage, pioneers, champions, and enduring spirit of East Coast surfing. The Organization recognizes that fulfilling this mission requires thoughtful stewardship, sound governance, financial responsibility, ethical leadership, and a continuing commitment to public trust.

These Bylaws are intended to provide a practical framework for the governance of the Organization while preserving the flexibility necessary for a volunteer-driven nonprofit corporation. They are designed to promote continuity of leadership, transparency in decision-making, accountability to the Organization's mission, responsible financial oversight, and effective succession planning.

The Board of Directors serves as the steward of the Organization's mission, assets, reputation, and long-term success. Directors and Officers are expected to exercise independent judgment, act in good faith, avoid conflicts of interest, and always place the interests of the Organization above individual interests.

The Organization values collaboration, mutual respect, diversity of experience, and thoughtful discussion. Decisions should be guided by what best advances the mission of the East Coast Surfing Hall of Fame while preserving its integrity and reputation for future generations.

These Bylaws should be interpreted in a manner that supports responsible governance, encourages volunteer leadership, promotes continuity, and protects the Organization's charitable purpose.

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ARTICLE I – NAME

The name of this nonprofit corporation shall be **East Coast Surfing Hall of Fame** ("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 United States.

ARTICLE III – LEGAL STATUS

The Organization is organized and operated exclusively for charitable and educational purposes and is recognized as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

The Organization shall maintain its tax-exempt status and shall comply with all applicable federal and state laws governing nonprofit corporations.

ARTICLE IV – LOCATION

The principal office of the Organization shall be located at such place as the Board of Directors may designate from time to time.

The Organization may establish additional offices as determined by the Board of Directors to best serve its mission.

ARTICLE V – POWERS

Subject to the Articles of Incorporation, these Bylaws, and applicable law, all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Board may exercise all powers necessary and appropriate to carry out the charitable purposes of the Organization.

ARTICLE VI – MEMBERS

The Organization may have members if authorized by resolution of the Board of Directors. Unless otherwise established by the Board, the Organization shall operate without voting members.

ARTICLE VII – GOVERNANCE

Section 7.1 – Board of Directors

7.1.1 Authority

The affairs of the Organization shall be managed by or under the direction of the Board of Directors ("Board"). The Board is responsible for establishing policy, providing strategic direction, safeguarding the Organization's assets, ensuring compliance with applicable law, and advancing the mission of the Organization.

The Board shall exercise all powers granted by the Articles of Incorporation, these Bylaws, and applicable law.

7.1.2 Composition

The Board shall consist of not fewer than two (2) Directors and not more than nine (9) Directors.

The Board may increase or decrease the number of Directors within these limits by resolution.

7.1.3 Qualifications

Directors shall demonstrate a commitment to the mission of the Organization and possess the integrity, judgment, experience, and willingness to actively participate in the governance of the Organization.

The Board should seek Directors with diverse backgrounds, professional experience, community involvement, and skills that strengthen the Organization.

7.1.4 Terms of Office

Each Director shall serve a four (4) year term.

There shall be no limit on the number of terms a Director may serve, provided the Director continues to satisfy the qualifications established by the Board and is reelected in accordance with these Bylaws.

To promote continuity of leadership, Director terms should be staggered whenever practical so that approximately one-half of the Board positions expire every two years.

7.1.5 Election of Directors

Candidates for Director may be nominated by any current Director.

The Board may also consider qualified individuals recommended by members of the surfing community, Organization supporters, or other interested persons.

Election of Directors shall require the affirmative vote of a majority of the Directors then serving.

7.1.6 Vacancies

A vacancy shall occur upon the death, resignation, removal, or disqualification of a Director, or whenever the authorized number of Directors is increased.

The Board may fill any vacancy by majority vote.

A Director elected to fill a vacancy shall serve for the remainder of the unexpired term.

7.1.7 Resignation

A Director may resign at any time by submitting written notice to the President or Secretary.

Unless otherwise specified, the resignation shall become effective upon receipt.

7.1.8 Removal

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Directors then serving whenever the Board determines such action to be in the best interests of the Organization.

7.1.9 Attendance

Directors are expected to attend and actively participate in Board meetings.

The Board may establish attendance expectations by policy and may consider repeated unexcused absences when evaluating continued Board service.

7.1.10 Compensation

Directors shall serve without compensation.

Nothing in these Bylaws shall prohibit reimbursement of reasonable expenses incurred while conducting authorized Organization business, provided such reimbursement is approved in accordance with Board policy.

Section 7.2 – Duties of Officers

7.2.1 President

The President shall:

1. Serve as the chief elected volunteer leader of the Organization.
2. Preside at all meetings of the Board of Directors and the Executive Committee, if established.
3. Provide leadership in carrying out the mission, goals, and strategic direction of the Organization.
4. Establish meeting agendas in consultation with the Secretary and other Officers.
5. Recommend the appointment of committee chairs and committee members, subject to Board approval where required.
6. Serve as the principal spokesperson for the Organization unless another representative is designated by the Board.
7. Execute contracts, agreements, and other documents when authorized by the Board.
8. Ensure that actions approved by the Board are implemented.
9. Keep the Board informed of significant matters affecting the Organization.
10. Perform such other duties as may be assigned by the Board of Directors.

7.2.2 Vice President

The Vice President shall:

1. Assist the President in carrying out the duties of the office.
2. Perform the duties of the President during the President's absence, incapacity, resignation, or removal.
3. Coordinate Board-approved projects and initiatives as assigned.
4. Assist committee chairs when requested by the President or Board.
5. Perform such other duties as may be assigned by the President or the Board of Directors.

7.2.3 Secretary

The Secretary shall:

1. Maintain or oversee the maintenance of the official corporate records of the Organization.
2. Record, or ensure the recording of, accurate minutes of all meetings of the Board of Directors and Executive Committee, if established.
3. Ensure that notices required by these Bylaws are properly given.
4. Maintain custody of the Articles of Incorporation, Bylaws, Board policies, official resolutions, and other governing documents.
5. Maintain or oversee the maintenance of the historical records and archives of the Organization consistent with its mission.
6. Certify official actions of the Board when required.
7. Maintain an accurate roster of Directors, Officers, committee chairs, and committee members.
8. Perform such other duties as may be assigned by the President or the Board of Directors.

7.2.4 Treasurer

The Treasurer shall:

1. Oversee the financial affairs of the Organization.
2. Ensure that complete and accurate financial records are maintained.
3. Present regular financial reports to the Board.
4. Assist in preparing the annual operating budget for Board approval.
5. Monitor the financial condition of the Organization and advise the Board regarding significant financial matters.
6. Ensure that required federal, state, and local financial filings are completed, either directly or through qualified professionals.
7. Oversee the receipt, deposit, investment, and disbursement of Organization funds in accordance with Board-approved policies.

8. Coordinate the preparation of any required financial review or audit.
9. Recommend financial policies and internal controls to safeguard the Organization's assets.
10. Perform such other duties as may be assigned by the President or the Board of Directors.

7.2.5 Delegation of Duties

An Officer may delegate administrative responsibilities as appropriate; however, such delegation shall not relieve the Officer of responsibility for the proper performance of the duties of the office.

Section 7.3 – Election and Terms of Officers

7.3.1 Election

The Officers of the Organization shall be elected by a majority vote of the Board of Directors.

Unless otherwise determined by the Board, the election of Officers shall occur following the election of Directors.

7.3.2 Terms of Office

Each Officer shall serve a four (4) year term and may be reelected without limitation, provided the individual continues to serve as a Director.

An Officer's term shall automatically end upon the expiration or termination of the individual's service as a Director.

7.3.3 Transitional Officer Terms

To establish staggered Officer terms, the following transitional terms shall apply beginning January 1, 2027:

- The terms of the **President** and **Secretary** shall expire on **December 31, 2028**.
- The terms of the **Vice President** and **Treasurer** shall expire on **December 31, 2030**.

Thereafter, each Officer elected to those positions shall serve a four (4) year term.

7.3.4 Vacancies

A vacancy in any office may be filled by the Board of Directors for the remainder of the unexpired term.

7.3.5 Removal

Any Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Directors then serving whenever the Board determines such action to be in the best interests of the Organization.

Removal from office shall not automatically remove the individual as a Director unless the Board separately acts to remove the individual from the Board in accordance with these Bylaws.

Section 7.4 – President Emeritus

7.4.1 Appointment

The Board of Directors may, by a two-thirds (2/3) vote, designate a former President as **President Emeritus** in recognition of distinguished and meritorious service to the Organization.

Appointment as President Emeritus is honorary and confers no governance authority unless specifically authorized by the Board.

7.4.2 Role

The President Emeritus may:

1. Attend meetings of the Board of Directors upon invitation.
2. Serve as an advisor to the Board and Officers.
3. Provide historical perspective and institutional knowledge.
4. Assist with strategic initiatives, special projects, fundraising, and public relations when requested.
5. Serve on the Advisory Council if appointed by the Board.

The President Emeritus shall not be considered a Director by virtue of holding that honorary title and shall not have voting rights unless separately elected to the Board.

7.4.3 Indemnification

The President Emeritus shall be entitled to the protections and indemnification provided under **Article IX** only while acting at the request or authorization of the Board of Directors.

Section 7.5 – Committees

7.5.1 Standing and Special Committees

The Board of Directors may establish standing committees and special committees as it determines necessary to carry out the mission of the Organization.

The Board shall define the purpose, authority, and responsibilities of each committee.

7.5.2 Committee Membership

Committee chairs shall be appointed by the President, subject to Board approval when required.

Committee members may include Directors, Officers, Advisory Council members, inductees, volunteers, or other individuals whose experience or expertise would benefit the Organization.

Unless otherwise provided by the Board, committee members are not required to be Directors.

7.5.3 Committee Authority

Committees shall report to the Board of Directors and shall exercise only those responsibilities specifically delegated by the Board.

No committee shall have authority to act on behalf of the Organization except as expressly authorized by the Board.

Section 7.6 – Executive Committee

7.6.1 Establishment

The Board of Directors may establish an Executive Committee by a two-thirds (2/3) vote whenever it determines that such a committee is in the best interests of the Organization.

7.6.2 Membership

Unless otherwise determined by the Board, the Executive Committee shall consist of:

- President
- Vice President
- Secretary
- Treasurer

The Board may appoint additional Directors to serve on the Executive Committee.

7.6.3 Authority

The Executive Committee may exercise only those powers specifically delegated by the Board of Directors.

The Executive Committee shall report all actions taken to the Board at its next regular meeting.

7.6.4 Limitations

Unless expressly authorized by applicable law, the Executive Committee shall not:

1. Amend the Articles of Incorporation or these Bylaws.
2. Elect or remove Directors or Officers.
3. Approve the annual budget.
4. Approve the sale or disposition of substantially all corporate assets.
5. Dissolve the Organization.
6. Exercise any authority reserved exclusively to the Board of Directors.

Section 7.7 – Advisory Council

7.7.1 Purpose

The Advisory Council serves to provide historical perspective, institutional knowledge, professional expertise, and guidance to the Board of Directors.

The Advisory Council serves solely in an advisory capacity and shall have no authority to govern or bind the Organization.

7.7.2 Appointment

Members of the Advisory Council shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

The Board may appoint former Directors, former Officers, Hall of Fame inductees, industry leaders, subject matter experts, or other individuals whose knowledge and experience would benefit the Organization.

7.7.3 Participation

Advisory Council members may attend Board meetings upon invitation, serve on committees, participate in strategic planning, and assist with projects as requested by the Board.

Advisory Council members shall not be Directors by virtue of their appointment and shall not have voting rights unless separately elected to the Board of Directors.

ARTICLE VIII – MEETINGS

Section 8.1 – Annual Meeting

The Board of Directors shall hold an Annual Meeting each calendar year at a date, time, and place determined by the Board for the purpose of conducting such business as may properly come before the Board, including the election of Directors and Officers when applicable.

Section 8.2 – Regular Meetings

The Board shall hold regular meetings at such dates, times, and places as it determines appropriate to conduct the business of the Organization.

Section 8.3 – Special Meetings

Special meetings of the Board of Directors may be called by:

1. The President; or
2. Written request of any three (3) Directors, provided that at least one of the requesting Directors is an Officer of the Organization.

The notice of a special meeting shall state the purpose of the meeting. Business conducted at a special meeting should be limited to the matters identified in the notice unless all Directors consent to the consideration of additional business.

Section 8.4 – Notice of Meetings

Notice of the Annual Meeting and all regular or special meetings shall be provided to each Director not fewer than seven (7) days before the meeting unless a shorter period is agreed to by all Directors or circumstances reasonably require shorter notice.

Notice may be delivered personally, by mail, electronic mail, telephone, or other reliable electronic means.

A Director's attendance at a meeting constitutes waiver of notice unless the Director objects at the beginning of the meeting to the lack of proper notice.

Section 8.5 – Quorum

A majority of the Directors then serving shall constitute a quorum for the transaction of business.

Unless otherwise required by these Bylaws or applicable law, actions of the Board shall be approved by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 8.6 – Participation by Electronic Means

Directors may participate in any meeting through telephone, video conference, or other communications technology that allows all participants to hear one another simultaneously.

Participation through such means shall constitute presence in person for all purposes, including establishing a quorum and voting.

Section 8.7 – Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing or by electronic transmission.

The written consent shall be filed with the corporate records and shall have the same force and effect as a unanimous vote taken at a meeting.

Section 8.8 – Committee Meetings

Committees may meet at such times and places as determined by the committee chair or by the Board.

Committee meetings may be conducted in person or through electronic communications technology.

Section 8.9 – Rules of Procedure

Meetings of the Board and its committees shall be conducted in an orderly and efficient manner.

Unless otherwise provided by these Bylaws, the Board may adopt rules of procedure for the conduct of meetings.

In matters not addressed by the Board's adopted procedures, the current edition of **Robert's Rules of Order Newly Revised** may be used as a procedural guide but shall not be mandatory.

ARTICLE IX – NONLIABILITY, INDEMNIFICATION, AND INSURANCE

Section 9.1 – Limitation of Liability

To the fullest extent permitted by applicable law, no Director, Officer, committee member, Advisory Council member, or volunteer acting in good faith on behalf of the Organization shall be personally liable for the debts, obligations, or liabilities of the Organization solely by reason of serving in such capacity.

Nothing in these Bylaws shall limit liability for acts or omissions involving fraud, willful misconduct, criminal conduct, or other conduct for which limitation of liability is prohibited by law.

Section 9.2 – Indemnification

The Organization shall indemnify any current or former Director or Officer, and may indemnify any committee member, Advisory Council member, volunteer, employee, or agent, to the fullest extent permitted by applicable law against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with any actual or threatened legal proceeding arising from service to the Organization.

Indemnification shall apply only to actions taken in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Organization.

Section 9.3 – President Emeritus

A President Emeritus shall be entitled to indemnification under this Article only while acting at the request or authorization of the Board of Directors.

Section 9.4 – Advancement of Expenses

The Board of Directors may authorize the advancement of reasonable legal expenses incurred in defending a proceeding, subject to repayment if it is ultimately determined that the individual is not entitled to indemnification under these Bylaws or applicable law.

Section 9.5 – Insurance

The Organization may purchase and maintain insurance, including Directors and Officers (D&O) liability insurance, to protect the Organization and individuals serving as Directors, Officers, committee members, Advisory Council members, volunteers, employees, or agents against claims arising from their service to the Organization.

Section 9.6 – Non-Exclusivity

The rights of indemnification and advancement of expenses provided by this Article are not exclusive and shall not limit any additional rights provided by law, the Articles of Incorporation, Board resolution, contract, or insurance policy.

Section 9.7 – Survival

The rights provided under this Article shall continue for any individual who has ceased serving the Organization with respect to actions arising from service performed while acting in an authorized capacity.

ARTICLE X – CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS, AND FINANCIAL AUTHORITY

Section 10.1 – Contracts

The Board of Directors may authorize any Officer or other individual to enter into contracts or execute and deliver documents on behalf of the Organization.

No individual shall have authority to bind the Organization except as authorized by the Board of Directors or these Bylaws.

Section 10.2 – Loans

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued unless authorized by resolution of the Board of Directors.

Such authority may be general or limited to a specific transaction.

Section 10.3 – Checks, Drafts, and Payments

All checks, drafts, electronic funds transfers, or other orders for the payment of money shall be signed, authorized, or approved by the Officer or Officers, or other individual or individuals, designated by the Board of Directors.

The Board may establish financial policies governing approval thresholds, dual signatures, electronic banking, credit cards, and internal financial controls.

Section 10.4 – Deposits

All funds of the Organization shall be deposited promptly in financial institutions approved by the Board of Directors.

Section 10.5 – Gifts

The Board of Directors may accept, or authorize an Officer to accept, on behalf of the Organization any contribution, gift, bequest, or devise that is consistent with the charitable purposes of the Organization.

The Board may decline any gift that is inconsistent with the Organization's mission or that imposes unreasonable restrictions or obligations.

Section 10.6 – Fiscal Year

The fiscal year of the Organization shall be established by resolution of the Board of Directors.

Section 10.7 – Budget

The Treasurer shall present a proposed annual operating budget to the Board of Directors.

The annual budget shall become effective upon approval by the Board.

Section 10.8 – Financial Records

The Organization shall maintain complete and accurate financial records in accordance with generally accepted accounting principles and applicable law.

Financial records shall be available for inspection by Directors in accordance with Board policy and applicable law.

Section 10.9 – Financial Review or Audit

The Board of Directors may require an independent financial review or audit whenever it determines such action to be in the best interests of the Organization or as otherwise required by law.

Section 10.10 – Financial Policies

The Board of Directors may adopt financial policies governing investments, reserves, purchasing, reimbursement of expenses, internal controls, conflicts of interest, document retention, and other financial or administrative matters necessary for the prudent management of the Organization.

ARTICLE XI – ETHICAL CONDUCT, CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

Section 11.1 – Ethical Conduct

Directors, Officers, committee members, Advisory Council members, volunteers, employees, and individuals acting on behalf of the Organization shall:

1. Act in good faith and in the best interests of the Organization.
2. Conduct themselves with honesty, integrity, professionalism, and respect.
3. Exercise independent judgment.
4. Protect the assets, reputation, and charitable mission of the Organization.
5. Comply with these Bylaws and all applicable laws and policies.

Section 11.2 – Conflicts of Interest and Conflicts of Loyalty

Any Director, Officer, committee member, Advisory Council member, or other individual acting on behalf of the Organization who has a financial, personal, or other material interest in a matter being considered by the Board or a committee shall promptly disclose the existence and nature of that interest.

The remaining disinterested Directors shall determine whether a conflict of interest exists.

If a majority of the disinterested Directors determines that a conflict exists, the affected individual shall abstain from participating in the vote on the matter.

The disclosure, determination, and abstention shall be recorded in the minutes of the meeting.

Directors and Officers shall also promptly disclose any service as a director, officer, trustee, advisor, or other fiduciary of another non-profit, for-profit, governmental, or charitable organization whenever such service could reasonably present an actual, potential, or perceived conflict of interest or conflict of loyalty with the interests of the East Coast Surfing Hall of Fame. The Board may review such disclosures and determine whether any action is necessary to protect the best interests, independence, or integrity of the Organization.

Section 11.3 – Additional Policies

The Board of Directors may adopt additional policies governing ethical conduct, conflicts of interest, confidentiality, whistleblower protection, document retention, or other governance matters consistent with these Bylaws.

ARTICLE XII – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, Officer, committee member, employee, volunteer, or other private individual shall receive any portion of the net earnings or assets of the Organization except as reasonable compensation for services actually rendered or as otherwise permitted by applicable law.

Nothing in this Article shall prohibit reimbursement of reasonable expenses or payments authorized by the Board of Directors that further the charitable purposes of the Organization.

ARTICLE XIII – CORPORATE RECORDS, REPORTS, AND SEAL

Section 13.1 – Corporate Records

The Organization shall maintain complete and accurate records of:

- Articles of Incorporation
- Bylaws
- Board and committee meeting minutes
- Financial records
- Corporate resolutions
- Other records required by law or determined appropriate by the Board.

Section 13.2 – Inspection of Records

Corporate records shall be available for inspection by Directors in accordance with applicable law and Board policy.

Section 13.3 – Corporate Seal

The Board of Directors may adopt a corporate seal.

The absence of a corporate seal shall not affect the validity of any corporate action or document.

ARTICLE XIV – AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed, or replaced by the affirmative vote of two-thirds (2/3) of the Directors then serving, provided that written notice describing the proposed amendment has been provided to each Director at least fourteen (14) days before the meeting at which the amendment will be considered.

The Board may adopt technical, grammatical, formatting, or statutory reference corrections that do not alter the substantive governance provisions of these Bylaws by majority vote.

ARTICLE XV – DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, distribute all remaining assets exclusively for one or more charitable, educational, or other tax-exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision of future federal tax law.

Any such assets shall be distributed to one or more organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code and whose purposes are consistent with the mission of the East Coast Surfing Hall of Fame, as determined by the Board of Directors.

No Director, Officer, employee, volunteer, or private individual shall be entitled to receive any portion of the remaining assets of the Organization upon dissolution except as otherwise permitted by applicable law.

ARTICLE XVI – CERTIFICATION

These revised Bylaws were approved and adopted by the Board of Directors on **August 5, 2026**, and supersede all previously adopted versions of the Bylaws.

IN WITNESS WHEREOF, the undersigned Officers certify that these Bylaws were duly adopted by the Board of Directors on the date indicated above.

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President

Date: ___________________________

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Secretary

Date: ___________________________

REVISION HISTORY

August 29, 2024
Original Bylaws adopted by the Board of Directors.

August 5, 2026
Comprehensive governance revision adopted by the Board of Directors. The revision modernized the governance structure, clarified the authority and responsibilities of Directors and Officers, established four-year Officer terms and staggered transitions, updated committee structure, strengthened meeting procedures, enhanced financial oversight and indemnification provisions, and adopted a revised Ethical Conduct and Conflict of Interest policy.