

Southeast Paddlers, Inc. Bylaws

Approved 1/20/2007 by a majority vote
of the Southeast Paddlers membership

ARTICLE 1

NAME AND RECOGNITION

- 1.01 Name.** The name of the Corporation is Southeast Paddlers. For the remainder of these Bylaws, the Corporation will be referred to as “Club”.
- 1.02 Recognition.** The emblem of the Club consists of a sprint kayak profile with a capital ‘S’ resting on the cockpit of the boat, followed by a capital ‘P’ extending below the boat in front of the cockpit. A kayak paddle bisects the ‘S’ on a NE to SW slant. A canoe paddle overlays the vertical stem of the capital ‘P’, also on a NE to SW slant.



ARTICLE 2

PURPOSE(S)

- 2.01 Purpose.** The purpose of the club shall be to encourage, educate and engage the community in the sport of flat water canoe and kayak and, fulfill the other purposes stated in the Club's Articles of Incorporation.
- 2.02 Prohibited Purposes.** Notwithstanding any other provision of these Bylaws, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as these laws now exist or as they may hereafter be amended.
- 2.03 Dissolution.** Upon dissolution of the Club, the assets of the Club shall be distributed exclusively as directed by the Board of Directors for the continuance of canoe and kayak sports in the United States under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 3

MEMBERSHIP

3.01 General Membership. Membership in the Club shall be open to any individual meeting the eligibility requirements for membership as established by the Club's Board of Directors. In establishing the requirements for membership, the Board of Directors may create, in addition to those specified in these Bylaws, classes of membership, provided the rights and responsibilities of members in any class are reasonably related to their participation in the sport. Each individual member at least 16 years old shall have one vote in all elections presented to the general membership and any other place in which it is appropriate for a vote of the membership to be taken. Members not attaining the voting age requirement may appoint parent or guardian to vote on their behalf.

3.02 Application and Admission to Membership.

- (a) **Application.** Applications for membership shall be made in writing or electronically, shall contain such information as the Board of Directors may require, and shall be accompanied by a check or electronic payment in the amount of the membership fee made payable to the Club.
- (b) **Dues.** The Board of Directors shall fix the amount of the membership dues in the manner specified in paragraph 8.04 of these Bylaws.
- (c) **Denial of Application.** If an application for membership is not granted, the Club shall provide written notification of the reasons for the denial of application.

3.03 Termination of Membership.

- (a) **Basis For Action.** The Club may suspend, expel or (where multiple membership classifications are established) alter the class designation of a Member where:
 - (i) the Member is in default in the payment of dues for a period of more than thirty (30) days from the date such dues become payable;
 - (ii) the Member violates the provisions of these Bylaws, any signed agreements with the Club or its Code of Conduct;
 - (iii) the Member fails to continue to meet the requirements of membership as established from time to time by the Board of Directors; or
 - (iv) the Club determines that other cause exists to suspend, expel or change the class designation of the Member.
- (b) **Form of Action.** Revocation of membership for failure to pay dues shall be automatic. After notice and an opportunity for hearing are afforded the member, suspension, revocation or alteration of membership may be implemented only by action of the Executive Committee for

conduct unbecoming of a member, as defined in the code of conduct, or prejudicial to the purpose and objectives of the Club, after notice and an opportunity for hearing are afforded the member.

3.04 Resignation. Any Member may resign by filing a written resignation with the President, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges accrued and unpaid through the date of resignation, nor shall it entitle the resigning member to any refund of dues previously paid.

3.05 Transfer of Membership. Membership in the Club is not transferable or assignable. Any member may transfer between classes of membership (where multiple membership classifications are established) in accordance with the policies of the Club.

3.06 Annual Meeting. There shall be an annual general meeting of the members at a place and time set by the Board to be no earlier than January 1 of the calendar year and no later than June 15 of the calendar year. The Secretary of the Club shall send a notice of the annual meeting, together with an agenda, to all members of the Club not less than thirty (30) days prior to the scheduled date of the meeting. The purpose of the annual meeting of the membership shall be to provide a full accounting of the stewardship of the organization by the Board of Directors and Staff. The annual meeting of the membership will include, but not be limited to:

- (a) a presentation in document form of the minutes of all Board and Executive Committee meetings occurring since the last annual meeting;
- (b) a presentation with documentation of the audit report on the previous year's financial operations and a detail of the current financial conditions including the latest estimates of the yearend financial condition of the Club;
- (c) a presentation with documentation from each of the standing committees;
- (d) a review of the performance of the Club relative to its accomplishment of the annual operating objectives and progress on reaching its long-term goals. A scheduled annual meeting shall not be canceled. The Board of Directors may postpone a scheduled annual or special meeting of the members for good cause by written notice to the members not later than fifteen (15) days in advance of the meeting. The reasons for the postponement shall be stated in the notice which shall also announce the place and time of the rescheduled meeting, which shall be held no later than sixty (60) days following the original meeting date.

3.07 Special Meetings. Special meetings of the members may be called by the President on fifteen (15) days written notice to each member, and must be called by the President when requested by a majority of the Board. A special meeting may be canceled on the same authority by which it was called.

3.08 Quorum - Elections. A mail or electronic ballot will be utilized for the election of those identified directors as specified herein. The election ballots may be included with the announcement of the Annual Membership Meeting and shall state the specific date by which the ballot must be returned in order to be valid. Elections by mail or electronic ballot will be valid regardless of the number of members who vote. Election results are based on receiving the most votes cast.

3.09 Order of Business. At all meetings of the members, the order of business shall, unless otherwise stated in the meeting notice, be:

- (a) The call of the meeting;
- (b) Presentation of the roll and certification of voting members present;
- (c) Reading and approval of minutes from the previous meeting. The reading may be dispensed with by a majority vote provided that any part of the minutes must be read if called for in connection with any matter under discussion during the meeting;
- (d) Reports of Officers and Committees;
- (e) Announcement of election results;
- (f) Old business;
- (g) Submission of resolutions for the Board of Directors;
- (h) New business;
- (i) Adjournment.

3.10 Procedures. Questions of procedure shall be decided by the President in accordance with these Bylaws and the most current Robert's Rules of Order. In the case of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail.

ARTICLE 4

DIRECTORS

4.01 Authority. The business and affairs of the Club are the responsibility of the Board of Directors.

4.02 Number and Qualification of Directors.

- (a) The Southeast Paddlers Board shall be comprised of up to eight (8) directors from current members who must be in good standing and are at least 18 years of age. No more than one family member may serve on the board at any term. The board shall consist of the following:
 - (i) President/Commodore
 - (ii) Vice President/Vice Commodore
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Youth Athlete Director (Bantam, Juvenile, Junior)
 - (vi) Adult Athlete Director (Intermediate, Senior, Master)
 - (vii) Charitable Funding Director

(viii) Public Relations

4.03 Election of Directors.

- (a) **General.** All representatives to the Board of Directors shall be elected from general membership without regard to race, color, religion, national origin, sexual orientation or sex;
 - (i) Athletic Directors shall be elected by the voting membership in the respective populations.
 - (ii) The Directors shall be elected for two year terms, and shall be set by the Board to be staggered so that approximately one half of the Directors are being elected at each annual election. Elected Directors shall assume office at the first Board meeting following their election. President/Secretary shall begin term during odd number years, VP/Treasurer will begin term during even number years.
 - (iii) The Election Committee is responsible for obtaining the person(s) nominated and the conduct of the election.

4.04 Resignation. Any Director may resign by written notice to the President of the Board of Directors of the Club. In the case of resignation of the President, notice should be given to the Vice President/Executive Director.

4.05 Removal. The Board of Directors, by the affirmative vote of three fourths (3/4) of all the Directors, may remove a Director where:

- (a) The Director fails to meet the requirements for participation on the Board as established from time to time by the Board of Directors,
- (b) The Director engages in conduct deemed detrimental to the sport of canoe/kayak,
- (c) The Board concludes that the best interest of the Club will be served thereby.

The President may appoint an interim Director from the same category as the vacated position until elections are held in accordance with Article 4.06. The President shall have the authority to waive the automatic removal of a director under this section if a majority vote of the Board so directs, where the Director has missed two consecutive meetings due to illness or other exigent circumstances. Removal is automatic should a member not be present for two consecutive regular meetings of the Board of Directors.

4.06 Vacancies. The Board is authorized to fill any vacancy on the Board of Directors.

4.07 Term.

- (a) **Generally.** Unless sooner removed, each Director shall hold office until that Director's successor shall have been elected or appointed and qualified. Election or appointment to fill a vacancy shall not extend the length of the term.

- (b) **Normal Term.** Directors shall be elected to serve two (2) year terms ending at the close of the annual membership meeting in the second year of the term. No Director may serve more than four (4) terms in succession.

4.08 Fees and Reimbursement. All Directors will serve without compensation, provided, that by resolution adopted by the affirmative vote of a majority of all the Directors, the Club may reimburse Directors for their actual expenses incurred on behalf of the Club provided those expenses are of the type specified in the Board's resolution and are supported by appropriate documentation of the expense.

ARTICLE 5

BOARD PROCEDURES

5.01 Definition. For purposes of this Article 5, the term Director shall mean Directors and Officers.

5.02 Quorum. A quorum exists for purposes of conducting a meeting of the Board of Directors whenever a majority of the Voting Directors is in attendance.

5.03 Voting.

- (a) **Number of Votes.** Each voting Director in attendance shall be entitled to one (1) vote on each issue submitted to a vote at a meeting of the Board of Directors.
- (b) **Majority Vote.** The act of the majority vote of the Board of Directors present at a meeting of the Board, at which a quorum is present, shall be the action of the Board of Directors, except as otherwise specifically provided by applicable state law, the Club's Articles of Incorporation or these Bylaws.
- (c) **Method of Voting.** Any vote may be taken by voice or by show of hands unless a Voting Director objects, in which case, secret written ballots shall be used.
- (d) **Officers.** All Officers are voting members of the Board of Directors. As a voting member the President votes to break a tie vote and in cases when an affirmative vote of two thirds (2/3) of the voting Board membership is required. The President votes in no other case.
- (e) **Directed Vote.** When absent, a Director may direct the Secretary to cast a vote on a specific issue, if the vote is given, in written form, to the Secretary before the meeting and the issue or related resolution has previously been presented to the Board for vote at that meeting. Directed voting shall not be used in any elections.
- (f) **Voting by Proxy.** Voting by proxy is allowed.

5.04 Meetings.

- (a) **Place of Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the state of incorporation of the Club.
- (b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly each year.
- (c) **Special Meetings.** Special Meetings of the Board of Directors may be called by the President whenever the President deems it necessary or is requested to do so in written form by 2/3 of the Executive Committee or a majority of all the Directors.
- (d) **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in written form, setting forth the action to be taken, is signed and transmitted to the President by at least two thirds (2/3) of the Directors. Such consent shall have the same force and effect as a vote at a meeting.
- (e) **Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment (fax, electronic, or other means) that allows each Director to communicate effectively with all other participating Directors. All persons participating in a meeting conducted in this manner shall be considered present in person at the meeting for purposes of determining the existence of a quorum and tallying votes.

5.05 Notice of Meetings.

- (a) **Regular Notice.** Except as otherwise provided in any specific part of these Bylaws, notice of any regular meeting shall be given by, or at the direction of, the President to each of the Directors not less than thirty (30) days prior to the date of the meeting.
- (b) **Special Notice.** If the President determines that a need exists which requires immediate action of the Board, a special meeting may be called upon three (3) days notice given by telephone or other effective means. If a Director cannot be reached by telephone, notice will be sufficient if given in written or electronic form at the address of record for that Director.

5.06 Meeting Procedures.

- (a) **Minutes.** The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation and also distributed to all Directors.
- (b) **Rules of Order.** To the extent not inconsistent with these Bylaws, applicable state laws or rules adopted by the Board of Directors, the procedures used at any regular or special meeting of the Board of Directors shall be as set forth in Robert's Rules of Order, Newly Revised. Should differences exist, these Bylaws or rules adopted by the Board shall prevail.

ARTICLE 6

COMMITTEES AND COUNCILS

6.01 Club Committees. The Club shall have the following permanent committees:

- (a) Executive Committee;
- (b) Finance and Budget Committee;
- (c) Bylaws Committee;
- (d) Election Committee;

And the following committees, but not limited to, as dictated by club growth and need. Committees will be defined by B of D concerning responsibilities, length of service and existence of committee.

- (e) Paddling Committee;
- (f) Charitable Funding Committee;
- (g) Public Relations Committee;

6.02 Duties of Committees.

- (a) **Executive Committee.** The Executive Committee shall consist of the Officers, and if applicable the Executive Director (non-voting). During the time between meetings of the Board of Directors, the Executive Committee has and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Club, including authority over the use of the corporate seal. However, the Executive Committee shall not have the authority of the Board in reference to:
 - (i) Amending the Articles of Incorporation;
 - (ii) Approving a plan of merger or consolidation;
 - (iii) Selling, leasing or exchanging all or substantially all the property and assets of the Club other than in the usual and regular course of its business;
 - (iv) Voluntarily dissolving the Club;
 - (v) Amending, altering, or repealing these Bylaws or adopting new Bylaws;
 - (vi) electing, appointing, or removing any member of the Board of Directors or any Officer of the Club;
 - (vii) Fixing the compensation of any member of the Board of Directors, of any committee appointed by the Board of Directors, or of any Officer of the Club; or
 - (viii) Altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be so amendable or repealable.

Notwithstanding its other responsibilities, the Executive Committee is to evaluate the performance of the Club relative to fulfillment of mission, vision, values, goals and general strategies on an annual basis in view of the needs of the Club and

make recommendations for any appropriate changes to the Club at the annual membership meeting.

- (b) **Finance and Budget Committee.** The Finance and Budget Committee shall consist of the Treasurer as Chair and one (1) other member of the Board. Finance and Budget Committee members shall be selected by the Board. The duties of the Finance and Budget Committee shall include, but not be limited to:
 - (i) Review, evaluate and make recommendations to the Board relating to the current and long term financial status and strategies of the Club.
 - (ii) Review and recommend the annual budget to the Board of Directors.
 - (iii) Approve accounting practices and forms for reporting relevant financial information.
 - (iv) Oversee the financial activity of the Club.
 - (v) Function as the comptroller of the Club.
 - (vi) Develop coaching fee proposals in consultation with athletic directors. Proposals to be approved by the Board.
- (c) **The Bylaws Committee.** The Bylaws Committee shall be the Vice President as chair and one (1) other Board member. The bylaws committee shall be selected by the Board. In addition, one member from outside the Board may be added by the President. The Bylaws Committee shall:
 - (i) Evaluate and draft proposed amendments to the Bylaws and Articles of Incorporation of the Corporation.
 - (ii) Evaluate and make recommendations to the Board of Directors relative to any proposed amendments to the Bylaws and Articles of Incorporation.
 - (iii) Assist all other Committees, Councils, and the Board of Directors with correct application of the Bylaws, Articles of Incorporation and parliamentary rules.
- (d) **Election Committee.** The Election Committee shall be the Secretary as chair and one (1) other member of the Board. Election Committee members shall be selected by the Board.
The Election Committee shall:
 - (i) Execute the nominations and balloting process outlined in these Bylaws.
 - (ii) At the direction and approval of the Board establish additional procedures as needed from time-to-time for and administration of Club elections.

6.03 Operations and Procedures for Committees.

- (a) **Qualifications, Election, and Term.**
 - (i) Except as otherwise noted in these Bylaws, the President shall submit to the Board of Directors for approval, the Chair and

members of the Club committees. Members of the Board of Directors may serve in any capacity on the committees. Committee members other than those serving by virtue of their election to an office, shall serve for a period of two (2) years or until a successor is appointed unless the committee is sooner terminated or unless such member is sooner removed.

- (b) **Removal.**
 - (i) Any member of a committee may be removed by the Board of Directors, by the affirmative vote of the majority of the Board of Directors, whenever in its judgment the best interests of the Club shall be served thereby.
 - (ii) Any individual serving as a Director and on a committee who, during their term on the committee, ceases to be a Director is deemed automatically removed from the committee as of the time they cease to be a Director.
- (c) **Resignation.** Any committee or council member may resign by written resignation delivered to the President.
- (d) **Vacancies.** Vacancies occurring in any committee shall be filled by appointment of the President. Appointment shall be to fill the unexpired term of the member being replaced.
- (e) **Committee Officers.** The chair of any committee shall appoint a vice chair and secretary.
- (f) **Procedures.** Each committee may adopt procedural rules for its own operation provided those rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- (g) **Meetings.** The time, places and notice of meetings of a committee or council shall be determined by the members of such committee or council.
- (h) **Quorum; Majority Vote.** At the meetings of a committee, a majority of the number of members of the committee fixed by these Bylaws shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meetings, until a quorum is present.
- (i) **Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the President and Executive Director. The minutes of the proceedings of each committee as approved by the President shall become permanent when placed in the minute book of the Club.
- (j) **Telephone and Similar Meetings.** Committees may hold meetings by means of conference telephone or similar communications equipment (mail, electronic, or other methods) which allows each committee member to communicate effectively with all other participants.
- (k) **Responsibility.** The designation of a committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it by the Articles of Incorporation or Bylaws.
- (l) **Proxy Voting.** Proxy votes shall not be allowed for any of the committees.

Article 7

OFFICERS

7.01 President. The President shall:

- (a) Serve as Chair of the Board of Directors.
- (b) Report to the Board of Directors any violation of the Articles of Incorporation or Bylaws that may become evident.
- (c) Give, or cause to be given, notice of all regular and special meetings of the Board of Directors.
- (d) Perform all other duties assigned to the President in these Bylaws or by specific direction of the Board of Directors.

7.02 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President and other powers as the Board of Directors may from time to time prescribe.

- (a) serve as chair of the Bylaws Committee.

7.03 Secretary. The Corporation shall have a Secretary who shall:

- (a) Attend meetings of the Board of Directors and record the minutes of all proceedings in a club minute book to be kept for that purpose.
- (b) Keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the Executive Committee, affix the same to any instrument requiring it.
- (c) Perform such duties and have such authority and powers as the Board of Directors may from time to time prescribe.
- (d) Serve as chair of the Elections Committee.

7.04 Treasurer. The Treasurer shall keep (or cause to be kept) correct and complete books and records of the funds of the Corporation. The Treasurer shall render an annual financial report to the members and such special reports as may from time to time be called for by or under the authority of the Board or Directors.

7.05 Election.

General. All Officers to the Board of Directors shall be elected from general membership without regard to race, color, religion, national origin, sexual orientation or sex;

- (i) The Officers shall be elected for two year terms, and shall be set by the Board to be staggered so that approximately one half of the Officers are being elected at each annual election. Elected Officers shall assume office at the first Board meeting following their election.
- (ii) The Election Committee is responsible for obtaining the person(s) nominated and the conduct of the election.

7.06 Normal Term. Unless otherwise specified by the Board at the time of election, each Officer shall serve a term of two (2) years, commencing immediately at the Board meeting in which they are elected and continuing until the close of the Board meeting which follows the annual meeting of the membership in the second

year of their term. The Officer shall serve until the end of the specified term or, if earlier, death, resignation or removal.

- 7.07 Removal.** Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby.
- 7.08 Resignation.** Any Officer may resign his/her office by written resignation addressed to the Board of Directors and delivered to the President or Secretary.
- 7.09 Vacancies.** If there is a vacancy occurring in any office of the Club (by death, resignation, removal or otherwise) the President shall call a special meeting of the Board of Directors to elect a successor from the Board's voting membership to serve the expiration of the term of the office vacated. If the vice-presidency is vacant by succession, the Vice-presidency is the position to be filled. The meeting at which a successor is elected may be the same as that at which the predecessor vacated the position.
- 7.10 Authority.** Officers shall have such authority and perform such duties in the management of the Club as are provided in these Bylaws or as may be determined by resolution adopted by the affirmative vote of a majority of all the Voting Directors not inconsistent with these Bylaws.
- 7.11 Compensation.** No salary or other compensation shall be paid for serving as an Officer of the Club.
- 7.12 Representatives to the USACK:**
- (a) **The President and Vice President will attend or designate club members to attend the USACK meetings.** Any person serving in the USACK representation position is expected to attend the respective meetings of the USACK and provide the Club a written report of the USACK activities relative to the Club.

ARTICLE 8

FINANCES

- 8.01 Fiscal Year.** The fiscal year of the Club shall begin on the first day of January and end on the last day of December of each year.
- 8.02 Record Keeping and Reporting.** Consistent with generally accepted accounting principles, the Club will maintain records of its financial activity and prepare for distribution to the Board of Directors monthly reports of that activity.
- 8.03 Annual Audits.** The Board of Directors shall cause to be made an annual audit of the Club's books and records and an examination of its business affairs. The audit and examination shall be made by independent certified public accountants selected by the President, and approved by the Board, and the accountant's report shall be furnished to the Directors and made available to the members.
- 8.04 Dues.**
- (a) The Board of Directors shall annually fix the amount of dues for the individual members for the next calendar year. Such dues shall be fixed on an equitable basis.

- (b) New members can join at any time. The membership is for the twelve (12) months following the issuance of the membership.
- (c) The dues established shall reasonably reflect the rights and service which the member receives within the member classification.

ARTICLE 9

CONSTRUCTION AND AMENDMENT OF BYLAWS

- 9.01 Amendment of Bylaws.** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of all the Voting Directors, provided notice of the proposed alteration, amendments, repeal, or new Bylaws are presented to the members a minimum of thirty (30) days before the meeting of the Board of Directors.
- 9.02 Editorial Changes.** Non-substantive changes to the Bylaws, as for example the correction of typographical errors, may be made by the Bylaws Committee without resort to vote by the Board of Directors, provided any such changes are promptly reported to the Board.
- 9.03 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation.

These Southeast Paddlers Inc. Bylaws were presented to the club membership and approved on the 20th day of January, in the year 2007.

/s/ Kevan Richardson
Kevan Richardson, President

/s/ Mitch Cohen
Mitch Cohen, Vice President

/s/ Leslie Brass
Leslie Brass, Treasurer

/s/ CJ Haynes
C.J. Haynes, Secretary