



BYLAWS OF CHARLESTON PADDLE CLUB

ARTICLE I - NAME

The name of this organization is Charleston Paddle Club hereinafter referred to as 'CPC' or the 'Club'.

ARTICLE II - OFFICE and REGISTERED AGENT

The official mailing and billing address for CPC is Charleston Paddle Club, 1226 Gilmore Road, Charleston, SC 29407. The registered agent for CPC will be the President of the Charleston Paddle Club.

ARTICLE III - TYPE OF ORGANIZATION

CPC incorporated as a nonprofit corporation in the State of South Carolina. CPC is organized as a non-profit entity within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IV - STRUCTURE

The structure of the CPC will be composed of the CPC Board of Directors as the umbrella organization with multiple dragon boats and other watercraft involving paddling teams and activities.

ARTICLE V - PURPOSE

Said corporation is organized exclusively for charitable, educational, and recreational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - MEMBERSHIP AND DUES

The Charleston Paddle Club consists of individuals who are in accord with the purpose of the Charleston Paddle Club, who are invited to apply and accepted for Membership and pay annual dues. A Member in Good Standing is one who has paid any and all fees due at the time of any particular vote.

Membership dues coincide with the membership year from March 1st to February 28th. New member fees may be prorated based on a schedule established by the Board of Directors.

Section 1. General Membership and Voting Privileges

1.1 General Membership

- a. A Member in Good Standing - One vote per individual

1.2 To vote in any election a person must:

- a. Be a current CPC Member in good standing
- b. Paid the annual Membership fee

1.3 Elected CPC Officer

To be elected to office, a person must:

- a. Be a current CPC Member in good standing
- b. Paid the annual Membership fee
- c. Age 18 or older

1.4 To vote on General Club business, a person must be a dues-paid Member in good standing.

Section 2. Special Class Membership

2.1 The Board of Directors may confer Associate Membership on individuals or organizations that have assisted in furthering the purpose of the Charleston Paddle Club. Associate Members will be assessed dues as determined by the Board. They do not have the right to vote or hold office. They may, with the approval of the Board of Directors, chair subcommittees.

2.2 Limitations of out-of-town, or Associate Members, shall consist of the following:

a. The crew of any race or event be it local, regional, national, or international shall consist of no more than 1 Associate Member for the OC-6

b. The crew of any race or event be it local, regional, national, or international shall consist of no more than 2 Associate Members for a 10-man dragon boat.

c. The crew of any race or event be it local, regional, national, or international shall consist of no more than 4 Associate Members for a 20-man dragon boat.

Section 1.**Basic Policies and Responsibilities**

- 1.1 The Board of Directors will consist of the President, Vice-President, Treasurer and Secretary as elected by the general Membership, one (1) elected at large. Minimum of five (5), maximum of five (5).
- 1.2 The previous President shall serve as an advisor to the Board of Directors.
- 1.3 Directors must be a dues paid Member in good standing.
- 1.4 Directors may not hold multiple Directorships within the Charleston Paddle Club.
- 1.5 The President of the Club will act as Board Chairperson.
- 1.6 The Board is responsible for ensuring that all activities and events are consistent with the stated philosophy and goals of the organization.
- 1.7 The Board is responsible for reviewing financial matters prior to submission to the general Membership for approval and compliance with all IRS reporting requirements.
- 1.8 The Board will review a calendar of events for the following year prior to submission to the general Membership.
- 1.9 The Board of Directors reserves the right to revoke a Member or Team status should the said Member or Team violate the ethics, policies or principles of the Club, or jeopardize the Club's 501(c)3 status.
- 1.10 The Board of Directors will serve as the authority on Team relations. The Board will review any alleged violations of the bylaws and constituent Teams or other practices or activities that may lead to defeat of the basic policies of the Club. In such an event, the Team captain or representative will be granted an opportunity to be heard by the Board. Upon such consideration and hearing, the Board by three-fifth (3/5) vote may require the Team to take appropriate action within a stated period of time. If the recommended action is not taken by the Team, within the specified period of time, the Board reserves the right to withdraw the charter of the Team. In the event of withdrawal of the charter, the Team will yield and surrender all of its assets and property to the Club and cease and desist from further use of any name that implies affiliation with the Club.

Section 2.

Election of the Board of Directors

- 2.1 Officers will be elected at a general Membership meeting prior to the end of the membership year for a term of two (2) years, or until successor is elected and qualified. Officers will assume their duties on the first day of the membership year.
- 2.2 The term of office for Board Officers will correspond to the membership year.
- 2.3 A nomination committee composed of Board Members will accept written nominations for Officers from the general Membership with written evaluation supporting the nominee for elected Board terms. Nominations will be submitted to the nomination committee at least thirty (30) days prior to the election.
- 2.4 If a vacancy occurs in an office, the remaining Board Members may elect an acting Officer to serve until the next general Membership meeting at which time nominations will be made from the floor with the consent of the nominee. A quorum being present, a simple majority of all votes cast is necessary to elect.

Section 3. Board Meetings

- 3.1 A majority of the Board constitutes a quorum. (60%)
- 3.2 Voting will be in person, by telephone, text or email, not by proxy. The Board will meet at least four (4) times during the fiscal year.
- 3.3 Special meetings may be called by the President or upon written request by the majority of all Board Members.
- 3.4 Written notice stating the date, time, place and purpose of the meeting will be electronically delivered, personally delivered, or US mailed to each Member of the Board at least five (5) days prior to the special meeting.
- 3.5 Board decisions may be conducted via electronic or personally delivered.

Section 4. Removal from Office

- 4.1 *Unexcused* absences from two (2) consecutive meetings of the Board will constitute sufficient grounds for the removal of the Director from the office.
- 4.2 Any Director may be removed from office by a quorum vote at any regular or special meetings of the General Membership.
- 4.3 The Board cannot vote out a fellow Board Member without cause. The Board will review any alleged violations of the bylaws and/or standing rules, constituent Teams or other practices or activities that may lead to defeat of the basic policies of the Club.

4.4 Written notice must be given to the Director to be removed by the President, of the proposed removal action and the cause, at least seven (7) days prior to the meeting at which the action is to be voted upon. Upon notice being given of action and cause, the Director can address the Board before action is voted upon.

ARTICLE VIII - OFFICERS AND THEIR ELECTION

Section 1.

General

- 1.1 There will be at least four (4) elected Officers from the Board of Directors'. President, Vice-President, Secretary and Treasurer and any other Officers as designated in the standing rules. Each Officer of the CPC will be in good standing.
- 1.2 Upon assuming office, the Directors will be empowered to honor expenditures that have been provided for in the approved budget.
- 1.3 All books, funds, supplies and equipment belonging to the Club will be relinquished to the respective new Directors by the retiring Directors immediately upon leaving the office.
- 1.4 No two (2) Members of the same household will be allowed to hold an elective office at the same time.

Section 2.

Board of Directors

- 2.1 The Club's Board of Directors will be comprised of the elected Officers. A majority of those on the Board will constitute a quorum.
- 2.2 The Board of Directors is responsible annually to formulate the budget and calendar and to review the standing rules.
- 2.3 The Board of Directors will meet no less than 4 times annually or at the request of any two (2) Officers.

Section 3.

President

- 3.1 The duties of the President, will be to uphold and enforce the provisions of these bylaws; to organize and administer the organization; to preside over all meetings; to call special meetings when necessary; to appoint chair-persons of subcommittees; to appoint chair-persons to special committees to serve at the President's discretion; to represent the organization at conferences, official functions, and to chair the Board of Directors.
- 3.2 All appointments by the President will be subject to majority approval of the Board of Directors.
- 3.3 The President will be an ex-officio Member of all committees.

Section 4. Vice-President

- 4.1 The duties of the Vice-President will be to advise and assist the President in the administration of the organization and to assume the duties of the President in the temporary absence of the President. In the case of a vacancy in the office of the President, the Vice-President will temporarily assume the duties until the vacancy is filled, per Article VII, Section 2 of these Bylaws.
- 4.2 The Vice-President will have specific areas of responsibility and oversight which may, from time to time, be assigned to him/her by the President and Board of Directors. The Vice-President does not automatically become President at the end of the President's term of office.

Section 5. Secretary

- 5.1 The duties of the Secretary will be to:
 - 5.1.1 Maintain the files of the organization including signed Membership applications, waiver forms, and Membership lists.
 - 5.1.2 Keep accurate records of all meetings and distribute meeting minutes.
 - 5.1.3 Keep the President informed of all incoming and outgoing correspondence.
 - 5.1.4 Will manage and post all Charleston Paddle Club news to the web site.
 - 5.1.5 Conduct the official correspondence of the organization.
 - 5.1.6 Coordinate the Team correspondence with vendors and sub committees.
 - 5.1.7 Perform such other duties as provided for in the standing rules.

Section 6. Treasurer

- 6.1 The duties of the Treasurer will be to:
 - 6.1.1 Keep an accurate account of all financial transactions, present a written financial statement at each regular meeting and such other times as requested by the President. Provide all financial records if requested by the President or Board of Director's or Members; close the books at the end of the fiscal year and submit the books and records for audit to a qualified accountant or an auditing committee of no fewer than three (3) Members appointed by the President with said Members of the audit committee to not include any person who was authorized to sign on the bank account for the period being audited.

6.1.2 Serve as chairman of the budget committee; present the budget to the Membership, keep accurate records at all times, receive and issue receipts, and deposit promptly in an authorized account all monies and disburse same according to the approved yearly budget or as directed by the Board of Directors.

6.1.3 Prepare or have prepared all financial reports and/or documents required by the IRS.

6.1.4 Conduct all other financial affairs of the organization and perform such other duties as may be provided for in the standing rules.

ARTICLE IX - CLUB POLICIES

Section 1. General Policies

- 1.1 Members may not make commitments or promises on behalf of the Club, without the review and approval of the Board of Directors and the general Membership. No member shall engage in any activity or use of club assets for the purpose of personal, financial, or commercial gain unless approved by the Board.
- 1.2 No part of the net earnings of the organization will inure to the benefit of, or be distributable to its Members, Directors, trustees, Officers or other private persons except that the organization will be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereto.
- 1.3 The Club, or Members in their official capacities, will not endorse a commercial entity or engage in activities not related to promoting the purpose of the Club.
- 1.4 Members may not use the Club or its name to conduct personal business, especially when it concerns a contact of a sponsoring corporation, agency or organization, and are expressly prohibited from making an appearance of representing the Club for personal gain without approval from the Board.

- 1.5 The Club will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under this organizations tax-exempt status. Further, neither the Club or its constituent Teams will engage in any activity or action which harms or places legal jeopardy the Club or its constituent Teams, including any activity or action which would jeopardize the 501(c)3 tax status of the Club.
- 1.6 The Club will not discriminate on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.
- 1.7 In the event of dissolution of the Club, it's assets will be distributed for one or more of the exempt purposes specified in Section 501(c)3 of the Internal Revenue code or the corresponding section of any future federal tax code and pursuant to the Articles of Incorporation of said Club.

Section 2. Basic Membership Policies

- 2.1 Membership commences upon payment of dues and receipt of any pertinent paperwork. All general Members have equal rights and obligations.
- 2.2 Membership dues are determined by the Board of Directors. The Membership year commences from March 1st and runs through February 28th.
- 2.3 Annual enrollment of Members shall be conducted of the general Membership from January through February. However, people may be admitted to Membership at any time throughout the year. The membership year commences at the date of paid dues and runs through February 28th.
- 2.4 Upon start of membership, a person who has not paid dues after paddling with the club 3 times after issuance of an invoice shall lose membership rights and may have access to assets suspended. If dues remain unpaid thirty (30) days past the issuance of an invoice, the member may be removed from the roster. Paying the current year's dues may reinstate delinquent Members.
- 2.5 A Member will not serve as a Member of the Board of Directors while serving as a paid employee of, or under contract to the club.

Section 3. Removal from the Club

- 3.1 The Board of Directors reserves the right to disassociate any Member who is deemed to be a detriment to the Club's goals.
- 3.2 Notice must be given through registered mail or electronically to the Member to be removed, by the CPC Board of Directors, of the proposed removal action and its cause, at least ten (10) days prior to the meeting at which the action is to be voted upon.

3.3 A vote of 60% of the Board of Directors at the meeting is required to finalize said Member's removal from the Club.

ARTICLE X - GENERAL MEMBERSHIP MEETINGS

1. A quorum at any general Membership meeting is established when a minimum of eleven (11) or 20% whichever is greater voting Members are present.
2. There will be an annual meeting of the Members to be held at a time and place fixed by the Board of Directors for the purpose of:
 - 2.1 Adoption of financial recommendations
 - 2.2 Adoption of an annual budget
 - 2.3 Conducting any other business which may properly come before the annual meeting.
3. The President or Secretary will post on Team social media, paper mail, electronically deliver, or personally deliver a written notice of the place, day and time of the annual meeting not less than (10) or more than fifty (50) days prior to the date of the annual meeting to each Member of the Club.
4. There will be regularly scheduled meetings of the general Membership at a time and place determined by the Board of Directors.
5. General Membership meetings may be open to all interested persons, but the privilege of making motions, debating, or voting will be limited to the voting Members as defined by these bylaws.
6. At least seven (7) days' notice will be given to the Membership if there is to be a change in location or date of the scheduled meeting. Special meetings of the Membership may be held when deemed necessary by the Board, or by petition of the voting Membership.
7. Petitions requesting a special Membership meeting and having at least ten (10) signatures of Members in good standing will be presented to the Board, and upon confirmation of the required signatures, the Board will convene a special meeting within seven (7) days.

ARTICLE XI - COMMITTEES AND SUBCOMMITTEES

1. Charleston Paddle Club committees and subcommittees will be created in accordance with the Club's policy or standing rules. Members of the Club may participate in multiple committees and subcommittees within the Club, as long as the role is not multiple on the Board of Directors.

ARTICLE XII - FINANCES

1. The fiscal year will be from January 1st through December 31st.
2. Funding approved by the Board of Directors for distribution to individual Teams will be managed by the Board of Directors.
3. All expenditures \$200 and over and not on the approved budget must be approved by the Board of Directors.
4. Any request for reimbursement of any authorized expenditure must be submitted within thirty (30) days of when the expenditure was incurred.
5. Late submissions will be reviewed on an individual basis. Receipts must accompany all submissions for reimbursement.
6. All reimbursements requests will be submitted to the Charleston Paddle Club Treasurer and must be accompanied by written documentation detailing the expense and supporting receipts attached.

ARTICLE XIII - STANDING RULES

1. Standing Rules will not be in conflict with these Bylaws. If such a conflict does exist, then the Bylaws shall take precedence. See Attachment A.

ARTICLE-XIV - AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by the Charleston Paddle Club Board of Directors as required to meet the changing needs of the Club.

ADOPTED ON THE 24th DAY OF NOVEMBER 2024.

Signed by:

Anna Aufdenkampe

11/25/2024 | 08:35 EST

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Secretary: Anna Aufdenkampe

Date

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Billy Lempesis

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President: Billy Lempesis

Date