

BY LAWS OF The LANIER CANOE & KAYAK CLUB, INC.

ARTICLE I

Name/Office

Section 1. - Name

The name of this corporation shall be known as “LANIER CANOE & KAYAK CLUB, INC.”

Section 2. - Office

The principal office and place of said corporation shall be 3105 Clark’s Bridge Road, Gainesville, Georgia 30506. Other office(s) may be created and operated in State of Georgia, as determined by the Board of Directors. Initially the mailing address of said corporation shall be 3105 Clarks Bridge Road, Gainesville, Georgia 30506.

ARTICLE II

Purpose

Section 1. - Purpose

LANIER CANOE & KAYAK CLUB, INC. is organized and shall be operated exclusively for charitable, educational, benevolent and for community purposes and for the promotion of the sports of canoeing and kayaking, including the establishment of youth and adult community water sports programs to foster national and international amateur sports competition, all of which shall be within the meaning of Section 501 (c) 3 of the Internal Revenue code of 1954. Consequently, no part of its funds or the net earnings there from shall inure to the benefit of any person having personal or private interest in the activities of the Association. The corporation shall not carry on propaganda or otherwise attempt to influence legislation, and shall not participate in or intervene in any political agency on behalf of any candidate for political office.

Section 2. – Mission (Revised 4-14-08)

The mission of the LANIER CANOE AND KAYAK CLUB, INC. is to serve as a catalyst and as a legacy program of the '96 Summer Centennial Olympic Games and to promote health, education and fitness for all ages and abilities through quality flatwater canoe and kayak programs while continuing the Olympic spirit by promoting excellence in our competitive teams. The Lanier Canoe and Kayak Club will seek opportunities to host events that will have an economic and social impact on the community.

Vision

- To establish an environment where all participants and staff feel welcomed, respected and affirmed.
- To do our part to protect Lake Lanier by participating in environmental and recycling programs.
- To give back to our community by providing programs for all individuals regardless of gender, national origin, religion or ability levels.
- To provide the community with a lifelong, low impact sport.

Revised August, 2012

- Develop and nurture our athletes through programs that reach them on an emotional, physical and mental level.

ARTICLE III

Board of Directors

Section 1. - General Powers

The Board of directors shall determine the policy of the corporation. In addition, the board shall regulate, supervise and manage the operation of the corporation. All duties shall be carried out in the best interest of the corporation.

The Board shall exercise all other organizational powers and acts conferred by Georgia law and contained in these by-laws and the corporation's Articles of incorporation.

Section 2. - Number and Qualifications

The Board of directors shall consist of fifteen (15) regular members, five (5) of whom are the officers of the corporation as set forth in Article IV, Section 1.

Each board member will serve a three (3) year term, but shall be entitled to reelection.

Starting in 2002 the Board shall contain five (5) members elected for three (3) years, five (5) members elected for two (2) years and five (5) members elected for one (1) year. Thereafter, all subsequent terms shall be for three (3) years.

Section 3. - Ex-Officio Members

The Board reserves the right to add non-voting ex-officio members to accomplish the purposes of the corporation.

Section 4. - Executive Committee (revised December 2006)

The Executive Committee shall be made up of the following officers who shall also serve on the Board of Directors: President, President-Elect, Past President, Secretary, and Treasurer. The Executive Director shall also sit in on these meetings with a voice but no vote with the exception of the discussion of matters relating to the Executive Director.

Section 5. - Meeting Attendance

Any director who fails to attend three (3) consecutive meetings will automatically be dropped from the board unless the board of Directors determines that there were extenuating circumstances that caused the absence.

Section 6. - Quorum

Two thirds (2/3) of the voting members of the board of Directors shall constitute a quorum for any action or meeting. Actions by a quorum are binding on the corporation.

Section 7. - Board Meetings

- (a) The Board of directors shall meet at least quarterly and/or at any other time(s) as determined by the President or quorum of the board of Directors.
- (b) The Executive committee shall meet as needed.

Section 8. Board Vacancies

If a position on the Board of Directors is vacated more than 120 days before the Annual Meeting and notice of vacancy is provided to the Board, the Executive Committee can appoint a person to serve the remainder of the term. (Added 2011)

ARTICLE IV

Officers (Revised 2006)

Section 1. - Officers

The officers of the Corporation are: President, President Elect, Past President Secretary, and Treasurer.

Section 2. - Duties

All officers shall perform the duties indicated by their respective office. They shall be responsible to the entire Board. Other duties and powers can be designated as prescribed in these bylaws or by the Board of Directors.

Section 3. - President

It shall be the duty of this officer to preside at all meetings of the organization, to act as President of the Board, to countersign all contracts and other instruments of the organization and to have general leadership and supervision over affairs of the Corporation. The President will move into the office of Past President at the next annual meeting. They will have to be re-elected to the Board of Directors if their term has expired.

Section 4. President-Elect

The President-Elect will preside over meetings when the President is absent. The President-Elect shall also perform those duties as specified by the President or the Board. In the event the office of President becomes vacant, the President-Elect shall become President until the next annual meeting. The Board of Directors will then elect a new President-Elect to serve as President-Elect until the next annual meeting. The President-Elect will move into the office of President at the next annual meeting. They will have to be re-elected to the Board of Directors if their term has expired.

Section 5. – Past President

The Past President will preside over meetings when the President and President-Elect are absent. The Past President shall also perform those duties as specified by the President or the Board. In the event the office of Past President becomes vacant, the office will remain vacant until the next Board of Directors Meeting. The Board of Directors will then elect a new Past President to serve as Past President until the next annual meeting (consideration should be given to selecting someone who has served as president of the board in the past). The new Past President will serve

in this office until the next annual meeting.

Section 6. - Secretary

It shall be the duty of the Secretary to have recorded the true and accurate minutes of the meetings and any other duty as specified by the president or the board.

Section 7. - Treasurer

The Treasurer shall be bonded if required by the board. A written financial report shall be prepared and distributed by the Treasurer at Executive and Regular meetings as requested by the Board of Directors.

Section 8. - Executive Director

There may be an Executive Director, who shall be compensated employee appointed by and serving at the pleasure of the Board of Directors of the Lanier Canoe & Kayak Club, Inc. The compensation of the Executive Director shall be determined by the board of Directors. Semi-annual performance reviews shall be performed with all compensated staff by the president of the board following consultation with the Executive Committee in Executive Session.

The duties of the Executive Director shall include the general management of the operation and affairs of the Lake Lanier Canoe & Kayak Club, Inc. under the governance of the Board of Directors and the President, and also such other duties and responsibilities as may be assigned by the board from time to time. Candidates for the Executive Director position shall be entitled to a formal, written job description to be determined by the Executive committee and the Board of Directors. The Executive Director and coaching staff shall, at all times, seek to set an example of dedication to excellence and sportsmanlike conduct.

The President shall have the power to perform the duties and functions of the Executive Director whenever the Executive Director is absent, unavailable or otherwise incapacitated to act.

ARTICLE V

Membership

Section 1. – Membership (Revised 2005) (Revised 2012)

There shall be two (2) classes of membership.

1. Voting Members

(a) **Regular Members** are defined as active competitive sprint team members and masters paddlers at the time of a vote. Parents or guardians of minors are allowed one vote per minor for sprint team members. Membership fees shall be established annually by the Board of Directors. Membership shall be open to any person who is at least 21 years of age who supports the purposes, mission and objectives of the corporation. Regular members are entitled to vote.

(b) **Recreational Members** are voting members.

(c) All members must be in good standing (all fees paid and no active disciplinary actions) to vote.

2. Non Voting

(a) Other persons participating in LCKC programs as Pre-Team, Middle School, Day Camp, Dragon boat, and 6 month masters are considered **program participants**, not members. They do not vote.

Section 2 – Membership Certificates

The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

Section 3 – Annual Meeting (revised December 2006)

An annual meeting of the membership shall be held in the month of December in each year beginning with the year 1996. The Board of Directors shall determine the time, date, and place of the meeting. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

Section 4 – Special Meetings

Special meetings of the members may be called by the President of the Board of Directors.

Section 5 – Notice of Meetings

Written notice shall be mailed to each member, not less than ten (10) days nor more than thirty (30) days before the date set for the annual meeting and not less than ten (10) days before the date of any special or regular meeting. Such notice shall state the place, day and hour of the meeting. Notice for an annual meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

Section 6 – Quorum

At least twenty-five percent (25%) of the regular members must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

Section 7 – Voting

At all meetings, except for the election of officers or trustees, the membership will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. No member may vote by written proxy.

ARTICLE VI

Fiscal Management

Section 1 – Fiscal Management

The fiscal year of the Corporation shall be from January 1 to December 31, or as set by the Board of Directors from time to time.

Section 2 – Bank Accounts

- a) All funds received by the Corporation shall be credited to the organization and placed in depositories approved by the Board of Directors.
- b) Checks shall be issued for obligations owed by the organization only when they are within the provisions the budget adopted by the Board of Directors.
- c) The Board of Directors shall authorize, at its discretion, the bonding of officers and staff having access to funds of the organization.
- d) The accounts of the organization shall be audited by an independent auditor after the close of the fiscal year or in accordance with the requirements of funding and these Bylaws.
- e) The income and property of the organization shall be devoted exclusively to the purpose of the program as set out in the Articles of Incorporation and Bylaws.
- f) A financial report will be prepared by the Treasurer and presented to the Executive Committee and Regular Board members at the regularly scheduled Board meeting.
- g) The Board of Directors shall authorize a minimum of two (2) signatures on all checking accounts and draw up a resolution reflecting such signers from any two of the following officers: Executive Director, President, Past President, President Elect, Treasurer, and Secretary. (Revised 2006)
- h) No member may authorize or obligate the organization for any services or monetary compensation without the expressed written consent of the President or Board of Directors.
- i) No member may sell; use any material, trademarks, documents, products, etc., unless authorized by the President of the Board of Directors.

ARTICLE VII

Committees

Section 1 – Standing Committees

The following are the standing committees of the Corporation:

Revised August, 2012

a) Executive Committee

The Executive Committee shall be made up of the following officers: President, Past President, President Elect, Secretary, Treasurer and Executive Director.
(Revised 2006)

b) Sprint Committee

The Sprint Committee shall be responsible for planning and coordination of all efforts of the Corporation with respect to Sprint Canoeing and Sprint Kayaking and the Junior Olympic Program.

c) Recreation Committee

The Recreation Committee shall be responsible for planning and coordination of all whitewater, touring, and recreational activities of the Corporation.

Section 2 – Committee Chairs and Other Committee Officers

The President or the Board of Directors shall appoint all committee chairs, vice chairs, secretaries, financial officers, and activities chairs of each standing committee.

Section 3 – Special Committees

The President shall have the right to appoint any special committees as needed by the Corporation.

Section 4 – Nominating Committee

At the July Board Meeting of each year, the President shall appoint a nominating committee consisting of five (5) members of the Corporation. A report of the proposed board and officers will be approved by the Board of Directors. The nominating committee shall then issue its report to the membership on or before September 15 of each year for the officers of the Corporation and for the members of the Board of Directors. The officers and the board member shall be elected at the annual meeting. Nominations may be taken from the floor for any officer or Director position, but any nomination shall have at least two (2) seconding nominations.
(Revised in 2006)

ARTICLE VIII

General

Section 1 – Waiver

Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

Section 2 – Contravention

Nothing in these Bylaws shall contravene applicable laws, rules and regulations, procedures or policies of any governmental agency.

Section 3 – Parliamentary Procedures

The latest revision of Roberts Rules of Order shall govern the parliamentary procedures of all meetings of the Corporation and of committees, where not in conflict with these Bylaws.

ARTICLE IX Indemnification

To the extent properly permitted by law, the Board of Directors shall provide for the indemnifications of any board member, staff member or committee member. Each will be indemnified by the Board for any suit, administrative sanction and costs thereto as a result of carrying out duly authorized and approved words, programs and activities within the scope of their duties. However, the organization will not indemnify or be liable to reimburse or defend any director, member or staff, which overreach the scope of delegated authority or responsibility and who recklessly, wantonly and willfully carried out an act.

ARTICLE X Amendments

The regular members shall have the power by a two-thirds (2/3) vote of a quorum (as defined by Article V, Section 7) to alter, amend or repeal these Bylaws. Said proposed amendments shall be first approved by the LCKC Board of Directors in writing and available to each member at least ten (10) days before voted upon. (Revised in 2006)

ARTICLE XI Dedication of Assets

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable, community, benevolent, youth and educational purposes. No part of the net earning properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable, benevolent, community and educational purposes, which has established its tax-exempt status under Internal Revenue Code Section 501c3.

The ratification of these Bylaws was confirmed on October 21, 2001 and amended on October 23, 2005 and December 3, 2006.

ARTICLES OF AMENDMENT

Name of the Corporation:

Lanier Canoe and Kayak Club, Inc. 58-2115220
Gainesville, Georgia

1. Article "Three" to be deleted in its entirety.
It presently reads as follows:

"The Corporation shall be organized and operated as a nonprofit corporation pursuant to the provisions of the Georgia Nonprofit Corporation Code. It shall be organized and operated exclusively for charitable, benevolent, social, community and educational uses and purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and to foster national and international amateur sports competition. In furtherance of such purposes, the Corporation shall have full power and authority to perform all acts necessary or incidental to its purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code."

"The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively benevolent, social, educational and charitable and are entitled to benevolent, social, educational and charitable status under Sections 501 (c) (3) of the Internal Revenue Code."

It is to be replaced with the following:

"The purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law."

2. Article " Four (c) " to be deleted in its entirety.
It presently reads as follows:

"Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170 (c)(2) of the Internal Revenue Code."

"It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and by the Bylaws of the corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent."

It is to be replaced with the following:

"Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law."

3. Article "Nine" to be deleted in its entirety.
It presently reads as follows:

Dissolution of Corporation

“In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the country in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporations or its assets.”

It is to be replaced with the following:

Dissolution of Corporation

“Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the country in which the principal office of the organization is then located, exclusively for such purposes.”

The above listed changes were approved by a vote of the Directors on September 18, 2002, in accordance with the provisions of Code Section 14-3-1003.

Rod Finlayson – President

Richard Hagler – Vice Chairman – Sprint

Gene Teany – Vice Chairman – Recreation

Ruth Demby - Secretary

Margaret Santa - Treasurer

Mitch Cohen

Nancy Carrillo

Lynda Price

Barbara Griffeth

Ray Santa

Carl Phillips

Leslie Brass

Aubrey Taylor

Margot Mickle

Charlotte Williams

Connie Hagler, Executive Director