

BYLAWS OF LAKE LANIER ROWING CLUB, INC.

ARTICLE I

Name/Office/Seal

Section 1. - Name

The name of this Corporation shall be known as "LAKE LANIER ROWING CLUB, INC".

Section 2. - Office

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

Section 3. – Corporate Seal

The corporate seal shall be shown by the impression hereon. It may be used by causing it or a facsimile thereof to be impressed, affixed or attached in any other suitable manner.

ARTICLE II

Purpose/Mission/Objectives

Section 1. - Purpose

LAKE LANIER ROWING CLUB is organized and shall be operated exclusively for charitable, educational, benevolent and community purposes and for the promotion of the sport of rowing, at both the amateur and elite levels—all 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 therefrom shall inure to the benefits of any person having personal or private interest in the activities of the Club. 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

The Mission of LAKE LANIER ROWING CLUB is to promote the enjoyment of the sport of rowing.

Section 3. - Objectives

The objectives of LAKE LANIER ROWING CLUB are:

- To provide rowing programs for the full spectrum of the community, youth through adults, recreational to elite, spectators to participating rowers.
- To manage a world-class rowing facility.
- To develop alliances between the rowing entities in Georgia and the Southeast.
- To develop relationships with US Rowing and FISA to identify joint projects utilizing the facilities and resources of the Lake Lanier Olympic Center.

ARTICLE III

Membership

Section 1. – Membership Classes

Any person who shall desire to participate in or support recreational or competitive rowing as outlined in Article II of these Bylaws shall be eligible for membership in the Corporation and may become a member based on the rules in this Section. There shall be five (5) classes of membership. Dues establishment for each class of membership is described in Article III, Section 2. As determined by space availability, Rowing and Youth Members may store shells at the boathouse subject to approval by the Executive Director. The Board may define additional rights and benefits and associated fees for any membership category. Only Rowing, Honorary, and Associate Members shall have full voting rights as well as the right to hold office.

- 1) ROWING MEMBER. Rowers age 18 and over are eligible for this class of membership. In addition to payment of dues, volunteer hours are required, as established by the Board, based on anticipated Club activities for each year. Members may choose an increased dues payment to take the place of the valued volunteer time expected of these members. Dues may be discounted for additional family Rowing Members. Benefits include the use of club equipment, coaching during scheduled practices and invitations to participate in appropriate Club activities.
- 2) YOUTH MEMBER. Rowers under the age of 18 are eligible for this class of membership. Fees shall be set in consultation with the Board. The use of Club equipment and the frequency of coaching shall be determined by the Executive Director.
- 3) ASSOCIATE MEMBER. Parents of Youth Members and other non-rowers who wish to support the Club shall pay dues as appropriate for this class of membership. Benefits include invitations to participate in appropriate Club activities such as regattas hosted at the Lake Lanier Olympic Center. Regatta support training and involvement in regatta management is available for those interested.
- 4) AFFILIATE MEMBER. In fulfillment of its commitment to maintain the legacy of the Olympic Sport of Rowing, the Club may offer limited benefits to Training Center Athletes (TCA), remote Race Team athletes, guests and other visitors. An individual agreement for fees and/or volunteer service will be negotiated by the Executive Director according to guidelines set by the Board.
- 5) HONORARY MEMBER. The Club may bestow honorary membership on friends of the Club who have made or may make significant contributions to the Club.

Section 2. – Membership Requirements

The dues structure shall be established by the Board of Directors in the following manner: if there is potentially to be an increase in the dues for a subsequent year, the possibility of that occurring shall be discussed in a Board of Directors meeting and then shall be presented to the club membership at a Club Meeting for discussion. Following this, the Board shall make the final decision about the dues structure; this information shall be formally announced to the club membership at the Annual Club Meeting prior to the increase taking effect, as well as through normal Newsletter and membership dues mailings. If the dues are to remain the same, or to decrease, these facts only need to be announced at the Annual Club Meeting and in normal mailings. The corporation shall make every effort to include members who may have financial difficulty in paying membership dues. Any discount of dues shall be proposed by staff and signed by the Treasurer.

Members are required to sign a waiver of liability and to pass a swimming float test as determined by the Board of Directors. Float tests must be renewed every three years. Members agree to acknowledge that after being accepted as a member in LAKE LANIER ROWING CLUB that they are subject to being required to reimburse LAKE LANIER ROWING CLUB for damages they may cause to any Club equipment or facilities. LAKE LANIER ROWING CLUB is not required to provide insurance for personal equipment and will only

provide limited liability and accidental insurances where provided by organizational coverages by the U.S. Rowing Association.

A member in good standing shall be defined as a member who has no unpaid obligations owing to the corporation more than 30 days from the date of billing and is in compliance with the volunteering policy. Annual membership dues are considered billed on January 1 of each year.

A person who has not been a member previously shall become a member upon payment of the membership dues established by the Board for new members.

Section 3. – Resignation

Any member may resign as such at any time by written notice to the Secretary of the Corporation. No refund of club dues shall be extended to members who resign except by approval of 2/3 by the Board of Directors. An individual who fails to make payment toward his/her dues after three written notices by the Treasurer and who does not notify the Treasurer of his/her reason for non-payment will be considered to have resigned.

Section 4. – Termination

An individual who does not abide by LAKE LANIER ROWING CLUB Bylaws, does not abide by the rules and regulations pertaining to Club equipment and facilities, does not fulfill in a satisfactory manner his/her chosen volunteer obligation, intentionally avoids payment of Club dues and assessments, or engages in conduct prejudicial to the best interests of the corporation can have his/her membership revoked. Revocation of membership can only be accomplished by 2/3 vote of a quorum of the Board and after an investigation and hearing of why the member should be terminated. A member thus terminated shall have right of appeal to the full membership. A member whose membership status is under investigation must receive written notice from any of the four Officers of the Club 30 days before revocation may be determined. In addition, the Club may seek a reimbursement for damages from any member whose membership is terminated. Failure to make progress towards the payment of reimbursements determined by the Board of Directors for any damages from a terminated member may result in legal action by LAKE LANIER ROWING CLUB.

Section 5. - 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 6. - Monthly Meeting

The Members of the Corporation shall meet monthly at times and locations established by the Board of Directors.

Section 7. - Annual Meeting

An annual meeting of the membership shall be held in November each year. The Board of Directors shall determine the time and place of the meeting and may change the date to avoid legal holidays. 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 8. - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or the Secretary upon written request of three (3) or more members.

Section 9. - 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. 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 all special meetings or any other meeting of the members shall be given in writing, in person or by telephone to the members at least five (5) days before the date of any such meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Section 10. - Quorum

At any meeting of the members of the Corporation the voting members of the Corporation who are present shall constitute a quorum for all purposes, except when otherwise provided by law, the Corporation's Certificate of Incorporation, or these bylaws. If a sufficient number of members are not present to constitute a quorum, the members present may, from time to time, adjourn the meeting until a quorum is obtained.

Section 11. - Voting

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

ARTICLE IV

Officers

Section 1. – Officers

The officers of the Corporation are: President, Vice President, Secretary, Treasurer, together with any other administrative officers which the Board of Directors may see fit in its discretion to provide for by resolution entered upon its minutes. It shall not be necessary for other administrative officers, if prescribed for as aforesaid, to be members of the Board of Directors. All Officers shall serve a term of one (1) year, unless sooner relieved by the Board of Directors.

Section 2. – Duties

All officers shall perform the duties indicated by their respected 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. – Elections

Elections for Officers will be held at the annual meeting in November of each year. To be elected, an individual must win a majority of the votes cast by those members present and voting. Twenty-five (25) percent of the voting members of the corporation will constitute a quorum for electing Board members. When there are three or more nominations for an office, and after voting no one has a majority of the votes cast, a runoff between the top two candidates polling the most votes will be held. Election will be by secret ballot only. Newly elected Officers will assume office on the first day of January following the election. All board members must be members in good standing.

Section 4. – Vacancies

If an Officer resigns his office, dies while in office, is removed from office or is otherwise unable to serve for whatever reason, an election will be held at the next general membership meeting to fill the vacated office with the exception of the office of the President. In the event the office of President becomes vacant, the Vice President shall become President until the next meeting of the Board of Directors when a new President shall be elected by the Board

to serve as President until the end of the term. The order of succession will be Vice President, Treasurer and Secretary.

Section 5. – 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.

Section 6. – Vice President

The Vice President shall perform additional duties as specified by the President or the Board. He or she shall also consider succeeding the President.

Section 7. – Secretary

It shall be the duty of the Secretary to have recorded the true and accurate minutes of the meetings. The Secretary shall also be responsible for notifying members of meetings in the manner prescribed by these Bylaws and any other duty as specified by the President or the Board.

Section 8. – Treasurer

The Treasurer shall oversee the financial transactions of the corporation. 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 Board meetings as requested by the Board of Directors.

Section 9. – Removal of Officers

Upon the motion of 2/3 of the Board of Directors, any officer may be recalled and his official capacity and responsibility terminated immediately. Within fourteen (14) days from the recall vote, a new election shall be held pursuant to Article IV, Sec. 3.

ARTICLE V

Board of Directors

Section 1. - General Powers

It shall be the duty of the Board of Directors:

- To determine the policy of the Corporation.
- To regulate, supervise, and manage the operation of the Corporation. All duties shall be carried out in the best interests of the Corporation.
- To exercise all other organizational powers and acts conferred by Georgia law and contained in these by-laws and the Corporation's Articles of Incorporation.
- To keep a complete record of all its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of the Corporation.
- To install such a system of bookkeeping and auditing that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Corporation.
- To hire a staff person or persons to carry out Club business, if desired
- To appoint an Executive Director who will have duties as defined by the Board of Directors

Section 2. – Election

The Board of Directors shall be elected annually by the members at the annual meeting or at a special meeting in lieu of the annual meeting. All Directors shall hold office for one (1) year, beginning in January each year. Any vacancy in the Board may be filled by the Directors. No

director may serve consecutively on the board in any capacity for more than six (6) years. No more than one family member may serve on the Executive Committee simultaneously.

Section 3. - Number and Qualifications

The Board of Directors shall consist of no more than fifteen (15) regular members, four (4) of whom are the officers of the Corporation as set forth in Article IV, Section 1. Each Board member will serve a one year term, unless otherwise determined by a vote of the majority of the Board. Every Board member shall be entitled to reelection.

Section 4. - Ex-Officio Members

The Board may elect non-voting ex-officio members to the Board at any time during the year to accomplish the purposes of the Corporation. Ex-officio Board members represent internal offices, positions or committees within the Club or external organizations with which the Club does business or desires representation.

Section 5. - Executive Committee

The Executive Committee shall be made up of the following Officers who shall also serve on the Board of Directors: President, Vice President, Secretary, and Treasurer.

Section 6. – Duties

Officers' duties as described in Article IV.

Other Board positions include: Past President, Membership, Events/Regattas, Publicity, Operations/Equipment, Facilities, Sponsorship and Fundraising, Powerboat Fleet, and three (3) At-Large.

- Vice President – The duties of this position are specified in the bylaws.
- Past President – As Past President, the previous year's President has an automatic voting seat on the Board, with no specific duties except to support the new President and Board in an advisory capacity. Past President may fill any additional Board position if elected by the membership to do so.
- Membership – The Membership Chair shall oversee Club activities pertaining to acquisition and retention of members. Other responsibilities include operation of the Mentor Program and the Newsletter, and any other duty as specified by the President of the Board.
- Events/Regattas – The Events/Regattas Chair shall oversee planning and execution of major Club-sponsored events, and perform any other duty as specified by the President of the Board.
- Publicity – The Publicity Chair is responsible for timely dissemination of Club information to appropriate media outlets and any other duty as specified by the President of the Board.
- Operations/Equipment – The Operations/Equipment Chair oversees Club regulations to ensure safe and efficient use of facilities and equipment. Operations/Equipment is also responsible for monitoring the condition of the equipment and arranging for its maintenance and/or repair when necessary, and any other duty as specified by the President of the Board.
- Facilities – The Facilities Chair oversees the maintenance of the facilities used by the Club and its members, and any other duty as specified by the President of the Board.
- Sponsorship and Fundraising – the Sponsorship and Fundraising Chair is responsible for developing programs and activities to raise money for the club.
- Powerboat Fleet – the Powerboat Fleet Chair is responsible for operations and maintenance of the Powerboat fleet.
- At-Large – Two (2) At Large positions may be elected by the membership at the annual meeting. The other one (1) may be elected by the Board at the January Board Meeting. At-Large Board members have no specific duties, but may be called upon to perform Club duties at the discretion of the President of the Board.

Section 7. - Board Meetings

- a) The Board of Directors shall meet monthly on a schedule set at the January meeting 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 at such times as needed.

Section 8. – Notice of Meetings

Notice of regular or special meetings of the Board of Directors may be given verbally, by telephone, or by written notice, provided sufficient time is given each Director to attend such meeting; provided, however, that any meeting may be held upon five (5) days' notice in any event.

Section 9. – Action By Consent

Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10. - Meeting Attendance

Any Director who fails to attend four (4) 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 11. - Quorum

A majority 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 12. – Compensation

No member of the Board of Directors shall receive any compensation for services as a Director. No officer, agent or member of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 13. – Resignation and Removal

Any Director may resign by delivering written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. A quorum of members of the Corporation at any meeting, either general or special, may remove any Director and fill the vacancy thereby created. Such person selected to fill said vacancy shall hold office until his or her successor shall be elected and qualified or until he or she be sooner removed as herein provided.

Section 14. – Vacancies

If a Director resigns his or her office, dies while in office, or is otherwise unable to serve out his or her term, an appointment may be made at the next Board meeting to fill the vacancy until his or her successor shall be elected and qualified by the membership at the next regular meeting.

ARTICLE VI

Committees

Section 1. - Standing Committees

The following are the standing committees of the Corporation:

a) Executive Committee

The Executive Committee shall be made up of the following Officers and Board Members:

President, Vice President, Secretary, and Treasurer.

The Executive Committee shall conduct reviews of the Executive Director and also shall execute decisions delegated to them by the Board.

b) Finance Committee

The Finance Committee shall be made up of at least three members of the Corporation, of which one shall be the treasurer.

The Finance Committee shall perform duties specified in these bylaws and those assigned by the Board.

c) The Sponsorship and Fundraising Committee shall be made up of at least three members of the Corporation, of which at least one shall be a board member.

The Sponsorship and Fundraising Committee shall develop programs and actions to raise money for the Corporation.

d) The LLRC Joint Venue Committee representatives shall be made up of the President, the Executive Director, and two Members appointed by the President

The Joint Venue Committee shall fulfill duties as specified in the Joint Venue Committee Charter

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 activity 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 September Board Meeting of each year, the President shall appoint a Nominating Committee consisting of three (3) members of the Corporation, including at least one current Board member. The Nominating Committee shall issue its report after approval by the Board of Directors to the membership on or before November 1, including a list of candidates for the Board of Directors. Board members shall be elected by the membership at the annual meeting. The only Board positions not to be filled by election at the annual meeting are Past President and one (1) of the At-Large positions. Additional Board nominations may be taken from the floor at the annual meeting. Any of these additional nominations shall have at least two (2) seconding nominations.

ARTICLE VII

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 of 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 Finance Committee shall recommend a process for auditing the accounts of the organization after the close of the fiscal year. Independent audits will be conducted in accordance with any requirements of funding sources.
- e) The income and property of the organization shall be devoted exclusively to the purposes and programs set out in the Articles of Incorporation and the 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: President, Vice President, Treasurer. The Executive Director may also be authorized by the Board as one of the two signers.
- h) At the Board's discretion, the Executive Director may be authorized as sole signer on checks drawn for amounts under \$500 and for amounts under \$1000 for items approved in the budget.
- i) No member may authorize or obligate the organization for any services or monetary compensation without the expressed written consent of the President (as directed by the Board of Directors) or the Board of Directors.
- j) No member may sell or use any Corporation material, trademarks, documents, products, etc., unless authorized by the President (as directed by the Board of Directors) or the Board of Directors.

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 indemnification 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 word, 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, who overreaches the scope of delegated authority or responsibility and who recklessly, wantonly, and willfully carries out an act.

ARTICLE X

Amendments

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a 2/3 majority of the Board of Directors present and voting, shall vote in favor of such alteration or amendment.

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.