

BYLAWS OF  
**RALEIGH DRAGON BOAT CLUB, INC.**

ARTICLE I - NAME AND PURPOSE

*Section 1 – Name:* The name of the organization shall be Raleigh Dragon Boat Club, Inc. It shall be a non-profit organization incorporated under the laws of the State of North Carolina.

*Section 2 – Purpose:* Raleigh Dragon Boat Club, Inc. is organized exclusively for the purposes set forth in its Articles of Incorporation which are filed with the State of North Carolina.

*Section 3 – Nature of Corporation:* Raleigh Dragon Boat Club, Inc. is established and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

ARTICLE II – OFFICES

The principal office and registered agent of Raleigh Dragon Boat Club, Inc. shall be located in Raleigh, North Carolina. The organization may have such other offices, within or outside the city of Raleigh as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the organization.

ARTICLE III – MEMBERSHIP

*Section 1 – Eligibility for membership:* Application for voting membership shall be open to any individual that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

*Section 2 – Membership levels:* The organization may have multiple levels of membership, to be defined in the membership application. Some membership levels may have restricted access to club activities including voting and member-only events; specific access levels will be described in the membership application.

*Section 3 – Annual dues:* Annual dues are based on the membership level selected by the member in the membership application. Annual dues may be changed each year by a majority vote of the Board. Continued membership is contingent upon the member being up to date on membership dues.

*Section 4 – Voting rights of members:* Some members, according to their membership level, are eligible to cast one vote in organization elections. Voting eligibility is contingent upon the member being up to date on membership dues.

*Section 5 – Termination and withdrawal:* All annual memberships terminate at the conclusion of each calendar year, or as defined in the membership application, and are renewed upon

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payment of dues. Withdrawing membership at any time during the calendar year shall not relieve said member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board due to unsportsmanlike conduct.

*Section 6 – Membership refunds:* No refunds of annual dues or other club fees will be given to any member, regardless of their participation, or lack thereof, at practices or events. Exceptions to this policy may be made at the discretion of the Board on a case-by-case basis.

*Section 7 – Non-voting membership:* The Board of Directors shall have the authority to establish and define non-voting categories of membership.

#### ARTICLE IV – MEETINGS OF MEMBERS

*Section 1 – Annual Meetings:* An annual meeting of the members shall take place in the last quarter of the year; the specific date, time, and location of which will be designated by the Board. At the annual meeting, the Board shall communicate election results, report on the achievements of the organization and provide the organization's direction for the coming year.

*Section 2 – Special Meetings:* Special meetings may be called by the President, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 3 – Notice of Meetings:* Electronic notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting.

*Section 4 – Quorum:* The members present at any properly announced meeting shall constitute a quorum. Proxies shall not be allowed.

*Section 5 – Voting:* Voting eligibility is determined by membership level and is also contingent on the member being up to date on membership dues. All issues voted upon by these members shall be decided by a simple majority. The voting method shall be determined by the Board in advance and may be in person at a scheduled meeting of members, by electronic ballot to be completed at a prescribed date and time, or a combination of the two. Proxy votes shall not be allowed.

#### ARTICLE V – BOARD OF DIRECTORS

*Section 1 – Board role, size, and compensation:* The Board of Directors is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the committees. The Board shall have up to 11 but not fewer than 5 members. The Board receives no compensation other than reimbursement for reasonable expenses required to fulfill duties of their role with the association.

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*Section 2 – Terms:* All members of the Board of Directors shall serve one-year terms, with the exception of the President and Treasurer, who shall serve two-year terms. A Board member's term starts at the beginning of the fiscal year following the election. A Board member may serve multiple terms, consecutive or nonconsecutive.

*Section 3 – Meetings and notice:* The Board shall meet at least 6 times per fiscal year at an agreed - upon time and place. An official Board meeting requires that each Board member receive email notification at least seven days in advance. Board meetings are open to all voting and non-voting members.

*Section 4 – Board elections:* Prospective Board members are chosen by the Nomination Committee. These prospective Directors, as well as any current Board members, shall be elected or re-elected by electronic ballot by voting-eligible members at least two weeks prior to the annual meeting. Directors will be elected by a simple majority of those voting. In the event of a tie, a second election will take place with the same majority rules.

*Section 5 – Nomination Committee:* A Nomination Committee, appointed by the President, shall be responsible for nominating a slate of prospective Board members representing the association's diverse constituency. The Nomination Committee shall make every effort to find multiple candidates for each open Board position, if suitable and willing candidates accept nomination. These candidates must come from the voting-eligible membership levels.

*Section 6 – Quorum:* A quorum of at least fifty percent of Board members is required for business transactions to take place and motions to pass.

*Section 7 – Directors and duties:* The Board of Directors shall include the following positions, each with voting rights: President, Captain(s), Secretary, Treasurer, and at least two Board Members-at-Large. No Director may hold more than one Director position at any given time. Specific Director duties are outlined in "Board of Directors Descriptions."

*The President* shall chair, convene, and preside over regularly scheduled Board meetings; appoint chairpersons of all Board committees; and such other responsibilities as provided in the bylaws or as may be directed by the Board of Directors.

*The Captain(s)* shall split all the duties of the President with remaining Board members in the absence of, or in the event of President's inability or refusal to act, and in doing so shall share authority and powers of, and shall be subject to all restrictions on, the President. Each team consisting of voting-eligible members will be represented by a Captain on the Board.

*The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements and calendar updates, distributing copies of agendas to each Board member and minutes to the constituency. The Secretary assures that all corporate records are maintained.

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*The Treasurer* shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer prepares and files required government financial reports and legal forms. The Treasurer may be the designated authorized signatory as appointed by the Board of Directors.

*Board Member(s)-at-Large* will attend Board meetings. They may be appointed to chair or be a member of Director-prescribed Committees. This position may choose to initiate additional projects on the Board.

*Section 8 – Vacancies:* When a vacancy on the Board exists mid-term, the secretary must receive nominations for new Director, the Board will appoint their own candidate, which will be voted on at the current or next Board meeting. Once the candidate is approved, he/she will fill the vacated position only until the end of the vacating Director's term.

*Section 9 – Resignation, termination, and absences:* Resignation from the Board must either be written or emailed to the Secretary and President. A Board member may be terminated from the Board due to excessive absences, defined as more than two unexcused absences from Board meetings in a fiscal year, to be removed by a three-fourths vote of remaining Directors. A Director may be removed for other reasons at the discretion of the Board by a three-fourths vote of the remaining Directors.

*Section 10 – Special Meetings:* Special meetings of the Board shall be called upon request of the President or one-third of the Board. Notices of special meetings shall be sent by the Secretary to each Board member at least three days in advance.

*Section 11 – Informal Action:* Any action may be taken without a meeting of the Board of Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE VI – COMMITTEES

*Section 1 – Committee formation:* The Board may create committees as needed to assist it in the performance of its duties as it considers appropriate. The Board President appoints all committee chairs.

*Section 2 – Duties:* Committee chairs are encouraged to attend Board meetings to submit proposals and/or reports. Committee chairs and members are expected to complete the duties assigned to them in a timely manner.

*Section 3 – Rules and Power:* Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors. Each committee shall have powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

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*Section 4 – Committee Resignation or Removal from Committee* : Any member of any Committee may resign at any time by (1) delivering a written resignation to his/her Committee Chairperson, the President, or to any other Director; or (2) by giving oral or written notice at any meeting of such Committee. Any resignation shall take effect at the time specified in writing. If a time is not specified, resignation will take effect upon delivery. Acceptance of a Committee member's resignation shall not be necessary to make it effective, unless otherwise specified in the resignation. The Board can choose to remove Committee members derelict in their duties by a majority vote.

## ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

*Section 1 – Execution of Corporate Instruments*: The Board of Directors may, in its discretion, determine the method and designate the authorized signatory or signatories or other agent or agents, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law.

Formal contracts of the organization, notes, and other evidences of indebtedness of Raleigh Dragon Boat Club, Inc. shall be executed, signed, and/or endorsed by such person or persons as the Board of Directors shall authorize to do so.

All checks and drafts drawn on funds to the credit of the organization shall be signed by such person or persons as the Board of Directors shall authorize to do so.

All funds of Raleigh Dragon Boat Club, Inc. shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

*Section 2 – Loans*: No loans or advances shall be contracted on behalf of the organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors.

## ARTICLE VIII – CONFLICT OF INTEREST

No contract or other transaction between Raleigh Dragon Boat Club, Inc. and one or more of its Directors, or between the organization and any other corporation, firm, association, or other entity in which one or more of the trustees or officers are Directors, or have a substantial financial interest, shall be approved by a vote of the Board of Directors or any committee thereof if such trustee or trustees or officer or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose.

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## ARTICLE IX – INDEMNIFICATION

Every person who is or shall have been a director of the Raleigh Dragon Boat Club, Inc. and his or her personal representatives shall be indemnified by the organization against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director of the organization or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director . “Costs and expenses” shall include, but without limiting the generality thereof, attorney’s fees, damages, and reasonable amounts paid in settlement.

## ARTICLE X – BOOKS AND RECORDS

Minutes of the proceedings of the Board of Directors and financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

## ARTICLE XI – FISCAL YEAR

The fiscal year for Raleigh Dragon Boat Club, Inc. shall begin on January 1 and shall end on December 31.

## ARTICLE XII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XIII – AMENDMENTS

These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on \_\_\_\_\_.

Signature #1: \_\_\_\_\_

(President)

Signature #2: \_\_\_\_\_

(Secretary)

Signature #3: \_\_\_\_\_

(Treasurer)

Signature #4: \_\_\_\_\_

(Captain)

Signature #5: \_\_\_\_\_

(Captain)

Signature #6: \_\_\_\_\_

(BOD member)

Signature #7: \_\_\_\_\_

(BOD member)

AMENDMENTS