

**BYLAWS OF
502 DRAGON BOAT COMMUNITY, INC., A NONPROFIT**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be 502 Dragon Boat Community, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Kentucky.

Section 2 — Purpose: 502 Dragon Boat Community, Inc. is organized exclusively for fostering national or international amateur sports competition and to provide education in the greater community specifically pertaining to the importance of exercise and physical fitness in disease prevention and management.

The purpose of the 502 Dragon Boat Community, Inc. is to:

- a) serve as ambassadors of the international sport of dragon boat racing;
- b) provide education, training and competition for a medley of paddlers and experience levels; and
- c) support the broader community through education and wellness promotion, sharing our guiding principles of community, compassion, courtesy, competition, and courage.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for Membership: Membership shall be granted upon the receipt of membership dues to individuals who meet and who complete the required membership forms.

Section 2 — Annual Dues: Annual membership dues shall be established by the Board of Directors. Continued membership is contingent upon membership requirements being current.

Section 3 — Voting and non-voting members: There shall be both voting and non-voting members

- a) Voting members: Shall consist of members of the Board of Directors.
- b) Non-voting members: The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board of Directors (the Board) is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have not fewer than six

members. The composition of the Board shall be the Executive Committee (Chair, Chair-Elect, Vice-Chair, Secretary, and Treasurer), committee chairs and members-at-large which may include representatives from teams within the Club. The Board of Directors receive no compensation other than reasonable expenses.

Section 2 — Terms: All Board Directors shall serve three-year terms, and are eligible for re-election for up to two consecutive terms.

Section 3 — Meetings and notice: The Board shall meet at least annually, at an agreed upon time and place. An official Board meeting requires that each Board Director have written notice at least two weeks in advance.

a) Persons Entitled to be Present: The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the Executive Director, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

b) Chair of the Meeting: The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Chair-Elect, Vice-Chair, Secretary, and Treasurer. In the event that the Chair of the board and the Vice-Chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 4 — Votes to Govern: At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. Votes on matters of business may be cast in person or by proxy, mailed-in ballot, or by means of telephonic or electronic communication that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Section 5 — Board elections: During the last quarter of each fiscal year of the corporation, the Board shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Board, called in accordance with the provisions of these bylaws.

Section 6 — Election procedures: New Directors shall be elected by a majority of the Board present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 — Quorum: A quorum must be attended by at least 40 percent of Board Directors for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: There shall be five officers of the Board, consisting of Chair, Chair-Elect, Vice-Chair, Secretary, and Treasurer, all of whom shall be Club members in good standing. The elected officers of the Board shall constitute the Executive Committee (see Article IV, Section 2).

- a) The Chair shall hold office for one year without immediately succeeding her/himself. The Chair-Elect shall hold office for one year and shall succeed the Chair. The Vice-Chair shall hold office for one year and shall succeed the Chair-Elect.
- b) The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Chair-Elect, Vice-Chair, Secretary, Treasurer.
- c) The Chair-Elect shall chair committees on special subjects as designated by the Board and shall act as chair of the Board in the absence of the Chair.
- d) The Vice-Chair shall chair committees as needed.
- e) 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, distributing copies of minutes and the agenda to each Director, and assuring that non-financial corporate records are maintained.
- f) The Treasurer shall make a report of the financial status of the Club at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, financial policy and procedure, help develop fundraising plans, and make financial documents available to the Board and the public. The Treasurer shall be responsible for assuring that financial corporate records are maintained.

Section 9 — Vacancies: When a vacancy on the Board exists, the Secretary must receive nominations for new Directors from present Board Directors two weeks in advance of a Board meeting. These nominations shall be sent out to the Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board Director's term.

Section 10 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. Board Director(s) shall be terminated from the Board due to excess absences (more than two unexcused absences from Board meetings in a year). Board

members occasionally miss meetings due to circumstances beyond their control such as illness, travel schedules, jury duty, or holidays. These will generally be considered "excused" absences. In all cases, board members are expected to notify the board of meetings they know they will miss. "Silent failure" (i.e. missing a meeting without notification) is unacceptable and considered an unexcused absence. A Board Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Director at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed, such as Finance (see Article IV, Section 3), Membership, Logistics, and Communication and Outreach. The Executive Committee will appoint all committee chairs. When membership is adequate, no Executive Committee member shall also be a committee chair, with the exception of the Finance Committee.

Section 2 — Executive Committee: The five officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least two other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Board Directors. The Board must approve the budget and all expenditures must be within budget. Any change in the budget or expenditures must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board and the public.

a) The Board of Directors may authorize any Officer besides the Treasurer or his/her agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the 502 Dragon Boat Community, Inc.. The authority may be general or confined to specific instances. Such authorizations are in addition to those authorized by these bylaws.

b) No loans shall be contracted on behalf of the 502 Dragon Boat Community, Inc. nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. This authority may be general or confined to specific instances.

c) All funds of the 502 Dragon Boat Community, Inc. not otherwise employed shall be deposited from time to time to the credit of the 502 Dragon Boat Community, Inc. in the bank or banks or other depositories as the Board of Directors may elect.

ARTICLE V — CONFLICT OF INTEREST POLICY

It is important for the 502 Dragon Boat Community, Inc., Directors, Officers and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the organization and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In the situations a person will sometimes owe identical duties of loyalty to two or more organizations. The purpose of the conflict of interest is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties.

Each member of the Board of Directors and staff of the organization has a duty of loyalty to the organization. The duty of loyalty generally requires a director or staff member to prefer the interests of the organization over the director's/staff's interest or the interests of others. In addition, Directors and staff of the organization shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the organization or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees who had oversight of said person with respect to the proposed transaction or arrangement.

Additionally, to avoid the appearance of conflict of interest, no two members of any family (blood relations) or household (marriage relations) may serve as voting members of the Board of Directors at any time. Blood relations are family members extending to mother, father, brother, sister, son, daughter, and grandmother or grandfather. Marriage relations include spouse, common-law partner, son or daughter-in-law, and mother or father-in-law.

Section 1 — Definitions

a) Interested person(s): Any director, principal officer, or member of a committee with Board delegate powers, who has a direct or indirect financial interest, as defined below, is an interested person

b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

c) Compensation: Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 2 — Procedures

a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board shall determine whether the association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy

a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 3 —Records of Proceedings

a) Minutes: The minutes of the governing Board shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b. The names of the person who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including

any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 4 — Compensation

- a) A voting member of the Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A member of the governing Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No member of the Board who receives compensation directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee formed by the Board regarding compensation.

Section 5 — Annual Statements: Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands that the organization is organized exclusively for fostering national or international amateur sports competition and to provide education in the greater community specifically of the importance of exercise and physical fitness in disease prevention and management.

Section 6 — Periodic Reviews: To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether any other business arrangements conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments of goods and services, further the intended purposes of the organization, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7 — Use of Outside Experts: When conducting the periodic reviews as provided for in Article 5 Section 6 above, the organization, may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI — STAFF

There shall be trainers and /or coaches and other ad hoc staff from time to time, who will be compensated for their efforts and expertise and in order to maintain its federal tax exemption, they must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Executive Director: The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director may vote on any issue before the Board of Directors that is not related to supervision or salary of the Executive Director position.

ARTICLE VII — AMENDMENTS

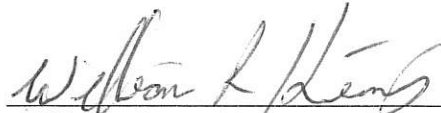
These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION


We, the undersigned, do hereby certify that the above stated Articles of Incorporation of 502 Dragon Boat Community, Inc. were approved by the board of directors on May 22, 2020 and constitute a complete copy of the Bylaws of the 502 Dragon Boat Community, Inc.




Brian Kopke, Chair
1702 Ruth Ave
Louisville KY 40205



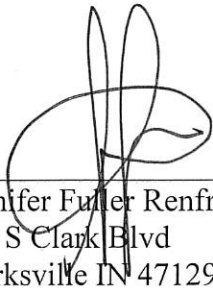
William King, Chair-Elect
4210 Springbourne Way Apt 204
Louisville KY 40241



4505 Shelvis Dr
Louisville KY 40216



Teresa Langebrake, Secretary
506 Parkwood Dr
Clarksville IN 47129



Jennifer Fuller Renfro, Treasurer
301 S Clark Blvd
Clarksville IN 47129