

Constitution

ADOPTED AT THE ANNUAL MEETING APRIL 28, 2007

CUSHING MEMORIAL PARK, INC

ARTICLE I – Name and Residence

The Name of this Corporation shall be Cushing Memorial Park, Inc., organized and existing under a charter filed with the Superior Court of Fulton County, Atlanta, Georgia

ARTICLE II – SEAL

The corporate seal of this Corporation shall be circular with the words “Cushing Memorial Park” in the upper periphery and “Atlanta, Georgia” in the lower portion with the word “Seal” in the center.

ARTICLE III – Objects and Purposes

The principal purpose of this club shall be to form a social and recreational facility for its members. These recreational pursuits shall include such activities such as boating and all its branches, promotion of water safety and code of ethics for the waterways, development of an active relationship with similar organizations and promotions activities tending to foster a spirit of helpfulness and good fellowship. This Club is not – and shall not be – maintained nor shall any of the subjects be pursued or undertaken for pecuniary profits.

ARTICLE IV – Burgee

Burgee shall consist of a winged delta in red superimposed on a white disk, same diameter as delta on the blue pennant.

ARTICLE V – Membership

Section I-Application Membership

Any US Citizen or legal resident shall be eligible to apply for membership in this club up to limits established by the By Laws.

Section II-Initiation Fee

There shall be an initiation fee collected from each member. The Board of Governors shall determine the amount of the initiation fee.

Section III- Assessment

There may be an annual assessment collectable from each member. The Board of Governors shall determine the amount of such assessment.

Section IV – Termination of membership

Membership in this club shall be terminated (1) by expulsion from the club for cause, (2) by voluntary resignation from the club.

Section V – Rights of Members

Members of this club upon payment of the membership fee, the initiation fee, and the annual assessment, if any, shall be entitled to all of the rights and privileges of the facilities maintained by the club but shall have no right or title or interest in any of the property or assets of the club except a right to vote at the meetings.

Section VI – Eligibility and Limits of Membership

Membership will consist of paid members as more particularly detailed in the By Laws. The membership will be capped at 350.

ARTICLE VI – OFFICERS AND BOARD OF GOVERNORS

Section I

The Officers of this club shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer who shall be elected by a majority of the club membership present or represented by ballot at the annual meeting and shall serve for a period of 12 months, or until their successors have been duly elected.

Section II

The Board of Governors shall consist of the officers and nine other members of the club. Three members will be elected at each annual meeting.

Section III

Officers shall rank in the order designated and must be active members of the club in good standing.

Section IV

The Board of Governors shall be elected from the active members in good standing.

ARTICLE VII – ELECTION OF OFFICERS AND BOARD OF GOVERNORS

Section I

Election of officers shall take place at the annual meeting to be held within approximately 60 days of the beginning of the fiscal year. Only members in good standing shall be eligible to vote. Officers shall hold office for 1 year or until their successors are elected or qualified. Vacancies on the Board of Governors (including officer vacancies) may be filled by the Board of Governors, at any regular or special meeting of the Board of Governors, notice of such meeting having been given to the members of the Board of Governors at least 10 days prior to such meeting.

Section II

Three members shall be elected to the Board of Governors annually to serve three years or until their successors have been duly elected.

Section III

Officers and/or Board of Governors shall be nominated by recommendation of the nominating committee or by an individual member and elected by majority vote or by authorized proxy. The nominee must agree on having his name in nomination. Any individual wishing to nominate an Officer or Board member must present the nomination in writing to the President or Secretary at least 60 days prior to the Annual Meeting and include a letter of consent from the nominee in order to ascertain that the nominee is eligible and willing to serve and to allow printing and distribution of the ballots.

ARTICLE VIII – DUTIES OF OFFICERS AND BOARD OF GOVERNORS

Section I

It shall be the duty of the President to act as Chief Executive Officer of the club, to preside at all Club meetings, to appoint all committee chairman and members (except such as are otherwise provided for), and to enforce the rules and regulations. He/She shall be an ex-officio member of all committees.

Section II

It shall be the duty of the First Vice President to assist the President in the discharge of his duties and, in his/her absence to act as President.

Section III

It shall be the duty of the Second Vice President to assist the President and the First Vice President in the discharge of their duties and in their absence to act as President.

Section IV

In the absence of the above- mentioned officers, then the Secretary then the Treasurer then a member of the Board of Governors as designed by the President shall act as President.

Section V

It shall be the duty of the Secretary to keep a correct roll of all members and the votes of the club, to keep full records of the proceedings of each meeting, to have custody of all reports, documents connected with the minutes of the club, give all notices of meetings and, in the case of special meetings, designate the business intended, notify the members of their election to office and their appointment to serve on a committee, to notify each member-elect of his election, furnish him with a book of the current year, notify the treasurer of the election of new members and to conduct correspondence of the club.

Section VI

It shall be the duty of the Treasurer to have custody of the funds of the club and collect all the fees and pay all bills contracted by the club when approved by the Board of Governors. He shall deposit all funds belonging to the club in such bank or other depository as may be approved by the Board of Governors. The Treasurer shall be bonded in the amount to be determined by the Board of Governors, premium of such bond to be paid by the club.

Section VII

The Board of Governors shall have control and management of all club property and funds. They shall also perform such duties as are hereafter specified. A quorum of the Board for the transaction of business shall consist of a majority.

ARTICLE IX – MEETINGS

Section 1

There shall be one membership meeting a year, which shall be held in the spring. This meeting shall be known as the annual meeting.

Section II

Special meetings shall be held as provided for in the By-Laws.

Section III

A quorum shall consist of 10 per cent of the membership for the transaction of business at any meeting of the club.

Section IV

Place of meetings shall be designated by the Board of Governors, one such meeting to be held annually within the State of Georgia.

Section V

Meetings of the Board of Governors will be held at the option of the President but no less than one meeting each quarter. The Board of Governors shall automatically remove any officer or governor who fails to attend four successive meetings.

ARTICLE X – VOTING

Section I

All active members in good standing may vote at all elections and upon all questions except such matters as pertain peculiarly to boat owners; such matters being voted upon only by owners of boats enrolled in the club.

ARTICLE XI – DEBTS

Section I

No indebtedness shall be incurred on behalf of the club unless approved by the Board of Governors.

ARTICLE XII – DISCIPLINE

Section 1

Any member – or members – having a complaint to make against another member or members of an infraction of the rules of the club or for conduct prejudicial to the welfare of the club shall report this claim in writing to the Board of Governors.

Section II

After receiving such complaint which must be set forth the facts of the case together with the names of witnesses, a meeting of the Board of Governors shall be held to investigate this claim and at such meeting, the party or parties charged with the offense shall receive at least 15 days notice of such meeting and may be heard in their own defense.

Section III

No member may be expelled from this club unless the Board of Governors approves such expulsion, provided that when such expulsion is approved, the aggrieved member shall have the right to appeal for reinstatement by majority vote in person or by proxy of the club membership. The President shall call a special meeting of the club membership for the purpose of voting on such appeal to be held not later than 30 days from the date of filing of the appeal.

ARTICLE XIII – By-Laws

Section I

The Board of Governors will adopt bylaws for executing the provisions of this constitution and to regulate its proceedings.

ARTICLE XIV – Amendments

Section I

This Constitution may be amended at any meeting of this club by two-thirds vote of the members in person or by proxy – the proxy constituting a quorum, provided notice of any such amendment be given to members of the club at least 30 days prior to the date of such meeting.