

BYLAWS OF CAPITAL CITY ROWING, INC.

Article I NAME AND OFFICES

- 1.1 Name:** The name of the corporation is Capital City Rowing, Inc. (“CCR”).
- 1.2 Offices:** The principal office of the corporation shall be located in Leon County, Florida. CCR may have such other offices within or without the State of Florida as the Board of Directors may, from time to time, establish.

Article II PURPOSE AND AUTHORITY

- 2.1 Purpose:** CCR is established for the purposes of providing opportunities for young people enrolled in middle or high school to participate in the sport of rowing for the development of rowing skills, physical fitness, self-motivation and initiative and a competitive spirit and sense of team work. CCR commits to fostering excellence in rowing, fitness, and character for each team member regardless of inherent athletic talent or rowing ability. The purposes for which the Corporation is formed are the educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- 2.2 Authority:** For the purposes provided in the Articles of Incorporation, and to these ends, the Corporation is authorized to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or to otherwise dispose of such property and to invest, re-invest, or deal with the principle or the income thereof in such manner as, in the judgment of the Directors, will best promote the purpose of CCR without limitation; except for such limitations, if any, as may be contained in the instrument(s) under which such property is received, the Articles of Incorporation, these Bylaws, or any other laws applicable thereto. In furtherance of its tax-exempt purposes, CCR shall have all general powers enumerated in Chapter 617, Florida Statutes.

Article III MEMBERSHIP

- 3.1 General:** The membership shall be divided into two categories as defined in this Article. Members in good standing shall be entitled to elect or remove members of the Board of Directors as set forth in Articles V. For these purposes, each member shall have one vote. The term “good standing” means any member that has paid his or her annual dues or is current with his or her monthly dues. Members not in good standing may not serve on the Board of Directors and shall be removed upon failing to timely pay monthly dues for more than one (1) month, without exception. Other issues may be brought to a vote of the membership of CCR by majority vote of the Board of Directors.
- 3.1(a) Category I Members:** Each family with one or more youth rowers with CCR is a member of CCR and has one vote to be exercised by a parent, or legal guardian, except that, in the case of rowers 18 years of age or older, the family may decide that the rower shall exercise the vote.
- 3.1(b) Category II Members:** Persons interested in supporting the purposes of CCR who do not have an active rower participating in the activities of CCR may become a member of the organization

upon fulfillment of an application and payment of dues established by the Board of Directors. Category II members shall not have any votes.

3.2 Termination of Membership: The Board of Directors shall suspend the membership of any member who is 60 days delinquent in payment of dues and such membership shall be terminated if payment dues is not brought current within 30 days of receiving notice.

3.3 Expulsion: Any member may be expelled by a 75% vote of the members of the organization at a specially called properly noticed meeting. A quorum must be present.

ARTICLE IV DUES, FEES AND FINANCES

4.1 General: The Board of Directors shall establish dues for all categories of membership in consultation with the Treasurer and the Finance Committee.

4.2 Fiscal Year: The fiscal year shall begin on July 1st and shall end June 30th of each year.

4.3 Special Assessments: A special assessment may be levied during the year to meet unusual expenses relating to the operation of the organization as determined necessary by the Board. The Board will determine the appropriate assessment methodology before the assessment is billed and will notify the membership in writing prior to inclusion of such an assessment on any dues invoice.

4.4 Bank Accounts: All funds of CCR shall be deposited into a checking and/or interest-bearing account to the credit of CCR in such banks, trust companies or other depositories as may be selected by the Board of Directors.

4.5 Audit/Financial Review: CCR accounts shall be audited or reviewed at least once annually by an independent Certified Public Accountant who shall be selected by the Board, and who shall provide a written financial report to the Board that shall be available to any member upon request.

4.6 Payments: Payments will be made in accordance with the financial policies as set forth by the board.

ARTICLE V BOARD OF DIRECTORS

5.1 Members: Members: There shall be a Board of Directors of not less than five and not more than 13 members. All members of the Board must be in good standing.

5.2 Election of Directors: All Board members shall be duly elected in December by the members of CCR by an affirmative vote of a simple majority of the membership, provided there is a quorum; except that one board member shall be appointed by the Board and shall be a parent of a novice rower, and one member shall be the immediate Past President. A quorum shall consist of at least fifty (50%) percent of the members in good standing. Nominations for the Board of Directors shall be accepted during the month of November by the Secretary of the Board.

5.3 Responsibilities: The Board of Directors shall be responsible for the management of all affairs of the CCR, and shall also have, but not be limited to, the power to:

- 5.3(a) Supervise and control the finances of the corporation;
- 5.3(b) Establish and approve an annual operating budget for the corporation;
- 5.3(c) Set the level of membership dues as provided in Article IV;
- 5.3(d) Annually elect the officers of the corporation as set forth in Article VI;
- 5.3(e) Perform other such duties as may be vested in it by these bylaws or the members of the corporation.

5.4 Removal and Vacancies: Any vacancy occurring on the Board may be filled by a specially called meeting of the organization whereby candidates may be proposed for election to the Board by the members in good standing. At a subsequent meeting, within 30 days, an election shall be held to fill any position vacated including officerships as well as directors. Both meetings are required to be held with a quorum present of the members of the organization.

Removal of a Board Member shall occur by a 75% vote of the members of the organization at a specially called properly noticed meeting. A quorum must be present.

5.5 Compensation/Reimbursement: The Directors shall serve without compensation for services rendered. Directors shall be entitled to receive reimbursement for expenses incurred in connection with rendering of services to CCR, provided that such reimbursement is approved by the Board of Directors.

5.6 Delegation: Except as otherwise provided in the Articles of Incorporation or these bylaws, the powers of Capital City Rowing shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors; provided, however, that the Board of Directors, through a vote of 75% of the Board Members, may delegate the performances of its duties or the exercise of any powers to such officers or agents, including any committees created or appointed by the Board of Directors, as the Board may from time to time designate in accordance with these bylaws.

ARTICLE VI OFFICERS

6.1 Officers/Directors: The Officers and Directors of Capital City Rowing shall be the President, Vice-President of Administration, Vice-President of Operations, Treasurer and Secretary. Each of these shall be elected as set forth in the aforementioned articles and shall take office effective May 1 of each year. During the December membership meeting, after the members of the incoming Board of Directors are elected, the new directors will select their officers. Nominations for officers may be accepted from the membership at any time.

6.2 Duties of the President: The President of Capital City Rowing shall be the Chief Executive Officer and have general charge of the affairs of the Corporation under the direction of the Board. The President shall preside at the annual meeting of the membership, all meetings of the Board and membership, and all meetings of the Executive Committee. The President shall perform such other duties as may be assigned to him/her by the Board or as prescribed by the Corporation or as contained in the Bylaws. The President may sign, with the Secretary or other officer duly authorized by the Board of Directors, any contracts or other documents, as authorized by the Board of Directors, the

Bylaws or by law. The President shall call all meetings of the Board of Directors and the membership in accordance with the provisions of Article VII. The President shall initially select all committee chairpersons and appoint the replacement of vacancies of committee chairpersons, but all such selections must be approved by a majority vote of the Board. The President may designate either the Vice President of Operations or the Vice President of Administration to perform the duties of the President during regular or special meetings of the Board.

6.3 Duties of the Vice President of Administration: The duties of the Vice President of Administration shall be to assist the President in performing his/her duties and to preside at meetings and carry out all other duties of the President in the case of the absence of or refusal of the President to carry out his/her duties. When performing the duties of the President, the Vice President of Administration shall have all the powers of, and be subject to all the restrictions upon, the President. Other duties performed by the Vice President of Administration include working with the Treasurer to resolve past due accounts, assist with fundraising activity coordination, registration related activities, work with school liaisons, and coordinating recruiting events. The Vice President of Administration shall perform such additional duties as may be assigned by the President or by the Board.

6.4 Duties of the Vice President of Operations: The duties of the Vice President of Operations shall be to assist the President in performing his/her duties and to preside at meetings and carry out all other duties of the President in the case of the absence of or refusal of the President to carry out his/her duties. When performing the duties of the President, the Vice President of Operations shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President of Operations shall perform such additional duties as may be assigned by the President or by the Board. The Vice President of Operations shall serve as chairman of the regatta committee, if created, and shall be responsible for the day to day regatta operations of the Corporation, including working with the Board and the coaches regarding all aspects of managing regatta support operations.

The Vice-President of Operations shall have the duty to recommend to the Board the employment of all coaches and other paid employees and/or contract members of the Organization.

Further, should there be a complaint made against any member, rower, officer, or director, the complaint shall be submitted to the Vice President for Operations in writing within 72 hours after the occurrence of the event giving rise to the complaint. The Vice President for Operations shall then conduct an investigation to be completed within seven (7) days and present a written recommendation and report to the Board of Directors within ten (10) days after the notification of the occurring event. The Board at a specially called meeting, shall consider the recommendation of the Vice President for Operations and shall take whatever action the Board deems appropriate.

The Vice President of Operations shall perform such additional duties as may be assigned by the President or by the Board.

6.5 Duties of the Secretary: The duties of the Secretary shall be to keep the records of the Corporation and to take and preserve the minutes of all meetings of the Board, including special meetings. The Secretary is responsible for distributing information to the membership as directed by the President or the Board. The Secretary shall perform such additional duties as may be assigned by the President or by the Board.

6.6 Duties of the Treasurer: The duties of the Treasurer shall be to compile, submit and preserve tax forms, financial and other related reports to the Board, to collect and deposit all funds due to the Corporation, to pay all bills of the Corporation, to keep an account of all receipts and disbursements, and to compile the annual budget for presentation to the Board. The Treasurer shall serve as chairman of the finance committee, if created, and shall be responsible for the day to day financial operations of the Corporation, including investing and disbursing all funds as directed by the Board. The Treasurer shall perform such additional duties as may be assigned by the President or by the Board.

ARTICLE VII MEETINGS

7.1 Regular Meetings: The Board of Directors shall hold a regularly scheduled meeting once a month at a time, date and place designated by the Board of Directors. Written notice shall be sent not less than two (2) nor more than twenty (20) days prior to the scheduled meeting date. Notice by email shall constitute written notice.

7.2 Special Meetings: The President or three (3) members of the Board of Directors may call a special board meeting and the President, with a majority vote of the Board of Directors, may call a general membership meeting at any time. Notice of such meeting(s) or any deviation from the designated meeting schedule, as outlined in this Article, shall be sent by the Secretary to each member of the Board and the general membership at the address most recently provided to the Secretary, and shall, to the extent possible, include the meeting agenda. Such notices shall be sent at least one week prior to the meeting. The President may call a meeting of the Executive Committee at any time.

7.3 Meeting Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the Board of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Except as otherwise provided in these bylaws, or in the Articles of Incorporation of CCR, or by law, any action of the Board shall take an affirmative simple majority vote of 50% of the Board of Directors present at any meeting called in accordance with these bylaws at which a quorum is present.

7.4 Meeting Participation: Members of the Board of Directors may participate in the meeting of such board by means of a conference telephone or other communications equipment so long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In addition, any action taken by written action or electronic transmission of the members of the Board of Directors, in which at least a majority of such directors, in writing, indicate themselves in agreement, shall constitute a valid action of the board if reported at the next regular meeting of the board.

ARTICLE VIII COMMITTEES

8.1 Executive Committee: To assist in the management of the affairs of the Corporation, there shall be an Executive Committee consisting of the President, Vice President of Administration, Vice President of Operations, Secretary, Treasurer, and one Executive Committee Member-At-Large. The Member-At-Large shall be selected by the Board of Directors at the first meeting of the Board of Directors held of the new term of officers and directors. The immediate Past President shall serve as

a non-voting ex-officio member of the committee and will vote only in the event of a tie. The Executive Committee shall have the power to take actions necessary to govern the Corporation except that the Executive Committee shall not have the power to: (1) fill vacancies on the Board of Directors or any committee thereof, or (2) adopt, amend or repeal the Articles of Incorporation or By-Laws. The Executive Committee shall keep specific and detailed minutes of all meetings and present those minutes and all actions at the next Board meeting for approval. The full Board may vote to override any decision made by the Executive Committee by a simple majority.

8.2 Other Committees: Standing and ad hoc or special committees of the Board may be established by the Board with or without any vote by the Board. Members of any committee of the Board, except the Executive Committee, shall be appointed by the committee chairperson, with approval from the Board to occur at the next regularly scheduled meeting. Vacancies on any committee shall be filled by the committee chairperson, with approval from the Board to occur at the next regularly scheduled meeting.

Article IX AMENDMENTS

9.1 Amendments to the Articles & Bylaws: The Articles of Incorporation and the Bylaws of the Corporation may only be amended or repealed by a simple majority vote of members in good standing present at a meeting noticed pursuant to Article VII, Section 7.2.

9.2 Amendments to the Bylaws: The By-Laws of the Corporation may be amended or repealed by a majority vote of the members present at a duly called Board meeting in which a quorum is present.

Article X OTHER

10.1 The Board of Directors may by electronic or written communication, authorize any officer or officer(s) or agent(s) of CCR, in addition to the officers authorized by the bylaws, to enter into any contract or to execute and deliver any instrument in the name of CCR that has previously been approved by the Board. Such authority may be general or confined to a specific instance.

10.2 The Board of Directors may accept on behalf of CCR any contribution, gift, bequest, or devise of any property for the general and special purposes of CCR. The Board of Directors may reject any contribution, gift, bequest, or devise of any property for any reason.

10.3 Records: CCR shall prepare and maintain correct and complete books and records or other historical documentation of accounts and shall keep specific and detailed minutes of meetings of its membership, the Board of Directors and any committees created by the Board of Directors and shall keep all records on the Google Drive associated with the President's e-mail account ("President@CapitalCityRowing.Org"), or on the team's website.

10.4 Records Inspection: All books, records and historical documentation of CCR may be inspected by any member or director, the agent or attorney of either, or any proper person at any reasonable time.

10.5 Waiver of notice: When notice is required to be given under the provisions of the corporation not-for-profit law or under the provisions of the Articles of Incorporation or the bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time

stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XI LIABILITY AND INDEMNIFICATION

11.1 The Directors of CCR shall not be personally liable for its debts, liabilities, or other obligations.

11.2 Subject to any and all duties, limitations and/or requirements of or related to any applicable policies of insurance and upon unanimous vote of the Board, CCR shall indemnify and hold harmless from any claim, liability, loss or judgment any Director or Officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of CCR to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed while such person was a Director, Officer, employee or agent of CCR or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of CCR against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith and in the reasonable belief that such action was in, or not opposed to, the best interest of CCR (in criminal actions or proceedings without reasonable ground for belief that such action was unlawful), the full extent permitted under the corporate laws of the State of Florida.

11.3 CCR shall have the right, but not the duty, to assume the defense of any person seeking indemnification pursuant to the provisions of this Article upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth herein, and upon receipt of an undertaking by such person to repay all amounts expended by CCR in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by CCR as authorized herein.

Amended to reflect the current version this 13th day of October, 2020. Previously adopted in 2016.
Windy Taylor, President, Board of Directors 2020-2021