

Capital Rowing Club, Inc.

By-Laws

Article 1. General

- 1.1. Name and Purpose. The name of the Corporation shall be “Capital Rowing Club, Inc.” The Corporation shall be referred to as the “Club” in these By-laws. The Club is a District of Columbia non-profit corporation and its purpose shall be exclusively as set forth in its Articles of Incorporation and these By-laws. The Club shall not carry on any activities not permitted to be carried out by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- 1.2. Mission. Capital Rowing Club is committed to bringing rowing opportunities and excellence in rowing to the diverse community of the Anacostia River and the larger Washington DC area. The Club is a volunteer-directed, non-profit, educational organization offering rowing instruction for people of all ages, income, and levels of physical ability. The benefits of recreational and competitive rowing, such as discipline, camaraderie, fitness, knowledge of water safety, and the appreciation for the Anacostia River as a valuable natural and recreational resource should be available to everyone.
- 1.3. Nondiscrimination Policy. Capital Rowing Club does not discriminate in its programs and/or activities on the basis of race, color, religion, sex, national origin, disability, age, marital status, citizenship, sexual orientation, gender identity or expression, or status as a veteran or disabled veteran.

Article 2. Membership

- 2.1. Classes of Membership. There shall be only one class of membership, who shall consist of the Directors of the Club and all natural persons accepted into membership by the Club (together, the “Member(s)”). Any natural person who is at least 18 years of age may become a Member by tendering to the Club, for the current year, annual dues (including spring/summer/fall-only dues) and a signed waiver form; provided that persons appointed to be coxswains or coaches by the President or his or her designee shall be Members of the Club for the duration of their appointments. Persons under 18 years of age who are on the roster of any Club program shall be nonvoting junior members.
- 2.2. Dues. The Board of Directors (the “Board”) may, at any time and from time to time, fix and impose on the Members dues in such amounts as it shall deem appropriate, which dues may, at the discretion of the Board of Directors, vary

from program to program administered by the Club. The dues that the Board may fix and impose from time to time may include, without limitation, initiation fees, membership fees, or special assessments for specific purposes.

- 2.3. Annual Meeting. The annual meeting of the membership shall be held in March of each year, or at such other date and time as shall be designated by the Board of Directors and stated in the notice of such meeting. The purpose of the meeting shall be to report on the state of the Club, present the annual budget, and for such other business as may be stated in the notice of the meeting.
- 2.4. Special Meeting. Special meetings of the Members or any subclass of Members, for any purpose, may be called by the President or a majority of the Board of Directors, and shall be called by the President at the request in writing of at least one-quarter of the votes entitled to be cast at such a meeting.
- 2.5. Place of Meeting. A meeting of the Members or any subclass of Members may be held at such time and place, within or without the District of Columbia, as shall be stated in the notice of the meeting or in a duly executed waiver of notice.
- 2.6. Notice. Written notice of a meeting, annual or special, stating the place, date, and hour of the meeting, and in case of a special meeting stating the purpose for which the meeting is called, shall be given to each Member entitled to vote at such a meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting. Such notice shall be made by written methods specified in these By-laws and by posting a copy of the notice on the door or in such other conspicuous location at the boathouse facility to be used by the Club.
- 2.7. Quorum. One-fifth of all the Members entitled to vote, present in person or represented by proxy, shall constitute a quorum to begin any meeting of the Members, and the act of the majority of the Members, then present, shall constitute an act of the Members.
- 2.8. Elections; Membership Voting. Directors and Officers shall be elected annually by ballot delivered to each member. The ballot shall be in the form of a record and shall provide an opportunity to vote for or withhold a vote for each candidate and shall specify the time by which the ballot must be received by the Club in order to be counted. The Board may also present any other matter for a vote of the membership by ballot. Any such solicitation for vote by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals needed to approve each matter; and (3) specify the time by which the ballot must be received by the Club in order to be counted.
- 2.9. Required Vote. Each election by the Membership of a Director or Officer shall be determined by a plurality vote of the Members entitled to vote, and, except as otherwise required by law or by the Articles of Incorporation, each other matter shall be determined by the affirmative vote of a majority of the Members present in person or represented by proxy. The transfer of powers, duties, and

responsibilities of the Board of Directors and the Officers, as defined in these By-Laws, from the outgoing Board of Directors and the outgoing Officers to the incoming Board of Directors and the incoming Officers, respectively, shall take place as the first order of business after the convening of the first regular meeting of the Board of Directors immediately following the election, such first regular meeting typically being held in December following the election.

- 2.10. Eligibility to Vote. Members entitled to vote at any meeting or ballot shall include all persons who are Members of record 30 days prior to the meeting or action requiring a determination of members. For any election held before or within 30 days after annual membership dues are due, Members of record for the prior year are eligible to vote in addition to any other persons who are Members for the calendar year in which the election is held. The Vice-President of Membership shall prepare a membership list, which shall be available for inspection by any Member and also shall be available at any meeting. No Officer, Director or Member may transfer, sell, barter, or lease to any person or entity the current or former membership list of the Club or the names, email addresses, addresses, contact information or other personal information of current or former Members.
- 2.11. Proxies. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy will be valid after six months from the date of its execution.
- 2.12. Action by Written Consent. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the Members, or any action that may be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote thereon.
- 2.13. Suspension or Revocation of Membership. The Board may by majority vote of the Directors present at a regular meeting, or a special meeting of the Board called for that purpose, suspend or expel a Member for nonpayment of any dues or fees, after due notice, or for conduct injurious to the Club. The President may temporarily suspend a Member for conduct injurious to the Club, until the next meeting of the Board, if he or she determines that an immediate suspension is in the best interest of the Club.

Article 3. Board of Directors

- 3.1. Powers and Duties. The business and affairs of the Club shall be managed by, or under the direction of, the Board of Directors, which may exercise all such powers of a Board of Directors given them by law, by the Articles of Incorporation, and by these By-laws. The Board of Directors shall have the final and exclusive management of all the funds and business of the Club. In particular, but without exclusion of any other matter, the approval of the Board of Directors shall be required for the establishment of any program making use of Club equipment or facilities.
- 3.2. Composition. The number of Directors constituting the whole Board shall be at least nine (9), and no more than fifteen (15). Only Members of the Club in good standing shall be eligible for election to the Board of Directors. Employees of the Club may not serve on the Board of Directors. Members of the Club who serve as coaches may serve on the Board of Directors, unless designated a head coach by majority vote of the Board of Directors, and may receive compensation for their service as coach under the same terms applicable to other coaches; all other independent contractors (including coaches who also perform other services for the club as independent contractors) may not serve on the Board of Directors. The Board shall consist of nine (9) Directors elected by the Club membership, with up to six (6) additional Directors elected by the Board. Directors shall be elected for a term of one year unless otherwise specified in these By-laws.
- 3.3. Board Officers. The following Officers elected by the Club membership shall also be Directors: (i) President; (ii) Vice-President for Resources; (iii) Vice-President for Membership; (iv) Vice-President for Operations; and (v) Secretary. The Director of Finance shall also be a Director and Officer of the club, but shall be nominated by the President of the Club and elected by the Board, unless already elected to the Board by Club membership, in which case shall be nominated by the President to the role in consultation with the Board.
- 3.4. Election of Additional Directors by the Membership. Additional Directors shall be elected by the Club membership so that the total number of Directors, elected to the Board by the Club membership is nine (9).
- 3.5. Election of Additional Directors by the Membership-Elected Directors. The nine (9) Directors elected to the Board by the Club membership may elect up to six (6) additional Directors, to include the Director of Finance (unless already elected to the Board by Club membership), to serve on the Board. In choosing additional Directors, the Board shall take into consideration that sound management of the Club will be promoted by maintaining balanced representation and involvement of the Club's different member programs on the Board and on Board-created committees, and that appointment of the immediate past President may be desirable to insure a smooth transition of leadership.

- 3.6. Meetings, Quorum, Participation. Regular Meetings of the Board of Directors shall be held at such place and at such time as the Directors shall from time to time designate. The Planning Meeting of the Board of Directors shall be held in January or at such time and place as the Directors shall designate. Special Meetings may be held at any time upon the call of the President or upon the written request of any three (3) Directors. Notice of any meeting shall be given at least five (5) business days prior to the time for holding such meeting. The notice of any Special Meeting shall state the business to be transacted and no other business than that stated in the notice shall be transacted at the Special Meeting. The presence of a majority of the Directors in office at the time of any meeting shall constitute a quorum for the taking of decisions, either by simple majority vote or by another fractional majority as specified in these By-laws, in the Articles of Incorporation, or by law. Program representatives, officers, and appointees under Section 4.4 shall be invited to meetings of the Board, where they may participate in discussions and make and second motions. Board meetings shall be open to Members of the Club; provided that meetings may be closed, in whole or in part, by a majority vote of the Directors present at the meeting.
- 3.7. Action by Unanimous Written Consent. If and when all of the Directors shall severally or collectively consent in writing, including by electronic communication, to any action to be taken by the Club, such action shall be a valid corporate action as though it had been authorized at a duly called and convened meeting of the Board of Directors.
- 3.8. Removal of Directors. A Director may resign at any time by delivering a signed notice to the President. Individual Directors may be removed from office by the vote of a three-quarters majority of the Directors, at a meeting called expressly for that purpose. In the event one or more Directors are removed, one or more new Directors may be elected by the remaining Directors at the same meeting. The Members may remove a Director by majority vote, only for cause, at a meeting called for that purpose.
- 3.9. Vacancies. Notwithstanding anything to the contrary in this Article, any vacancy on the Board of Directors, including a newly created Directorship and a Directorship which was elected by the Members, may be filled by the vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, to serve until the next election of the Members. If there are no Directors in office, then an election of Directors may be held in the manner provided by law.

Article 4. Officers

- 4.1. Officers. The Officers of the Club shall be elected or appointed as indicated in this Article. Only Members of the Club in good standing shall be eligible to serve as Officers. Employees of the Club may not serve as Officers. Officers of the club may receive compensation for service as a coach for the Club, other than

as a head coach as designated by the Board, provided that no such compensation shall be paid unless the Board has, by majority vote, approved the compensation terms. The Officer seeking such compensation shall absent themselves from the portion of the meeting at which his or her compensation is discussed and voted upon. Any number of offices may be held by the same person, unless the Articles of Incorporation or these By-laws otherwise provide.

- 4.2. Offices Elected by the Membership. Each of the following offices is elected by the Club general membership, for a one-year or two-year term as indicated below.
- 4.2.1. **President.** Responsible for general management of the Club and its programs; serves as Chair of the Board; represents the Club to the public and in organizations in which the Club has an institutional membership, such as the Anacostia Community Boathouse Association; provides vision and direction for Club operations and growth; leads succession planning for leadership positions. All employees, independent contractors, and agents of the Club shall be hired or appointed by and subject to the control of, direction of, and removal by the President or his or her designee. If the President designates an individual to perform this function, he or she shall notify the Board of the designation. The President serves a two-year term.
- 4.2.2. **Vice -President for Resources.** Responsible for all financial matters related to the Club; maintains bank accounts, prepares budgets, manages tax and audit affairs, applies for any loans needed, manages payment of coaches' salaries; renders to the President and the Board whenever they may require it an account of transactions undertaken and a report as to the financial position and operations of the Club; succeeds to the office or duties of President when the President is unable or unwilling to undertake the obligations of President. The person serves a two-year term.
- 4.2.3. **Vice- President for Membership.** Responsible for recruitment, responding to public inquiries concerning membership, maintaining public advertisements and other sources of information about the Club; coordinates all membership programs; receives and stores membership applications including liability waivers; ensures maintenance of Club rosters. The person serves a one-year term.
- 4.2.4. **Vice-President for Operations.** Responsible for boat repair, engine and launch maintenance, day-to-day equipment management and storage, developing and making recommendations for short- and long-term equipment purchases, training Club Members on equipment maintenance and safety. Maintains and updates insurance on equipment where necessary. The person serves a one-year term.
- 4.2.5. **Secretary.** Creates and distributes board meeting minutes to membership, maintains corporate documents and other historical records and archives for

the Club, creates and distributes election ballots; responsible for ensuring effective Club correspondence and publicity, relating to the media including writing and distribution of press releases, promoting the Club to the public. Documents that the Vice-President for Resources has reconciled bank statements. The person serves a one-year term.

4.2.6. ***Social Director.*** Coordinates social activities for the Club and in particular across Club programs, including through happy hours, museum visits, sporting events, and other events. Responsible for annual Fundraising Gala Event. The person serves a one-year term.

4.3 Offices Elected by a Sub-Class of the Membership. Each program shall have a representative elected by the members of that program. Each representative shall represent his/her particular program before the Board, coordinate race entries with Race Czarina/Czar, maintain an updated membership list for all program members, collect race fees and members' dues, recruit coxswains for the program, plan for and pursue program coaches in consultation with the Board, and communicate and monitor compliance with Club safety and liability rules and policies. Each program representative serves a one-year term and is elected by active, dues-paying members of the program he/she represents.

4.3.1 ***Program Representatives Council.*** The program representatives shall meet at least annually with the President to advise him or her regarding matters of common concern.

4.4. Appointed Offices. Each of the following offices serves a one-year term and is appointed by the President of the Club, in consultation with the Board, except for the Director of Finance, who is nominated by the President and elected by the Board (unless already elected to the Board by Club membership).

4.4.1. ***Development Director.*** Responsible for coordinating all fundraising activities related to the Club and its programs, including grant writing, corporate donation solicitation, fundraising events, coordinating Combined Federal Campaign paperwork. Advises Vice-President for Resources on managing and accounting for funds raised, including funds dedicated for specific classes of purchases.

4.4.2. ***Race Czar/Czarina.*** Responsible, in consultation with coaches and program representatives, for coordinating the selection of regattas for the Club to attend, and soliciting and coordinating boat entries; submits all race entries and fees for regattas in a timely manner in consultation with Vice President for Resources; coordinates with Transportation Captain and Vice President of Operations to ensure boat and other equipment availability for regattas; distributes regatta schedule and other information to the Club Membership.

4.4.3. **Transportation Captain.** Responsible for arranging transportation of Club boats and equipment for regattas, maintaining and registering Club truck and trailer, coordinating transportation arrangements with other clubs.

4.4.4. **Community Outreach Director.** In consultation with the Board, responsible for promoting the club to the community. Organizing and promoting the Club's learn-to-row days, as well as coordinating the Club's participation at festivals and community events throughout the year.

4.4.5. **Regatta Director.** Responsible for planning, promoting and managing the Club's scrimmages and regattas, including handling race course set-up, volunteer recruitment/duty assignments, and coordinating with visiting clubs.

4.4.6. **Webmaster.** Updates and maintains the Club web page, works with Regatta Director to provide web-based information to other clubs about the Club's scrimmages and regattas, works with program representatives to update and service the e-mail distribution lists, maintains relations with the website host company, maintains the Board e-mail accounts, works to develop the incorporation of digital technologies and solutions to better serve the Club.

4.4.7 **Director of Finance.** Reviews and approves payroll and disbursements initiated by the Vice-President of Resources. Assists the Vice-President of Resources with the preparation of the Club's annual budget and monitors actual spending against budget. The Director of Finance is nominated by the President and elected by the Board, unless already elected to the Board by Club membership, in which case shall be nominated by the President to the role in consultation with the Board.

4.5. Removal; Vacancy. Any Officer may resign at any time by delivering a signed notice to the President or Secretary, and may be removed at any time by a two-thirds majority of the Board of Directors. The Board shall have the power, by majority vote, to fill any vacancy in any office of the Club. Any such appointment shall be for the remainder of the term of the office; provided that if more than twelve (12) months remains in the term of the President at the time a vacancy arises in that office, any appointment of a President by the Board shall be for a period of no more than six (6) months, within which time the Board shall call a special election for the purpose of electing a President under the same election procedure through which the office was originally filled. Any election required for this purpose will be organized by the Secretary or another Officer designated by the Board of Directors.

4.6. Delegation of Board Responsibility to Non-Officers. In addition to the Officers listed in these By-laws, the Board may by resolution decide to delegate to appointed individuals responsibility for managing and coordinating specified matters, for example the management and coordination of a newly established membership program in the stages before a representative office for that program is added to these By-laws.

Article 5. Committees

5.1. General. The Board of Directors shall have Standing and Special Committees. All Standing Committees are designated in this Article. The Board, by resolution adopted by a majority of the Directors, may create any additional Special Committees. The Board shall designate one of the Directors as the chair of each committee, and shall designate the members of each committee from among the other Members of the Club in good standing. Each committee shall keep minutes of its proceedings and shall report its actions to the Board of Directors.

5.2 Standing Committees. There shall be the following Standing Committees: (i) Executive Committee; (ii) Safety Committee; and (iii) Finance Committee.

5.2.1 ***Executive Committee.*** In order to exercise the duties and responsibilities of the Club and to provide for the Club's governance when the Board of Directors is not in session, there shall be an Executive Committee. The Executive Committee shall have the power to transact all regular business of the Club when the Board of Directors is not in session and shall advise with and aid the Officers in all matters concerning the Club, provided, however, that any action taken by the Executive Committee shall not conflict with these By-Laws or the policies of the Board, and provided further that all acts of the Executive Committee shall be subject to ratification or retraction by the Board. The Executive Committee shall be composed of the following five Officers: (i) President; (ii) Vice- President for Resources; (iii) Vice- President for Membership; (iv) Vice- President for Operations; (v) Secretary.

5.2.2 ***Safety Committee.*** In order to ensure that the Club operates in a safe manner and maintains current safety procedures and policies, there shall be a standing Safety Committee. The Safety Committee shall formulate and enforce the safety policies and procedures of the Club; maintain, revise and update the Club Safety Manual; communicate the Club policies and procedures to club Members and coaches; communicate with ACBA regarding ACBA safety policies and procedures; and secure compliance by club Members and coaches with the Club safety policies and procedures, and with ACBA safety policies and procedures. Changes in the Club safety manual or in club safety policies and procedures shall be subject to approval by the Board. The Safety Committee shall be composed of the President, Vice President for Operations, each of the Program Representatives, and one at-large director, as well as such other persons as the President shall appoint to the committee. The President shall appoint one of the Safety Committee members as the chair of the Safety Committee.

5.2.3 ***Finance Committee.*** The Finance Committee prepares a draft budget for presentation to the Board and, reviews and makes recommendations regarding proposed major expenditures, and approves such expenditures subject to such policies and limitations on the Finance Committee's authority as the Board may adopt. The President, Vice-President for Resources, and Director of Finance are ex officio members of this committee. The President, in consultation with the

Board, shall appoint at least three additional members; provided that a majority of the members of the Finance Committee shall be Directors.

- 5.3. Special Committees. Special Committees may be appointed by the Board for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by the Board of Directors. Upon completion of the tasks for which it was appointed, Special Committees shall stand discharged.
- 5.4. Resignation and Removal. Any member of a Standing or Special Committee may resign at any time by giving written notice to the chairman of the committee or the Board of Directors. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in it. Any member of the committee, except an ex-officio member, may be removed at any time by a resolution adopted by a majority of the Directors then in office. Any ex-officio member of a committee shall cease to be such if he or she ceases to hold the designated position which is the basis of the ex-officio membership.
- 5.5. Vacancies. A vacancy on any committee and any increase in the membership thereto shall be filled for the unexpired portion of the term by the Board of Directors.
- 5.6. Meetings and Notices. Meetings of a committee may be called by the Board of Directors or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties, but no less frequently than annually. Oral or written notice of the time and place of any meeting of a committee, except in an emergency, shall be given to its members at least twenty-four (24) hours prior to the meeting.
- 5.7. Manner of Acting. Unless otherwise specified herein or by resolution of the Board, the act of a majority of the members of a committee present at a meeting shall be the act of the committee so meeting.

Article 6. Notices and Communications; Miscellaneous

- 6.1. Method of Giving Notice. Whenever under these By-laws notice is required to be given to any Director or Member, such notice shall be given in writing, addressed to such Director or Member, at that person's address as it appears on the records of the Club, and such notice shall be deemed to be given at the time the same is deposited in the U.S. mail.

6.1.1. ***Validity of Electronic Mail Communication.*** Members, Directors, and Officers will be solicited to authorize the Club to transmit all communications including without limitation any ballot, notice, waiver of notice, proxy designation, or any consent to action by electronic mail communication to an electronic address provided to the Club by the appropriate party for that purpose. Such authorizations may be revoked by written notice to the Club, and shall be deemed revoked if the Club is unable to deliver two consecutive communications to the Member in the manner authorized and the inability becomes known to the person responsible for giving the notice or communication.

6.2. Waiver of Notice. Whenever under these By-laws notice is required to be given to any Director or Member, a written waiver of such notice, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

6.3. Indemnification. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that he/she is or was a Director or Officer of this Club, or is or was serving at the request of this Club as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if the Director or Officer acted in good faith and, in the case of conduct in an official capacity, in a manner he/she reasonably believed to be in the best interests of the Club, and in all other cases, in a manner he/she reasonably believed to be at least not opposed to the best interests of the Club; provided, however that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful misconduct or recklessness or, in the case of any criminal proceeding, as to which the person had reasonable cause to believe his or her conduct was unlawful. Any indemnification under this section shall only be made after a determination by the Board of Directors that the indemnification of the Director or Officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this paragraph. The Club may advance funds to pay for or reimburse such expenses to the extent and in the manner authorized by law.

6.4. Registered Office. The registered office of the Club in the District of Columbia shall be as specified in the Articles of Incorporation or at such other place the Board shall designate.

6.5. Amendments. These By-laws may be altered, amended, or repealed, or new By-laws may be adopted, by the affirmative vote of a three-quarters majority of the Board of Directors to the extent allowed by law, and by a majority vote of the Members of the Club.

Adopted March 23, 2019

