

Capital Rowing Club, Inc. By-Laws
Adopted 03/28/2023

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 nonprofit 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.

Article 2. Membership

2.1. Classes of Membership

Classes of membership are defined in the fourth article of Capital Rowing Club's Articles of Incorporation; provided that members of the Club ("Members") shall be required to agree to certain safety requirements and pay certain dues and fees as determined by the Board (as defined in Section 2.2). If approved by the Board of Directors (the "Board"), certain coxswains or certain coaches shall be Members for the duration of their participation without paying dues and fees. Persons under 18 years of age who are on the roster of any Club program and all persons on the Juniors group roster shall be non-voting junior Members.

2.2. Dues and Fees

The Board may, at any time and from time to time, fix and impose on the Members dues and fees in such amounts as it shall deem appropriate, and which may, at the discretion of the Board, vary from program to program administered by the Club. The dues and fees that the Board may fix and impose from time to time may include, without limitation, initiation fees, membership dues, program fees, regatta fees, and special assessments.

2.3. Annual Meeting

The annual meeting of the Members shall be held in March of each year, or at such other date and time as shall be designated by the Board 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 Meetings

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, 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, in person or virtually, 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) days before the date of the meeting. Such notice shall be made by written methods specified in these By-laws.

2.7. Quorum

One-fifth of all the Members entitled to vote, 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 Members 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 Members 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 and the Officers, as defined in these By-Laws, from the outgoing Board and the outgoing Officers to the incoming Board 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 immediately following the election, such first regular meeting typically 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 voting Members of record as of 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 Programs shall prepare a membership list for each vote, which shall be available for inspection by any Member and also shall be available at any meeting where a vote will take place.

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.

2.14. Membership Lists

No Director, Officer, 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.

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, which may exercise all such powers of a Board given them by law, by the Articles of Incorporation, and by these By-laws. The Board 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 shall be required for the establishment of any program making use of Club equipment or facilities.

3.2. Composition

The number of voting Directors constituting the voting Board shall be at least nine (9), and no more than fifteen (15). Nine (9) Directors shall be elected by the Members with up to six (6) additional voting Directors elected by the Board, to include the Finance Director. Only Members in good standing shall be eligible for election to the Board. Directors shall be elected for a term of one year unless otherwise specified in these By-laws.

Employees of the Club may not serve as a voting member of the Board. Members who serve as contracted coaches may serve as a voting member of the Board and may receive compensation for their service as coach under the same terms applicable to other coaches; all other independent contractors (including contracted coaches who also perform other non-coaching services for the Club as independent contractors) may not serve as a voting member of the Board.

The Board may ask anyone to participate in Board discussions in an advisory capacity.

3.3. Board Officers

The following Officers, elected by the Club Members, shall also be Directors: (i) President; (ii) Treasurer; (iii) Vice President of Programs; (iv) Vice President of Operations; and (v) Secretary.

3.4. At-Large Directors

Four (4) At-Large Directors shall be elected by the Club Members. Persons serving in this role will assume responsibilities not assigned to elected Officers, based on the needs of the Club. Board-appointed Directors shall become additional At-Large Directors.

3.5. Finance Director

The Finance Director 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 as an At-Large Director by Club Members, in which case shall be nominated by the President to the role in consultation with the Board. The Finance Director serves on the Finance Committee and is responsible for reviewing and approving contractor payments, expense payments, and reimbursement payments and corresponding records for accuracy on a weekly basis. The Finance Director also reviews and approves accuracy of monthly financial reports.

3.6. Meetings

Regular Meetings of the Board shall be held at such place, in person or virtually, and at such time as the Directors shall from time to time 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.

3.7. Quorum

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.

3.8. Participation

Board meetings shall be open to Members; provided that meetings may be closed, in whole or in part, by a majority vote of the Directors present at the meeting.

3.9. 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.

3.10. 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.

3.11. Vacancies

Notwithstanding anything to the contrary in this Article, any vacancy on the Board, including a newly created Directorship and a Directorship that was elected by the Members, may be filled by the vote of a majority of the Directors then in office, even if 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

Officer descriptions are as follows. Depending on the needs of the Club, vacancies are permitted for Officer roles that do not also serve as a Director, based on board consent.

4.2. Offices Elected by the Membership

Each of the following offices is elected by the Club general membership.

4.2.1. President

The President shall have the responsibility for overall supervision of the Club's activities, Officers, committee chairs, and contractors. The President shall preside over all meetings of the Officers and Members and shall have the tie-breaking vote, if necessary. Specifically, the President will be responsible for:

- Signing all contracts and other written instruments that have been approved by the Board
- Serving as the official spokesperson for the Club in all negotiations with other organizations or official bodies
- Appointing a replacement if a member of the Board resigns or is unable to fulfill the duties of the office. If the President designates an individual to perform this function, he or she shall notify the Board of the designation.
- Appointing committees, as necessary, and submitting these appointments to the Board for approval
- Overseeing other Director, Officer, Representative, and leadership roles as set forth in Club documentation

The President serves a two-year term.

4.2.2. Treasurer

The Treasurer prepares and submits to the Board an annual budget prior to the Annual Membership meeting and prepares and submits to the board monthly financial operating statements. The Treasurer shall have control of all operating funds of the Club. This includes, but is not limited to:

- Maintaining bank accounts
- Preparing budgets
- Managing tax and audit affairs
- Managing payments to contractors, including direct deposits, W9s, and year-end tax forms
- Applying for loans, as needed
- Ensuring the Club is in good financial standing with all vendors and service providers
- Ensuring all Club Members and coaches are reimbursed for eligible expenses
- Ensuring all Club equipment is properly and adequately insured and maintaining equipment lists on insurance policies
- Maintaining all regulatory documents with the IRS and Department of Consumer and Regulatory Affairs (DCRA), to include business licensing and tax-exempt status
- Maintaining accounting system with all financial transactions
- Reconciling all bank transactions with recorded transactions on a monthly basis
- Maintaining all Club financial systems (e.g., Paypal, Square, Network for Good)
- Calculating seat fees for regattas
- Recording all cash and in-kind donations in the accounting system and ensuring donation letters are sent to donors
- Managing third-party bookkeeping relationships
- Overseeing other Director, Officer, Representative, and leadership roles as set forth in Club documentation

The Treasurer serves a two-year term to be staggered with the President's term.

4.2.3. Vice President of Programs

The VP of Programs is responsible for determining rowing programs, coordinating registration for programs, ensuring participation requirements are met, maintaining the membership roster, and recruiting. This includes, but is not limited to:

- Coordinating with the Head of Coaching, the Learn to Row head coach, Juniors and CARP leadership, and Program Reps to determine annual programming
- Making programs available for registration
- Coordinating with the Safety Coordinator and other coordinators, as appropriate, to ensure proper participation requirements are published and met
- Ensuring financial requirements for participation are met
- Responding to public inquiries concerning participation
- Maintaining internal and external information related to membership and participation

- Overseeing other Director, Officer, Representative, and leadership roles as set forth in Club documentation

The VP of Programs serves a two-year term to be staggered with the President.

4.2.4. Vice President of Operations

The VP of Operations is responsible for overall management of the Club fleet and related equipment. This includes, but is not limited to:

- Shell, launch, and engine maintenance
- Equipment management and storage
- Ensuring availability and working conditions of all safety equipment including launch safety boxes, coxswain lanyards, kippy bags, VHF radios, first aid kits, megaphones, and personal flotation devices
- Developing and recommending short- and long-term equipment purchases
- Soliciting for, training, and leading members of the Fleet Repair Volunteer Group
- Advising the Treasurer of equipment purchases and sales for the purposes of insurance updates
- Overseeing the Safety Committee
- Registering and licensing launches and boat trailers and ensuring all homer launch boxes include copies of all current launch registrations and DC Harbor Patrol contact information
- Renting truck, as needed, in coordination with the Race Coordinator and Transportation Coordinator
- Coordinating and approving non-club use of equipment (trailers, launches, shells, barges, etc.) both at the boathouse and for regattas including establishing rates for use in coordination with the Treasurer
- Overseeing other Director, Officer, Representative, and leadership roles as set forth in Club documentation

The VP of Operations serves a two-year term to run concurrently with the President.

4.2.5. Secretary

The Secretary is responsible for communicating with Members about Club-wide events, schedules, and meetings. The Secretary also takes minutes during all board, special, and general Club meetings, and ensures that Club mail is collected and distributed to the correct person. Specifically, the Secretary will be responsible for:

- Recording the minutes of all meetings, documenting Board members in attendance, and distributing those minutes within seven days of the meeting
- Posting the agenda at least seven days before each scheduled board meeting
- Keeping copies of all meeting minutes for three years
- Keeping copies of all legal and policy documents pertaining to the Club
- Maintaining a current copy of these By-laws and the Policy Manual and updating both documents when changes are approved
- Notifying the Club Members of Annual and Special Meetings

- Creating and distributing election nominee information and election ballots
- Issuing notices and communications that are deemed necessary by the President
- Maintaining board email accounts and distribution lists
- Overseeing other Director, Officer, Representative, and leadership roles as set forth in Club documentation

The Secretary serves a two-year term to be staggered with the President.

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, communicate board matters to program members, respond to inquiries from prospective program participants and guest rowers, support new Club and/or program members, coordinate race entries with the Race Coordinator and program Head Coach, maintain appropriate email distribution list for program members, support collection of outstanding payments, serve as a liaison between coaches and program members when needed, coordinate with the Hiring Committee to pursue and vet program coaches, and communicate and promote compliance with Club safety and liability rules and policies. Other tasks may be assigned based on program specific needs.

Program Representatives are not Directors and do not vote. Each Program Representative serves a one-year term and is elected by active, dues-paying members of the program he/she represents.

4.4. Appointed Offices

The board may identify additional leadership roles needed to serve Club operations and will appoint people to fill those roles. All leadership roles and additionally appointed roles, and who is currently serving in those roles, can be found in certain Club documentation. Persons filling these roles may serve on the Board in an advisory capacity.

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. 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.

4.6. Delegation of Board Responsibility

The Board may, by resolution, decide to delegate to appointed individuals responsibility for managing and coordinating specified matters. In the absence or inability to act of any Officer and of any person

authorized to act in their place, the Board may delegate the Officer's powers or duties to any other Director, Officer, or other person.

Article 5. Committees

5.1. General

The Board may 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. Unless otherwise instructed in below sections, the Board shall: designate the chair of each committee from among the Members in good standing, designate at least one Director to be a member of the committee, and designate the remaining members of each committee from among the other Members in good standing. Committee chairs shall become non-voting board members unless the chair is already holding a voting position on the Board. Each committee shall keep minutes of its proceedings and shall report its actions to the Board.

5.2. Standing Committees

There shall be the following Standing Committees:

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 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 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) Treasurer; (iii) Vice President of Programs; (iv) Vice President of 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; maintain, revise and update the Athlete Protection Policy; field Safesport/Code of Conduct reports; communicate the Club policies and procedures to Club Members and Coaches; communicate with ACBA regarding ACBA safety policies and procedures; 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, Athlete Protection Plan, or in Club safety policies and procedures shall be subject to approval by the Board.

The Safety Committee shall be composed of the Vice President of Operations, Head of Coaching, at least one Program Representative, and a Juniors Program Coach, as well as such other persons as the

Safety Chair/s shall appoint to the committee. The President shall appoint the Safety Chair/s of the Safety Committee.

5.2.3. Finance Committee

The Finance Committee provides oversight for and consideration to draft budgets, proposed major expenditures, and ongoing financial transactions, subject to such policies and limitations on the Finance Committee's authority as the board may adopt. Specifically, the Committee should review monthly financial reports and perform a second review of expenditures and contractor payments at least every other week and as required for off-cycle payments. The President, Treasurer, and Finance Director are ex-officio members of this committee. The President, in consultation with the Board, may appoint up to three additional members; provided that a majority of the members of the Finance Committee shall be Directors.

5.2.4. Hiring Committee

The Hiring Committee is responsible for leading the overall hiring and contracting process, identifying coaching needs, placing advertisements for coaches as necessary, screening and interviewing candidates, conducting background checks, and submitting information and pay recommendations to the Contracts Manager, President, and the Treasurer.

The committee shall be composed of the President, Head of Coaching, and the appropriate program representative and/or appropriate Head Coach. The Board may appoint up to one (1) additional member. The President shall appoint the chair/s of the Hiring Committee.

5.2.5. Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion (DEI) committee exists to promote DEI principles throughout the Club. The Committee shall meet at least semiannually to determine periodic goals and resulting action items and shall report its minutes to the Board and other identified interested parties. The Board shall appoint a DEI Coordinator to chair the Committee. The Committee shall consist of the DEI Coordinator, an At-Large Director, a masters rower representative, a CARP rower representative, and a Juniors representative, which could either be a rower over the age of 18 or a parent.

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. 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. 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 may be filled for the unexpired portion of the term by the Board.

5.6. Meetings and Notices

Meetings of a committee may be called by the Board 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 seven (7) days 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. Mailing of Notice

Except as may otherwise be required by law, any notice to any Officer or Director may be delivered personally or by mail. If mailed, the notice will be deemed to have been delivered on the close of business of the fifth (5th) business day following the day when deposited in the United States mail with postage prepaid and addressed to the recipient's last known address in the records of the Club.

6.2. E-Notice Permitted

Any communications required by these By-laws or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Club at the time of notice.

6.3. Duty to Notify

All Directors, Officers, employees, contractors, and representatives of the Club are required to notify the Club of any changes to the individual's contact information. Pursuant to the obligations under this Section of these By-laws, the individual must notify the Club when electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

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 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 to the extent allowed by law, and by a majority vote of the Members.