

LEMON BAY CREW CLUB
BYLAWS

MARCH 2007

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BYLAWS
of the
LEMON BAY CREW CLUB, INC.

ARTICLE I. INTRODUCTION

The name of this corporation is Lemon Bay Crew Club, Inc. as set forth in the corporation's Articles of Incorporation.

The principal office of the club is located in the County of Sarasota in the State of Florida. The directors may establish offices and places of business of the corporation elsewhere in the State of Florida, as they deem proper.

The club is a non-profit organization founded and operated by volunteers. Financial support is derived through dues, user fees, fundraisers, and donations.

ARTICLE II. MISSION STATEMENT

The mission of the club is to provide the community the opportunity to participate in the sport of rowing.

The club fosters a sense of community by supporting and promoting scholastic and community-based rowing programs and to teach and train oarsmen and oarswomen without preference to race, creed, or gender. The club provides equitable means for both recreational and competitive rowing, locally, regionally, nationally and internationally.

ARTICLE III. MEMBERSHIP

The members of the club shall be those persons who have (i) submitted an application for membership to the board of directors, (ii) been accepted as members by the board of directors, and (iii) paid their annual membership dues or made other arrangements for payment of membership dues and such arrangements are being performed as agreed. Membership is open to anyone over the age of eighteen.

Section 1. Categories of Membership

The club shall consist of categories as defined below.

Full Member: Must be 18 years of age and older as of January 1 of the respective year. They are full participants in club activities and use of equipment. They are current with dues and entitled to one vote. The initiation fee shall be levied once during an individual's lifetime.

Associate Member: Must be over the age of 18. Participate in land and water activities but do not row. They may assist at regattas or club functions. They promote the sport of rowing and enjoy social activities. They are non-voting members.

Family Member: Available for multiple family members joining the club. There must be one full member in the club. Any family member from 12 through 18 is subject to the requirements of those participating in the junior program. They are non-voting members.

Junior Program: Participants who are under the age of 18 and plan to be active in the club's rowing activities during the year. Juniors must be accompanied or supervised by a coach or program administrator at all times. They do not have voting privileges.

Learn to Row Program: Participants are adults in a program to develop basic rowing skills. They do not have voting privileges.

Novice Program: Participants are adults in a program to build upon basic skills learned in the Learn to Row Program. They have joined the club as full members and have voting privileges.

Guest Rowers: Guests, over the age of 21, of full members may use rowing equipment up to 2 weeks per calendar year. Members are expected to use discretion in choosing equipment for their guests and are liable for any damage caused by their guests. Visiting oarsmen and oarswomen over the age of 21 may row with Lemon Bay Crew Club for up to 2 weeks per year. Guest rowers must sign a release of liability before entering any Lemon Bay Crew Club boat.

Section 2. Application

An individual may seek membership by filling completing a membership application form, waiver, and tendering payment of the initiation fee and dues to the Membership Chair. Deposit of the payment received into the club's account will constitute acceptance of membership. The board of directors may refuse to accept an application for membership for reasons other than sex, race, or creed. Applicants must be 12 years of age to gain acceptance into programs. The Membership chairperson will be responsible for maintaining application forms, processing applications, ensuring the treasurer receives proper payment, and for maintaining complete membership records for the club in coordination with the treasurer.

Section 3. Application Approval

Prospective members may be approved if they 1) are experienced and have been evaluated and approved by a designated club coach, or 2) have participated in the Lemon Bay Crew Club Learn to Row Program.

The board will notify any applicant of the approval or rejection of his or her application promptly.

Section 4. Membership Rights and Obligations

Members agree to abide by the policies contained in the Lemon Bay Crew Club Members Handbook.

Members are entitled to use all club equipment (subject to club regulations), to store privately owned boats for a fee subject to availability, to attend regular club meetings, to attend club social activities, to compete in regattas under the Lemon Bay Crew Club, and to receive a copy of all club correspondence.

Members agree to use club equipment in accordance with club rules and good rowing practices. Members are responsible for damage to any club equipment beyond reasonable wear and tear and may be required by the board of directors to reimburse the club for damages to any club equipment that is due to negligence. The club does not provide insurance for personal equipment.

Section 5. Dues

The dues and fees rates will be determined by the board of directors and voted upon by the membership. Delinquency of one month shall preclude or restrict the member from voting, use of club equipment and competing in the name of the club. Upon payment of delinquent dues, the dues will be applied to the original due date. An individual who fails to make payment toward their dues after written notice from the treasurer and who does not notify the treasurer of their reason for non-payment will be considered to have resigned from the club.

Section 6. Resignation

Any member may resign at any time by written notice to the treasurer. No refund of club dues will be extended to members who resign except by two-thirds approval of the board of directors. A member who resigns and later seeks reapplication will not be required to pay another initiation fee.

Section 7. Termination

A member who does not abide by the Lemon Bay Crew Club Bylaws and Members Handbook, or other rules and regulations pertaining to club equipment can have his/her membership revoked. Revocation of membership can only be accomplished by a two-thirds vote by the board of directors. The board shall have broad discretion in the interpretation of all matters related to a member's compliance with club requirements, and decisions made by the board shall be final. A terminated member will not be eligible for a refund of dues, assessments, or initiation fees paid. In addition, the club can seek a reimbursement for damages from any member whose membership is terminated. Restoration of membership and its privileges is at the discretion of the board of directors.

ARTICLE IV. MEETINGS

Section 1. Order of Business

When not inconsistent with the Articles or Incorporation of these bylaws, the most current "Robert's Rules of Order" shall govern all meetings of the board of directors and general membership.

Section 2. Notice of Meetings

Notice of regular, or any special meetings, or any other meetings of the members shall be given to members at least seven (7) days before the date of any such meeting. Notice of any meeting may be given in writing, in person, by telephone or email. Such notice to include: purpose of meeting and an indication of matters to be discussed or potentially acted upon. Only matters disclosed in the notice of a special meeting may be acted upon at such meeting.

Quorum. At any meeting of the board of directors and members of the club, one-half of the board of directors being present, in person, shall constitute a quorum for all purposes, except when otherwise provided by law, the club's Articles of Incorporation, or these bylaws. If a sufficient number of board members are not present to constitute a quorum, the directors and members present will adjourn the meeting until a quorum is retained.

Section 3. Board of Directors Meetings

The board will conduct meetings at least quarterly at a designated place agreed upon by the board of directors. Board members will be notified by mail, phone or email of the time and place of the meeting at least seven (7) days prior to the meeting. Board meetings are limited to board members except by invitation or request to be placed on the agenda.

Special meetings devoted solely to a discussion of specified items of business or specified activities may be called by the president when the situation dictates the necessity to meet at times other than designated board meetings. No business other than that specified as being the reason for the meeting can be discussed. A majority of the board must be present to constitute a quorum.

Section 4. General Membership Meetings

General membership meetings shall be held at least quarterly. All members must be notified by mail, phone or email of the time and place of the meeting at least seven (7) days prior to the meeting.

Special Meetings. The president, a board member or club member may call special meetings of the members in good standing. The president, board or club member calling the meeting shall notify the general membership, at least seven (7) days in advance, of

the purpose, place and time of the meeting either by mail, email, or telephone. No business other than that specified as being the reason for the meeting can be discussed. A majority of the board must be present to constitute a quorum. Members not able to attend the meeting shall have the right to vote on matters to be voted on at the meeting by written proxy or email notification given to another member who attends the meeting prior to the meeting.

Section 5. Voting

Each voting member shall have one vote at any meeting of the club's members and such vote may be cast in person, by proxy or submitted via email. Such proxy or email shall be signed or in the case of email identified to the member and filed under the supervision of the president not later than 3 hours prior to commencement of the meeting. No proxy shall be valid for more than one meeting unless otherwise provided specifically in the proxy.

ARTICLE V. OFFICERS

The Officers of the club shall consist of a president, vice president, immediate past president, treasurer, and secretary. No officer shall serve in more than one office. Officers shall serve a term of one year. Nominations for offices may be made in writing directed to the secretary, or may be made by voice at the November membership meeting.

Section 1. Nominations. Nomination for office will be accepted from October 1 through November 1 each year. Nominations may be received from any member in good standing of the club. The board of directors will notify the general membership of all nominees eligible for election. Additional nominations may be taken from the floor during the general membership meeting prior to voting. Ballots will be prepared by the board prior to the elections with space for additional nominations via write-in or taken from the floor.

Section 2. Elections. Elections for office will be held in November of each year. To be elected, an individual must be a member in good standing and win a majority of the votes cast by those members voting. When there are three or more nominations for an office, and after voting no one has a majority of the votes cast, a runoff between the top two candidates polling the most votes will be held. Elections will be by email or written ballot. Newly elected officers will assume office January 1. The outgoing officers are obligated to assist new officers for a short transition period.

Section 3. Vacancies. If the office of the president becomes vacant, one existing officer will succeed to the position of president in the following order of succession: vice president, treasurer, and secretary. If the office of any other officer becomes vacant, the board may appoint an interim officer to serve until the end of the term.

Section 4. Duties of Officers

a. The President shall be the chief executive officer of the Board of Directors and an ex-Officio member of all committees.

The President shall:

- preside over all general, special and board meetings.
- sign, as president, all contracts and instruments, which have been first, approved by the members of the club and/or the board of directors.
- select for appointment and confirmation by the club officers the chairperson for all standing committees.
- represent the club in all official functions with the local community and with all individuals and organizations conducting business with the club.

b. The Vice President shall perform all of the duties of the President in the President's absence and shall be responsible for committees as directed by the board of directors.

c. The Immediate Past President.

The Immediate Past President shall:

- perform the duties of the president if at any time the president or vice president is unable to act for any reason.
- perform such other duties as pertain to said office or may be prescribed by the board of directors.

d. The Secretary is the custodian of all of the records, books and documents of the club.

The Secretary shall:

- issue all notices
- keep a record of the proceedings of the meetings of the board of directors and of the members.
- keep accurate records and files of all correspondence
- correspond with members, other clubs, community groups and other interested parties and individuals on matters of club business and activities.
- inform the board and the members of meeting dates and provide the agenda
- discharge such other duties as pertain to said office or may be prescribed by the board of directors.

e. The Treasurer is the custodian of all funds of the club.

The Treasurer shall:

- receive and deposit all funds of the club and account for all receipts, disbursements and balance on hand.
- pay all obligations appropriately incurred by the club.

- collect initiation fees, dues, assessments and fines in a timely fashion according to the rules outlined in Article III.
- provide an accounting of each month's financial activity at each board and regular meeting.
- develop an annual budget to be presented to the board of directors in October and to the members by November for approval in December.
- have available a list of members entitled to vote at the meeting, within five (5) days of regular or special meetings. This shall be prima facie evidence as to who is entitled to examine such list and to vote at any meeting of members.
- prepare, with an accountant chosen by the board, any and all financial tax statements required of the club by federal, state or local government.
- perform such other duties as pertain to said office or may be prescribed by the board of directors.

Article VI. BOARD OF DIRECTORS

Section 1. Composition

The board membership shall consist of the five elected club officers. Directors shall be at least 21 years of age and members of good standing in the club. Committee chairs shall be appointed to the board for a one-year term. In the event members hold multiple seats on the board, they shall have one vote. Members of the board shall serve until their successors are elected or appointed.

Section 2. Responsibilities

The board will be responsible for discussing the general business and activities of the club. On matters of business before the board, the board will discuss each item thoroughly and make a recommendation for a course of action. While any item of business may be offered to the general membership for discussion at the general membership meetings, business items should be brought before the board initially.

Section 1. Annual Budget.

The board of directors shall adopt, by a two-thirds majority vote an annual budget, in October of each year, which shall be presented to the membership in November for approval in December. Changes to the budget, including over expenditures, in excess of \$50 shall be subject to the approval process.

ARTICLE VII. STANDING, SPECIAL AND TEMPORARY COMMITTEES

Section 1. Standing Committees

To assist in the operation of the club there shall be the listed standing committees chaired by members in good standing over the age of 18 appointed by the board:

Administrative
Coach/Cox
Equipment Maintenance
Finance
Fleet Assessment/Acquisition
Membership
Promotions/Events/Fundraising

Section 2. Committee Members

Each committee chair may select the members of his or her committee from the general membership. Committee members must be in good standing with the club and may include those under the age of 18.

Each committee chair will complete a status report monthly. When requested, the Chairman of each standing committee shall present a report at board meetings and general membership meetings.

Section 3. Temporary and Special Committees

The board may impanel special and temporary committees to be chaired by a member to carry out a specific function or temporary assignment. Such committees shall endure for their purpose or as determined by the board.

Section 4. Duties of Committees

A. Administrative

Regularly review the bylaws and member's handbook. Make recommendations to the board regarding amendments that should be considered.

Draft amendments to the bylaws for approval of the board and members

Maintain records of the bylaws and provide a copy of them to members of the club upon request.

Monitor compliance with the bylaws and notify the board of instances of non-compliance

B. Coach/Cox

Establish, document, and maintain coaching programs for both existing and prospective members

Recommend to the board coaching and safety guidelines to be followed by club

Organize and instruct the Learn to Row program for new members

Coach existing full members

Certify new members to confirm their ability to use club equipment

Report to the board infractions of safety and coaching guidelines by a program or individual

C. Equipment Maintenance

- Maintain inventory of club equipment
- Keep equipment in repair
- Conduct work parties
- Provide oversight and guidance on repair and maintenance as appropriate
- Report to the board violations of rules on equipment use
- Recommend to the board procedures to be followed when equipment is damaged

D. Finance

- Prepare a budget annually to be approved by the membership in December
- Monitor and advise the board and members regarding costs vs. revenues and recommend budget modifications as needed

E. Fleet Assessment/Acquisition

- Make recommendations for equipment needs
- Make recommendations for purchase or sale of club equipment
- Acquire and dispose of club equipment per approval

F. Membership

- Publish and maintain the club roster, in coordination with the treasurer
- Maintain membership applications, waivers, swim certifications, medical certifications and others forms required by the club
- Prepare and provide to prospective and new members rules of the club and other information as appropriate
- Prepare and present reports for board members and general membership regarding statistics on membership and prospective members.

G. Promotions/Events/Fundraising

- Make recommendations regarding contemplated fund raising projects
- Organize and conduct fund raising projects approved by the board and members
- Update and maintain sponsorship literature regarding the club
- Develop and maintain records regarding current and prospective sponsors
- Correspond and follow-up with sponsors
- Develop and distribute press releases, advertising, and promotional materials as required
- Develop and maintain the club's website

ARTICLE VIII. COMPENSATION

No member of the board of directors shall receive any compensation for his or her services as a director. No officer, agent or employee of the club shall receive any

compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the members of the club.

ARTICLE IX. CLUB FUNDS

The treasurer shall deposit the funds of the club. The treasurer shall execute all checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the club.

Any person may make donations to the club at any time. The funds from the donations may be used for designated purposes only when the donor requires it. Donations not earmarked may be used as the board of directors and members deem necessary.

The books, receipts and disbursements of the club shall be audited once a year by two (2) members of the club other than the treasurer. The books of the club shall be open to inspection at any time by any member in good standing.

ARTICLE X. INDEMNIFICATION

To the extent properly permitted by law, the board of directors shall provide for the indemnification of any board member, staff member, or committee member. Each will be indemnified by the board for any suit, administrative sanction and costs thereto as a result of carrying out duly authorized and approved word, programs and activities within the scope of their duties. However, the organization will not indemnify or be liable to reimburse or defend any director, member, or staff, who overreaches the scope of delegated authority of responsibility and who recklessly, wantonly, and willfully carries out an act.

ARTICLE XI. AMENDMENTS

Amendments of the Lemon Bay Crew Club Bylaws may only be made with the approval of two-thirds of the board.

The board of directors must approve the final written form of any amendment by a two-thirds majority. After such board approval, the board shall recommend the membership approve the amendment. Voting may be conducted by written vote or email. A majority of those members voting is required for approval. The president shall notify the membership of the results of the voting and, if the requisite approval is given, shall implement such changes as are required in accordance with the amendment.

ARTICLE XII. DISSOLUTION

The club shall not be dissolved or assets disposed of as long as ten members in good standing are willing to contribute. In the event of dissolution of the club pursuant to laws of these bylaws, the remaining assets of the club shall be sold and the proceeds donated to a charitable organization.

This article shall not be altered or amended unless by a unanimous vote of all the members present at a regular or special meeting, provided that due and sufficient notice of the purpose of such meeting be mailed to each member not less than 30 days prior to the date of such meeting.