

Braves Rowing Incorporated Bylaws

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Article 1. Name and Location

Section 1. Name

The name of this corporation shall be Braves Rowing Incorporated (BRI), hereinafter called the “Club”.

Section 2. Location

The principal location of the Club shall be: 1000 East Kaley Avenue, Orlando, FL 32806. All correspondence shall be mailed to: Post Office Box 560925, Orlando, FL 32856-0925

Article 2. Definitions

When used in these Bylaws the following definitions will apply:

- “Club” shall be used to mean Braves Rowing Incorporated, Boone Crew, and the William R. Boone High School Crew Club
- “Full Membership” refers to the parents and guardians of High School student rowers who are voting members of the Club.
- “Executive Board” shall be used to mean the 5 elected Officers of the Club as defined in Article 5.
- “Committee(s)” and “Committee Chair(s)” shall refer to Full Members who have accepted responsibility for specific operational functions of the Club.

Article 3. Nature and Purpose

Section 1. Nature

This Club shall be a charitable, educational, non-profit corporation with no capital stock, but with perpetual existence.

Section 2. Purpose

To support and assist the William R. Boone (Boone) High School Crew Club during its season, and in the off season to support a program of rowing intended to benefit athletes who have, or are likely to, participate in the Boone High School Crew Club; and in general to support and encourage the sport of rowing; and engage in all lawful, not-for-profit activities related thereto.

Article 4. Membership

Section 1. Eligibility

There shall be three classifications of membership in this Club, namely Full Members, Athlete Members, and Honorary Members.

Full Memberships shall be open to parents or guardians of Boone High School students who are active members of the Boone High School Crew Club in good standing. Such persons shall be entitled to all the privileges of the Club, as defined in the Handbook, including voting and holding office. Each High School rower is entitled to one vote from the Full Membership to represent the athlete and the family's interests in Club related matters that are decided by vote.

Athlete Memberships shall be open to all Boone High School students who are members of the Boone High School Crew Club. Athlete memberships shall also be open to any home school students that are zoned for Boone High School and not attending any other high school. Such persons shall be entitled to all the privileges of the Club except voting and holding office. Active participation in the Club as determined by the Executive Board and the Coach, timely payment of all financial obligations, and thorough completion of all paperwork required for the Club, regattas, Florida State Rowing Association, and US Rowing are required to maintain membership.

Honorary Memberships may be awarded by majority vote of the Executive Board to any person for distinguished service who is not a Full Member. Such persons shall be entitled to privileges of the Club except voting and holding office. Crew coaches and Boone High School Faculty Advisor(s) shall be classified as Honorary Members without Executive Board vote and shall be entitled to all the privileges of the Club. This classification will apply unless coaches or Faculty Advisors are also parents of active Athlete Members in which case they will be eligible to be Full Members of the Club.

Section 2. Voting

Full Members only shall have a right to vote. Each parent or legal guardian of a member, or members, of Boone High School Crew Club shall be entitled to one (1) vote per rower. The voting rights shall accrue upon the Athlete Member being current with all applicable athlete membership dues and fees. Any person who is a parent or legal guardian of the rower may cast a vote and that person does not

have to be the same person at each meeting, unless the vote is being cast by a member of the Executive Board.

Section 3. Term and Obligations of Membership

Membership in this Club shall be from year to year unless the Secretary receives a member's written resignation. A resignation shall not relieve any member from liability for any dues accrued and unpaid before resignation. Members may be suspended or expelled as provided in Section 5.

Section 4. Discipline

At all times, all members of the Club are encouraged to share thoughts, concerns, compliments, and feedback to the Executive Board for awareness and action. If expressing concerns to the Executive Board regarding behavior believed to be detrimental to the Club does not result in corrective action that is satisfactory to the member, additional action may be taken.

If the conduct of an adult member has endangered the good order, welfare, or character of the Club and the provisions of the Bylaws, and five (5) members present to the Executive Board written charges subscribed to by themselves against such member which detail the behaviors or actions in question.

Upon written receipt of the concerns, the Executive Board will provide written notice to the member so charged of the nature of the charges, and provide an opportunity for the charged member to be heard in his or her own defense within ten days of having issued the notice of charges. The Executive Board may, by two-thirds (2/3) vote, suspend or expel such member or declare his or her membership forfeited if the charges are determined to have merit following the Executive Board's inquiry and the charged member's defense statements.

A member suspended or expelled for cause other than non-payment of dues shall have the right, within one (1) month after receiving notice of such action, to appeal to the members of the Club by filing a notice of such appeal with the president or Secretary, and a special meeting shall be called within 30 days after the filing of such appeal; but if he or she shall not so appeal, or unless such action of the Executive Board be reversed as herein provided, such suspension or expulsion shall stand. If two-thirds (2/3) of the entire membership, by secret ballot, reverse the action of the Executive Board, the appellant shall be restored to membership; but until such reversal he or she shall not be entitled to any of the membership privileges.

This provision is not intended to apply to disciplinary action brought against athlete members.

Article 4. Executive Board

Section 1. Titles

The offices of President, Vice President, Secretary, Treasurer, and Program Coordinator shall be elected by written ballot from and by the Full Membership at a meeting to be held annually in May and will constitute the Executive Board of the Club. Upon completion in the election of Officers, the Nominating Committee shall certify, in writing, the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Section 2. Terms of Office

The President, Vice President, Secretary, Treasurer, and Program Coordinator shall hold office for a term of one year, and/or until his or her successor(s) have been duly elected. They may be re-elected without limitation as to tenure. Individuals holding Executive Board positions shall serve at the pleasure of the Executive Board.

Executive Board members' term shall begin on June 1 each year. All positions will end on May 31.

Regardless of dates cited above, outgoing Executive Board and Committee Chair positions shall be requested to provide transition assistance for the newly elected Executive Board for at least one (1) month.

Section 3. Qualifications

All nominees for President, Vice President, Secretary, Treasurer, and Program Coordinator must be Full Members of the Club. No individual who participated in the establishment of South Orlando Rowing Association (SORA) in 2011 may be a voting member of the Club or hold elected office. The definition of participation in the establishment of SORA will be exclusively determined by majority vote of the full Executive Board.

Section 4. Responsibilities

The Executive Board shall direct the affairs of the Club in a fiscally responsible manner. The actions of the Executive Board under these Bylaws are final.

Section 5. Resignations

The President or Secretary must receive written notice of any Executive Board Member's resignation.

Section 6. Vacancies

Any vacancy on the Executive Board must be filled by an appointment of the President subject to approval by majority vote of the Executive Board at the next scheduled Executive Board Meeting.

In the event of presidential resignation or incapacity the Vice President shall serve as President until a Full Membership meeting can be called. This meeting must be held within thirty (30) days of the resignation of the President. At that meeting the Full Members shall elect a successor President by majority vote of those in attendance.

Section 7. Meetings

The Executive Board shall hold meetings at such times and places as agreed upon by the members of the Executive Board. A minimum of 10 days' notice will be given to the members of the Executive Board in advance of meeting dates. Any three (3) Executive Board Members may also call meetings within a reasonable time to attain quorum. Notice of such meeting shall be to all Executive Board members and shall be by any written communication form to include text messages.

Section 8. Quorum

The quorum for the transaction of business at any regular or special meeting of the Executive Board shall be three (3) Executive Board Members in attendance.

Section 9. Voting

Items of action will be decided by majority vote of the members of the Executive Board with three exceptions.

Any change to the structure, name, nature, and/or purpose of Braves Rowing Incorporated must be approved by a two-thirds (2/3) majority vote of the Full Membership of the Club.

Any sale of assets totaling more than twenty-five percent (25%) of the total assets of the Club at any point in time must be approved by a two-thirds (2/3) majority vote of the Full Membership of the Club. If at any point in a year if a decision is being made that will result in the annual cumulative sale of assets totaling more than twenty-five percent (25%) of the total assets of the club as stated at the beginning of that year, the decision must be approved by a two-thirds (2/3) majority vote of the Full Membership of the Club. In either instance, a full disclosure of the current and potential future asset status of the Club must be presented in detail to all members of the Club. The asset status disclosure must be sent to all members of the Club in written form at least 10 days prior to the meeting that will request a vote on the sale of the assets and must also be presented in detail at the meeting in which the vote regarding potential sale of Club assets will be held.

Any decisions related to the Club's relationship with the City of Orlando relative to the Boathouse structure and assets located at Bill Frederick Park at Turkey Lake Park must be approved by a two-thirds (2/3) majority vote of the Full Membership of the Club.

Section 10. Proxies

Proxy voting is not allowed for actions taken by the Executive Board.

Section 11. Attendance

It is important for the transaction of Club business that all Executive Board Members attend regularly scheduled meetings. A member missing two (2) consecutive meetings or an aggregate of three (3) meetings will be dismissed from the Executive Board. Reinstatement can be achieved by request to and approval from the Executive Board.

Section 12. Budget

The Executive Board shall determine the amount of the annual budget by July 1 each year. The budget shall be presented to the Full Membership at the first meeting of the academic year in August. The Club shall be responsible for raising funds to meet approved costs and expenses related to BRI.

All purchases that exceed the approved, budgeted expense for the designated event, function, or purpose must have approval from the Executive Board to obtain reimbursement.

Article 5. Duties of Officers

The officers shall perform the duties that usually devolve upon their offices, together with those set out in these Bylaws, and such other duties as the Executive Board may from time to time prescribe.

Section 1. President

The President shall call meetings of the Executive Board to occur monthly on the set schedule established and approved by the members of the Executive Board. The President shall be a member ex-officio of all committees, except the Nominating Committee. The President shall be one of two signatories on all Club Financial Accounts. The President may appoint individuals to fill additional Committee Chair positions approved by the Executive Board. The President shall serve as the liaison with the Head Coach and members of the coaching staff. The President will serve as the liaison with the Principal and Faculty Advisor of Boone High School.

Section 2. Vice President

The Vice President shall preside at all meetings in the absence of the President. The Vice President shall perform the duties that usually devolve upon this office. The Vice President shall assist the President when requested. The Vice-President will maintain responsibility for the status of the boathouse and the equipment of the club in partnership with the Equipment Committee Chairperson. The Vice-President will serve as liaison with the City of Orlando and Bill Frederick Park at Turkey Lake Park. The Vice-President will be responsible for fulfilling the duties of any open Executive Board or Committee Chair position until such time as the vacant position can be filled.

Section 3. Secretary

The Secretary shall keep record of meetings; keep a complete, updated roster of all current members; conduct the general correspondence of the Club; send notices of all meetings and all other notices where previous notice is required; notify officers and committees of their election or appointment; notify those members who may have forfeited membership; and shall perform other such duties as requested by the President or the Executive Board. All minutes shall be filed and passed on each year to each newly elected Secretary. Original ballot counts for all newly elected Executive Board members or Officers at Annual Meeting should be kept on file.

Section 4. Treasurer

The Treasurer shall collect and disburse all funds of the Club; account for them in written form at all meetings as called for; be custodian of the Club financial records and documents; keep a complete, updated roster of all current members; and arrange to have the books of the Club audited, at the request of the Executive Board. The Treasurer shall be one of two signatories on Club Operating Account. The Treasurer shall be present at all functions where money is being collected. In the event that the Treasurer cannot be present at events where money is being collected, the Treasurer will designate an individual, who must be a Full Member of the Club, to collect money, maintain tracking of the money collected, and deliver the money to the Treasurer at the conclusion of the event. The Treasurer will be responsible for providing a written summary of the financial status of the Club, including summary detail of revenue and expenses, monthly to the Full Membership. This information will be shared electronically with the Full Membership.

Section 5. Program Coordinator

The Program Coordinator will be responsible for coordinating the activities of Club events to include recruiting activities, off-season rowing programs, Welcome Events to include Breakfast at the Boathouse, Club social events, and Club travel. It is not the responsibility of the Program Coordinator to execute these events. The Program Coordinator will recruit individuals from the Full and Athlete Member groups to execute these events. The Program Coordinator will work directly with the Registrar Committee Chairperson to ensure all necessary paperwork for the Club, Boone High School, Florida Scholastic Rowing Association, individual regattas, and US Rowing have been completed.

Article 7. Committee Positions

Section 1. Committee Positions

There shall be the following Committee Positions, appointed by the Executive Board, and subject to annual review.

Registrar. This position is responsible for keeping accurate records of the membership, as outlined in Article 3. There are two (2) main responsibilities for this position:

Records: Responsible for rower's records with The Club, with Boone High School, with the Florida State Rowing Association, with U.S. Rowing, and with all regattas.

Directory: Responsible for preparation and distribution of a complete listing of each rower's name, parent's names, address, phone number, and email address. Directory is to be revised by September 30 and again January 31.

Hospitality. This position organizes socials, including the end of the year banquet, coordinates drinks and food arrangements for all events, and organizes the care and transport of the crew trailer.

Equipment/Boathouse. This position shall be responsible for working with the coach(es) to oversee the proper maintenance and storage of all equipment belonging to the Club; to present recommendations to the Executive Board regarding any additional equipment needs; and maintaining a written inventory of all equipment (and approximate value) belonging to the Club. The committee is also responsible for arranging transportation of boats and equipment to all events as well as proper maintenance of boathouse and grounds, access to boathouse, rules for boat storage, and displaying rules of conduct at the boathouse.

Publicity. This position shall arrange for news releases, public appearances, moving pictures, and all documentary material evidencing good publicity and good public relations, including, but not limited to, appropriate recognition of Braves Rowing Inc., and Boone Crew in the Boone High School Annual Yearbook. The Publicity Chair will be responsible for the development and maintenance of content on the Club's website. This position shall act as a liaison to the local newspaper and Boone High School Club to help promote inclusion of information regarding the Club in the weekly "From the Reservation" and quarterly "Smoke Signals" publications. This position shall also be responsible for social media posts on behalf of the Club.

Merchandise. This position will work with the athlete members of the Club who are the designated captains and all athlete members of the Senior class to determine the merchandise offering that will be made available for purchase to Club members throughout the year. This position will be responsible for ensuring all Club uniforms are ordered to include racing uniform items and Club jackets. This position will also be responsible for ordering special items throughout the year. All selections and designs will be in partnership with the athlete member Club Captains.

Section 2. Nominating Committee

1. **Composition.** A committee of up to three (3) shall be appointed by the Executive Board to serve as the Nominating Committee. All members of the Nominating Committee must be Full Members of The Club. Members of the Executive Board should not serve as members of the Nominating Committee.
2. **When appointed.** This committee shall be appointed prior to March 31 each year.
3. **Duties.** The committee shall solicit nominations for the Executive Board positions from all Full Members of the Club. At least one (1) week prior to the Full Membership Meeting to be held in April, the nominating committee will notify all Full Members nominated for an Executive Board position of their nomination and afford the individual the opportunity to accept or decline the nomination. Individuals may be nominated for and may accept nominations for more than one Executive Board position. The Nominating Committee shall prepare a ballot that contains the names of all individuals who accepted nominations for Executive Board positions and the April Full Membership meeting and this shall be considered the presentation of the slate of candidates. Voting for candidate for the incoming Executive Board will occur at the Annual Meeting to be held in May of each year. The Nominating Committee will distribute the ballots at the Annual Meeting, collect the ballots, tabulate the results, and announce the results at the Annual Meeting. The Nominating Committee will ensure that the announced results are accurately reflected in the minutes of the Annual Meeting.
4. **Additional Nominations.** Other nominations for the Executive Board may be submitted from the Full membership at the Full Membership Meeting in April when the slate of candidates is presented and prior to the slate of candidates being approved by the Full Membership. Any candidate nominated at the April Full Membership meeting will be given the opportunity to accept or decline the nomination prior to being placed on the final ballot. No write-in candidates will be accepted during the voting process conducted at the Annual Meeting.
5. **Elections.** The Executive Board shall be elected by written ballot majority vote of those members present and voting. No proxies shall be allowed.

Article 8. Meetings of Members

Section 1. Annual Meeting

The Annual Meeting of all members of this Club shall be held at such place as the Executive Board may designate, in May of each year.

Written notice of intention to hold this meeting shall be given to all members by the Secretary at least fourteen (14) days prior to the scheduled annual meeting. At this meeting all Executive Board Members for the next year shall be elected by written ballot facilitated by the Nominating Committee and shall take office on June 1 each year.

Any other business for the good of the Club may be transacted during the Annual Meeting

Section 2. Regular Meetings

Meetings of the members of the Club in addition to the Annual Meeting shall be held when and where designated by the Executive Board. There will be a minimum of 3 meetings each year in addition to the Annual meeting. Notice of any such meeting shall be to all Full Members and shall be written using the normal communication channels of the Club. The communication method that is used must notify all members of the Club.

Section 3. Quorum

Twenty-five (25) percent of the Full Members of the Club shall constitute a quorum for the transaction of business at a called meeting.

Article 9. Proxies

There shall be no general or special proxies.

Article 10. Annual Dues and Fees

Section 1. Amounts, Methods, and Delinquencies

The Executive Board shall establish the annual dues for Athlete Members, any fees, method of payment and delinquent dates as provided for in the current BRI Handbook. If dues and/or fees become delinquent, a member of the Executive Board will contact the parent of the rower whose account is delinquent to determine if payment arrangements can be established to bring the financial obligations of the rower's account current in a way that meets the needs of the Club. If payment arrangements cannot be agreed to or are not met, the Treasurer will notify Boone High School of the outstanding monies due and this amount will become a formal financial obligation of the school. If financial obligations are not met and arrangements to meet the obligations are not in place, the athlete member may no longer participate in any Club activities including practices and regattas and will not be able to participate in school sponsored events to include Homecoming, Prom, and Graduation. The Head Coach will be notified in the event that an athlete must be removed from the Club for failure to meet their financial obligations.

Section 2. Membership

This fiscal year of this Club is from June 1st each year through May 31st of the following year. Payment of dues and fees is based on the sessions and programs that individual rowers participate in.

Membership dues and fees cover participation in the Club during the academic year. Participation in other Club events may require additional fees.

Section 3. Temporary Suspension of Athlete Membership for Medical Reasons

An athlete who experiences a surgical event or hospitalization for a medical condition, not to include mental health services, may suspend their membership for up to sixty (60) days to allow the athlete the necessary time to return to full activity. Dues will be prorated during this time at the discretion of the Executive Board.

Article 11. Bylaw Review and Amendments

Section 1. Conditions Requiring Bylaw Review and Possible Amendment

It is understood by all Full Members of the Club that the structure and requirements of these Bylaws is impacted by the number of athlete members participating in the activities of the club. It will be required for these Bylaws to be reviewed, amendments proposed as warranted, and presented to the Full Membership for vote and approval any time the number of athlete members of the Club is below ten (10), exceeds twenty-five (25), or exceeds fifty (50). For the purpose of Bylaw review, the number of athlete members of the Club will be measured on September 15th and February 15th each year by the Registrar.

Section 1. Notice of Desire to Amend By-Laws

Independent of the need to review and potentially amend these Bylaws relative to the number of Athlete Members of the Club, notice of any proposed change to these Bylaws shall be filed with the Secretary in writing in sufficient time to allow the proposed amendment to be delivered to all Full Members at least seven (7) days before the meeting at which said amendment is to be voted upon.

Section 2. Vote to Amend By-Laws

Following due notice, these Bylaws may be amended at any regular meeting of the Club by a majority vote of the Full Membership in attendance at the meeting which must also include a two-thirds majority vote of the Executive Board.