

BY-LAWS OF THE NEW ORLEANS ROWING CLUB, LTD.

Amended: 1-1-19

ARTICLE I. OFFICES AND REGISTERED AGENT: BOOKS AND RECORDS

Section 1.1 Name. The name of this club, a not-for-profit corporation organized under the laws of the State of Louisiana, is the NEW ORLEANS ROWING CLUB, LTD. (hereinafter called the "Club").

Section 1.2 Principal Office. The Club shall have and continuously maintain a principal office at such location in the State of Louisiana as the Board of Directors of the Club (hereinafter called the "Board of Directors" or "Board") shall from time to time determine. Initially, it shall be 3 Versailles Blvd., Suite 200, New Orleans, LA 70125.

Section 1.3 Registered Office and Agent. The Club shall have and continuously maintain a registered office and agent in the State of Louisiana in accordance with the requirements of law. The registered office may, but need not, be identical with to the principal office of the Club. Initially, the registered office shall be 3 Versailles Blvd., New Orleans, LA 70125, and its registered agent shall be Edward Karp, of that address.

Section 1.4 Books and Records. The books and records of the Club shall be kept at its principal office or at such other place or places as the Board of Directors shall from time to time determine.

ARTICLE II. GENERAL MATTERS

Section 2.1 Purposes. The purpose of the Club is to promote the interest, development, advancement and activity in the sport of rowing, including:

- a. Instructing persons in the skills of rowing, including participation in amateur competition, and to conduct clinics on the safe use of these boats;
- b. Instructing persons in the skills of building, repairing, and maintaining such vessels;
- c. Publishing newsletters or other periodicals containing articles on all phases of such activities, methods of training for competitions, building, repair, and maintenance of such vessels;
- d. Encouraging, sanctioning and sponsoring amateur competitions with respect to such boating, for its members, for school groups and for the public;
- e. Coordinating activities with those of other local, regional, national and international groups similarly interested in such boating;

- f. Operating for educational, literary, and public safety purposes in addition to the other purposes herein described within the meaning of Section 5010(7) of the Internal Revenue Code of 1986, as amended or applicable section of any successor statute thereto;
- g. Cooperating with other organizations in the conservation and protection of clean water and waterways;
- h. Perpetuating the above purposes in the event of dissolution of this Club by distributing any and all assets to a successor organization similarly dedicated to boating education, safety and organization; and
- i. Promoting the participation of members in trips, competitions, and regattas, both on a national and international level.

Section 2.2 Colors. The colors of the Club shall be red, white, blue and yellow. The colors of the Club's blades shall be royal blue with a yellow fleur-de-lis.

Section 2.3 Autonomy. The Board is autonomous in the governance of the Club. It independently determines all matters central to the governance of the Club. All regulations, rules of conduct of any Club sub-unit activities, and other such matters done as administrative and operating procedures of the Club are done so only with the final jurisdiction, authority, and responsibility of the Board.

Section 2.4 Discrimination for Participation. The Club shall not discriminate on the basis of race, color, sex, sexual orientation, religion, or national origin. This policy of non-discrimination shall apply to all aspects of the Club activities, whether in the membership application process (as specified in section 3.14 of these bylaws), in the selection of any person for leadership in the Club, or with respect to inclusion in Club activities.

Section 2.5 Prohibited Purposes. Notwithstanding any other provisions of these Bylaws, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under the Section of the Internal Revenue Code and its Regulations in which the club is qualified.

No part of the activities or revenue of the Club shall be used in carrying out propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in any way (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

The Club will not pay compensation to officers, directors or trustees.

The Club will not donate funds or pay expenses for individuals.

The Club will not conduct activities or provide grants or other assistance to individual(s) or organization(s) outside the United States.

The Club will not engage in financial transactions such as loans, payments, or rents with any of its members, officers, directors or trustees.

The Club will not operate any gambling or gaming activities.

Section 2.6 Sub-unit Authority. No sub-unit of the Club can operate under a separate set of bylaws or have incorporation separate than that of the Club.

Section 2.7 Inurement of Benefits. No part of the earnings of the Club shall inure to the benefit of any Director or Officer of the Club, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Club affecting one or more of its defined purposes), and no Director, Officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets in the event of dissolution in part or in whole of the Club.

Section 2.8 Dissolution. Upon dissolution of the Club, the assets of the Club shall be distributed exclusively as directed by the Board (under the limitations established by these Bylaws) to specific organizations for the continuance of activities related to rowing or paddling and other human-powered craft, provided such organizations qualify under Section 501(c)(3 or 7) of the Internal Revenue Code and its regulations at the time of dissolution.

ARTICLE III. MEMBERS

Section 3.1 Membership Classes. The members of the Club shall be divided into classes as follows:

- a. Regular
- b. Family
- c. Honorary
- d. Junior
- e. Student
- f. Inactive
- g. Ex-Officio
- h. Military
- i. Instructional
- j. Guest
- k. Special Designation

All members are entitled to all the rights and privileges of the Club, subject to the constraints imposed by their membership class and such rules and regulations as may be promulgated from time to time by the Board of Directors or the standing committees of the Club. The Board may refuse to accept any application for good cause.

Section 3.2 Regular Member. Any person of age 18 or older who has made appropriate written application for membership, has completed any additional membership steps as required by the Board, and has paid the appropriate dues and fees shall be a member of this Club.

Section 3.3 Family Member. Married couples, with or without minor children, single persons with minor children, and domestic partners, may make application as a family member, providing the application designates one voting member. Each family unit will be entitled to one vote which may be cast by the designated voting member.

Section 3.4 Honorary Member. A member who has been a member of the Club for 20 consecutive years, or 25 nonconsecutive years as either an individual or a family member, shall be deemed to be an honorary member at the termination of his 20th or 25th year as a member, whichever the case may be, provided that he is then in good standing and is not indebted or liable to the club for monies, dues, fees, damages, or otherwise.

Section 3.5 Junior Member. A person under the age of 18 years, including persons under the age of 18 who are listed as part of a family membership, may be accepted as a junior member by the Board of Directors; provided however that the Board of Directors may require consent and indemnification from a responsible parent or guardian of such minor. No such membership shall be accepted unless the Board finds that the applicant is sufficiently mature and responsible to understand and comply with these Bylaws and with the rules and regulations promulgated by the Board of Directors from time to time.

Junior members must be accompanied on the water at all times by a parent, coach, or other adult designated under the special designation membership class. Junior members may not have guests, vote, or hold office.

Section 3.6 Student Member. A person over the age of 18 years who is attending school on a full-time basis and who can submit proof of full-time student status may be accepted as a student member by the Board of Directors.

Section 3.7 Inactive Member. A regular member in good standing may apply to the Board of Directors for inactive membership after at least one year's regular

membership. Inactive members do not have the right to vote, to hold office or to use the Club's facilities, except to the extent that the Board from time to time may allow.

Section 3.8 Ex-Officio Member. Any persons designated by the Board of Directors are ex-officio members of the Club and are entitled to all rights and privileges of membership except the right to vote and the right to hold office.

Section 3.9 Military Member. A member of the Club in good standing and who is an active member of the United States Armed Forces is deemed a military member from the date of his/her induction into the Armed Forces through December 31 of the year of his/her discharge and is exempt from the payment of dues, providing that he/she is in good standing in such service and honorably discharged therefrom.

Section 3.10 Instructional Member. Any student in a Club-sponsored instructional class, including but not limited to Open Boats, Learn to Row, and Junior rowing groups, as well as any instructor, coach, or coxswain of that class, may be accepted by the Board as an instructional member of the Club and is entitled to use the Club facilities and specified equipment during the assigned class time and under the supervision of the instructor/coach only. The instructor or coach, under the direction of the rowing director, determines the equipment the instructional member may use. All students must complete the required forms for participation in the class, and any use of the facilities or equipment outside of the official class time is prohibited. Instructional members may not have guests or vote at membership meetings. The Board reserves the right to deny membership privileges under this category.

Section 3.11 Guest Member. Guest members may use the Club's facility and equipment while accompanied by a host member of at least 18 years of age. Guest members may use the Club a maximum of three times, unless the Board directs otherwise. The host member is responsible for the conduct of guest members and any damage done by the guest member. Hosts must ensure all guest members are oriented to the Club and to appropriate safety practices, and use appropriate Club equipment. All guest members must be able to swim, sign a waiver, and remain in the company of the host member at all times. The Board reserves the right to deny membership privileges under this category.

Section 3.12 Special Designation. The Board of Directors may, from time to time, establish other temporary categories of membership including, but not limited to visiting, reciprocal, or special needs categories. No such membership shall be accepted unless the Board finds the applicant sufficiently mature and responsible to understand and comply with these Bylaws and with the rules and regulations promulgated by the Board of Directors from time to time. Special designation members shall have their rights and privileges determined by the Board of Directors in accordance with the

nature of the designation.

Section 3.13 Change of Class of Membership. Any member of the Club may change his membership to a different class (including regular membership) by meeting the requirements of such different class and, if applicable, paying the difference in dues between such member's current class of membership and the class of membership to which such member desires to change; provided, however, that no dues shall be refunded in connection with a change of class of membership.

Section 3.14 Length of Membership. Membership is on an annual basis and must be renewed through completion of a new membership as described in Section 3.16 below.

- a. All Annual Club Membership: runs from January 1 through December 31.
- b. Seasonal Club Membership:
 - January 1st – April 30th
 - May 1st – August 31st
 - September 1st – December 31st
- c. Monthly Club Membership: 1st day of the month to last day of the month
- d. Learn-To-Row Membership: 3 days
- e. Seasonal Junior Memberships: Spring, Summer and Fall seasons
- f. Rack Storage Lengths: 1 season - every 4 months

Section 3.15 Dues and Fees. The dues and fees required of members shall be determined from year to year by the Board of Directors in November or December for the succeeding calendar year, provided, however, that no increase in dues exceeding 25% of a prior year's dues may be made unless the same is approved by a duly-called regular or special meeting of the members.

The payment date for dues and fees shall be set by the Board of Directors, but shall in no event be later than March 1. The Board or the Treasurer at the direction of the Board may establish a schedule of fees to be charged for late payments, returned checks, and like matters.

Dues Schedule:

- a. Annual Club Membership: \$350 individual and \$550 family. Both are non-refundable. All annual memberships shall expire on December 31st (see Section 3.14).
- b. Seasonal Club Membership: \$150 each season, per individual, non-refundable. All seasonal memberships shall expire on the last day of each season (see Section 3.14).

- c. Monthly Club Membership: \$50, non-refundable. This option shall only be available for visiting rowers and members who join mid-season. Any member who joins mid-season should be encouraged to sign up for the next full season or annual membership.
- d. Learn-To-Row Membership: \$125 per individual, non-refundable. Successful graduation of camp shall give new member ability to sign up for club memberships, depending on membership availability (determined by wait-list).
- e. Junior Membership: \$TBD per individual, non-refundable. Seasonal membership fee is determined by coaches each season.
- f. Rack Storage Fees: (1 season - every 4 months) shall be \$125 per boat each season, non-refundable.

Section 3.16 Applications for Membership. Applications for membership shall be in the form from time to time prescribed by the Board of Directors. Application forms shall be signed by the applicant and tendered together with such dues and fees as may be required of the applicant to the Membership Secretary or the Treasurer or to any other officer or director of the Club as the Board designates. No application for membership will be rejected by reason of race, religion, sex, national origin, sexual orientation, or belief, and no applicant will be rejected unless he/she fails to meet the qualifications for the class of membership for which he/she has applied or good cause for rejection has been shown.

Section 3.16.A Number of Club Membership. The number of memberships allocated to new members shall be determined by the Club at the start of each season (every 4 months). All potential new members shall be placed on a wait list, where the top of the waiting list will be given priority for membership. Once at the top of the wait list, new members shall be able to sign up for annual or seasonal membership, be taken off the list, or return to the bottom of the wait list. Membership shall only be granted upon the successful completion of minimum community service requirements.

Section 3.17 Termination of Membership. Membership may be voluntarily terminated by resignation in writing addressed to the Membership Secretary or any officer or Director of the Club, and such resignation shall be accepted unless the resigning member is in default of his obligations to the Club or has charges pending against him (in which case the Board may accept such resignation).

Membership is terminable by the Board of Directors for good cause shown, including, but not limited to:

- a. forfeiture of status as an amateur under a finding or decision of the Board of Directors of the Club, the United States Rowing Association and/or any association or organization with which the Club is affiliated;
- b. non-payment of any indebtedness to the Club;
- c. failure to comply with any obligation or to redress any liability to the Club;

- d. violation of any of the Bylaws, rules and regulations, or directives of the Board of Directors or duly empowered committees or officers;
- e. violation of laws, ordinances, rules, regulations or directives of the New Orleans City Park, the United States Coast Guard, the New Orleans Levee District, or any other governmental agency or body, where such violation is material to the Club's activities; and
- f. conduct injurious to the order, peace, interest, reputation or welfare of the Club.

No refunds of dues or fees will be made upon any member's termination.

Section 3.18 Procedure for Discretionary Termination. In the event that cause for termination as set forth in Section 3.17 has been called to the attention of the Board of Directors, the Board may elect to request the member in question state whether he wishes to resign and to accept his voluntary resignation, if such member answers in the affirmative.

If the Board of Directors deems that a valid cause for termination has been brought to its attention, or upon petition of five or more members in writing, the Board shall set a hearing to determine the validity of the charge. The hearing shall be set at a reasonable time, and adequate notice shall be given thereof to the accused member, who shall have the right to appear in person, either with or without counsel or other assistance. The hearing may be adjourned from time to time, as may be necessary.

If upon such hearing the Board shall be satisfied with the truth of the charge, the Board may censure, suspend, or terminate the membership of the accused member, as the Board in its sole judgment shall determine. The Board need not set forth the reasons for its action, and in the absence of bad faith or malice, the decision of the Board shall be final. No member of the Board who is so accused shall sit in judgment upon himself/herself. In its discretion, the Board may designate three or more club members as a committee to hear the matter, but determination in such cases shall be on such committee's report by or to a quorum of the whole Board.

Section 3.19 Reinstatement. A person whose membership has been terminated for failure to pay dues and fees, or other indebtedness to the Club, may be reinstated upon payment of all arrears and by action of the Board. A person who has resigned in good standing and rejoins the Club is not subject to payment of an additional fee.

A person whose membership has been terminated for cause may be reinstated by the Board of Directors on such terms and conditions as to the Board appears meet and just.

Section 3.20 Annual Meeting. The annual meeting of the members shall be held on the first Sunday in January of each year, at the hour of 6:00 p.m., provided however, that a different date and/or time for holding the annual meeting of the members may be fixed from time to time by resolution of the Board of Directors. Each annual meeting of members shall be for the purpose of electing directors and officers, submission of

annual reports by officers, directors and committee chairs and for the transaction of such other business as may come before the meeting.

The specified annual meeting shall not be canceled. The Board of Directors may postpone a scheduled annual meeting for good cause. The membership must be notified with the reasons for postponement stated and the place and time for the rescheduled meeting, which shall be held no later than 60 days following the original meeting date provided. Should the meeting be rescheduled into the next calendar year, the existing Board of Directors will continue to serve until the annual meeting has occurred. A transition period of no more than one week will follow the annual meeting, after which time the new Board must formally have replaced the preceding Board.

Section 3.21 Special Meetings. Special meetings of the members may be called by the Board at its discretion or in response to the written request of not less than three members. The transaction of business at any special meeting shall be limited to the matters set forth in the Notice of Special Meeting as provided for in Section 3.24. Special meetings may be canceled on the same authority by which it was called, with due notice given to the members.

Section 3.22 Place of Meeting. The Board of Directors may designate any place within the City of New Orleans as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors, but if no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the boathouse.

Section 3.23 Notice of Meetings. Written or printed notice stating the place, date and hour of the meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally or by mail to each member of record entitled to vote at the meeting, not less than 15 nor more than 30 days before the date of the meeting, by or at the direction of the Commodore, the Secretary, or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Club, with postage thereon paid.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the meeting was adjourned due to a lack of quorum of members. In this event, the procedures for notice contained herein shall apply.

Section 3.24 Procedure. Quorum and Vote Required for Action. Five members shall constitute a quorum for a regular or special meeting of the members. If the voting membership is fewer than nine, then three members shall constitute a quorum. The affirmative vote of the majority of the members present at a meeting at which a quorum exists shall be the act of the members, unless a different number of votes is required by the governance documents of the Club (Articles of Incorporation or Bylaws). Questions

of procedure shall be determined by the Commodore with review and approval of the Board. All questions of procedure shall be determined in the spirit of the Bylaws and Robert's Rules of Order when these questions are outside the content of the governance documents.

Section 3.25 Proxy Votes. Proxy votes are not allowed at any meetings of the Board, committees, or membership unless the Board or the Director of the committee in question directs otherwise.

ARTICLE IV. DIRECTORS

Section 4.1 General Powers. The affairs of the Club shall be managed by its Board of Directors, which shall be the governing body of the Club. The Board of Directors (hereinafter "the Board"), in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation of the Club or elsewhere in these Bylaws, shall have all of the powers, authority and duties prescribed or imposed by law for corporations organized under Louisiana's corporate laws which have members under which membership corporations are organized. Such powers include, but are not limited to,

- a. the control and management of the Club's property;
- b. the power to enter into contracts, subject to the provisions of Section 4.8;
- c. the power to authorize the disbursement of funds, to impose or remit penalties, to set fees, dues, and charges;
- d. the power to promulgate reasonable rules and regulations, to amend these Bylaws;
- e. the power to otherwise act as the Board from time to time may deem advisable in the best interests of the Club.

Section 4.2 Number and Tenure. The Club's Board of Directors shall number at least four (until membership allows more) and must include the following:

- a. President/Commodore,
- b. Vice President/Vice Commodore,
- c. Secretary, and
- d. Treasurer

The offices of Secretary and Treasurer may be combined by order of the Directors, but this (combined) position will be allowed but one vote. If this combination of offices is made, the Board may number three.

Membership numbers permitting, as well as the willingness of Club members to serve on the Board, the following additional Directors may be added by majority vote of the

Board:

- e. Director of Communications,
- f. Director of Junior Rowing,
- g. Director of Masters Rowing, and
- h. Director of Learn-To-Row

Each member of the Board shall serve for a one-year term, commencing the January following his election, except for directors chosen by the Board to fill a vacancy, who will then serve either to the end of the term or until a successor is elected and installed.

Section 4.3 Eligibility. Any member of the club, who has been a regular, family, honorary, student, military or instructional member during the present year, is eligible to be nominated for the next year's Board of Directors. Should the member be elected to the Board, he must be a regular, honorary, military, or designated voter in a family membership for his year of service. Any questions regarding a member's eligibility shall be resolved by the current Board of Directors.

Section 4.4 Election of Directors. Directors are elected by the members at the annual meeting of the Club, pursuant to the provisions of Article VI hereinafter set forth, provided however, that the Board of Directors may fill a vacancy on the Board arising through death, disability, resignation, disqualification, removal or other cause for the unexpired term of the director whose place shall be vacant.

Section 4.5 Removal of Directors. Removal of Directors shall be as provided by the Act.

Section 4.6 Organization of the Board. The President/Commodore, and in his absence, the Vice President/Vice Commodore, is the chairman of the Board of Directors. The duties of the Directors are set forth in Article VII. The President/Commodore or the Board may form standing and ad hoc advisory committees of members of the Board or Club members to perform such functions as may from time to time be deemed necessary or desirable.

Section 4.7 Meetings of the Board. The Board of Directors shall convene regularly at an open meeting at least once per season (See Section 3.14), beginning in January, on the second Sunday of that month, or such other date as the Board from time to time determines, and at such special meetings as may be called from time to time.

Meetings of the Board of Directors shall take place at the Club boathouse, or such other place as the Board may from time to time determine.

Special meetings may be called by the Commodore, or by the majority of the directors,

upon not less than five days notice to each director by mail or three days notice by personal contact, telephone, or electronic communication. The notice of a special meeting shall state the specific purposes for which the meeting is called. Such meetings may be called for Board members only. Except as otherwise provided in these Bylaws, a majority of members of the Board or three members, whichever is lesser, constitutes a quorum, and except as otherwise specifically provided herein, matters are decided by the majority of those present and voting.

Section 4.8 Budgeting and Fiscal Procedures. In expending unrestricted Club funds, the Board shall observe the following priorities: first, the Board shall determine the amounts necessary to be paid or reserved for maintenance, upkeep, and reasonable improvement of the Club as a whole, including public relations, publicity and the purchase and maintenance of the Club's property and including the setting aside of funds for capital improvements or other special purposes.

The amounts so budgeted shall cumulate from year to year. The budget shall be under the control of the Board of Directors, subject to the supervision of the Commodore. All funds will remain on deposit with the Club's banking depository, whether or not they have been allocated to a budget and may be disbursed only upon approval of the duly authorized officers of the Club.

In making its budget, the Board will leave in the Club treasury a sum determined in its discretion, but in no event less than 10% (ten percent) of the dues and fees collected by June 1, after committee budgets and all outstanding contracts and obligations have been deducted from the balance (except capital improvement obligations payable over a long term and necessarily entered into to preserve the Club's property). All long term capital improvement obligations or contracts, all expenditures in excess of \$3,000, and any expenditure, contract or undertaking which would reduce the year-end funds of the Club below the limit established above are subject to disapproval by the membership, except in the case of urgent necessity or normal recurring operating costs, such as insurance. In the absence of urgent necessity, the Board shall call a special membership meeting, and notice of this meeting shall contain the terms of the proposed expenditure, and advice that the membership may disapprove the expenditure at the meeting. Notice shall conform to the provisions set forth in Section 3.24. At such meeting, 2/3 of all of the voting members present at the meeting may disapprove the expenditure as long as a quorum is present.

ARTICLE V. OFFICERS AND DIRECTORS

Section 5.1 Designations. The officers of the Club shall be a President (who by virtue of his office shall also be known as the Commodore), Vice-President (who by virtue of his office shall also be known as the Vice-Commodore), Secretary, and Treasurer. The directors of the Club shall consist of the aforementioned officers, and, if added by the Board, will also include the Directors of Communications, Junior Rowing, Masters, and Learn-To-Row. The officers and the directors form the Board of Directors.

Section 5.2 Term. The officers and directors shall serve for a term of one year, and until their respective successors have been elected and installed.

Section 5.3 Election. Officers and directors are elected by the membership for a term commencing on January 1 following the annual meeting at which they are elected, provided however, that vacancy caused by death, disability, resignation, disqualification, or other cause may be filled by the Board of Directors.

Section 5.4 Vacancies. Any vacancy in office, however arising, may be filled by the Board of Directors for the un-expired portion of the term of such office.

Section 5.5 Removal of Officers and Directors. Removal of officers and directors shall be as provided by the Act.

Section 5.6 President/Commodore. The President/Commodore is the chief executive officer of the Club and of the Board of Directors. He has executive management of the business of the Club and sees that all orders and resolutions of the Board are carried into effect, subject, however to the right of the Board to delegate any specific powers not reserved by law or by these Bylaws to other officers or directors of the Club.

The President/Commodore is ex-officio a member of all regular and special committees of the Club.

Upon assuming office, the President/Commodore shall be provided by the outgoing President/Commodore with a complete summary of all insurance, bonds, financial and physical property, as carried in the name of the Club, and a statement of the receipts and disbursements for the year immediately preceding his installation or re-installation, and upon his leaving office, the President/Commodore shall supply such summary to his successor. Such summary shall be recorded by the Secretary on the Club's books at the time same is rendered.

The President/Commodore, by and with the consent of the Board of directors, shall appoint from the members of the Club, including members of the Board, such other chairmen of regular or ad hoc committees as may be established. The members of these committees may be appointed by the Board, or may, at the Board's discretion, be appointed by the chairman of that committee.

At the annual meeting of the Club, the President/Commodore shall read his complete report, a copy of which shall be deposited in the archives of the Club.

The President/Commodore shall oversee club and private boat storage, including rack assignment and payment of fees.

The President/Commodore shall make rules and regulations pertaining to house interests, as well as the purchase or sale of fixtures, equipment, and supplies.

Section 5.7 Vice-President/Vice-Commodore. Upon death, disqualification, removal, or other vacancy in the office of President/Commodore, the Vice-President/Vice-Commodore shall perform the duties of the President/Commodore, and he shall have such other duties as the Board may from time to time impose. The Vice-President/Vice-Commodore shall have responsibility for safety guidelines for the membership and shall direct the fundraising of the Club.

Section 5.8 Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors and shall fairly and impartially make minutes of all such meetings which shall be kept in the Club's corporate minute book.

The Secretary shall have possession of the Club's corporate minute book and responsibility for its safekeeping, and shall have said book available for inspection at all time by any or all members of the Board of Directors.

The Secretary shall have possession and responsibility for such other documents and records as the Board of Directors may from time to time direct, and of the corporate seal.

The Secretary may conduct correspondence for the Club, including such correspondence as the Board of Directors and the President/Commodore may direct.

The Secretary shall record the proceedings of all hearings and special proceedings that the Board may direct.

The Secretary has the duty of posting a complete and current list of officers and directors of the Club at the club house.

The Secretary has the duty of affixing the corporate seal of the Club to such documents as may require same, when so ordered to do by the Board.

In the case of his inability to attend a meeting, the Secretary has the responsibility of seeing that the Club's books and records are conveyed to the meeting.

The Secretary has the duty of recording and publishing an annual report.

Except for the Treasurer's books and records, the Secretary has custody of all books and records of the Club except as otherwise ordered by the President/Commodore or the Board of Directors.

Section 5.9 Treasurer. The treasurer is responsible for the collection, safekeeping, and disbursement of all monies and securities of the Club. The treasurer shall give such official receipts as may be required. The treasurer may delegate any of these duties to an assistant, provided such person is approved by the Board.

The Treasurer shall keep the checkbook of the Club, and shall keep such other financial records as will enable the Board of Directors at all times to have a clear and true understanding of the financial affairs of the Club.

The Treasurer shall deposit funds of the corporation in such depositories as the Board of Directors may designate, and shall make such disbursements as the Board may direct, with the countersignature of the President/Commodore or other officer or officers as the Board may require.

The Treasurer shall keep a true and accurate record of the budgets adopted by the Board, and such other and separate funds or budgets as the Board may require.

The Treasurer shall make a bi-monthly report of the condition of the assets, and of the receipts and disbursements for the preceding period, at each meeting of the Board. His report will include the names of all parties delinquent in payment of monies to the Club and shall make such other particular reports as directed by the Board or President/Commodore.

The Treasurer shall record and keep current boat storage and other fees , as received from the House Director, and shall report to the Board on such matters and in such detail as the Board shall request.

The Treasurer shall be bonded in an amount to be fixed by the Board and with a surety approved by the Board.

Section 5.10 Director of Communications. The Director of Communications shall be responsible for the preparation and dissemination of a newsletter to the membership, which shall be published at least four times annually, subject to the supervision of the Board and the President/Commodore.

The newsletter may contain such items as: (I) a summary of business discussed at the monthly meetings of the Board of Directors; (II) announcements and reports of coming activities, regattas, and races which involve the club; (III) reports on activities, races and regattas in which the Club was involved, and (IV) a summary of the Treasurer's reports. The newsletter may also contain such other items as the Board may from time to time direct.

The Communications Director shall give notice of meetings of the Board and meetings of the members to the persons who may be entitled thereto in accordance with the Bylaws and in accordance with the directions from the President/Commodore or the Board of Directors.

The Communications Director shall also oversee the maintenance of the Club's website and voice mail systems.

Section 5.11 Director of Master Rowing. The Director of Masters Rowing shall ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines. The Director of Master Rowing shall develop and oversee the rowing component of member orientation, so that all members are educated to the safe and appropriate use of Club rowing equipment.

The Director of Master Rowing shall ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board or the

Rowing Committee.

The Director of Master Rowing shall head the rowing committee, which is responsible for maintaining and purchasing Club equipment with allocated rowing funds. He shall ensure that the rowing committee numbers at least 3, and that it represents all the Club's rowing communities.

The Director of Master Rowing shall prepare and disseminate all Club membership materials. Keys to the grounds of the Boathouse will be disseminated once all appropriate membership requirements have been met. The director shall receive all membership monies, which he will submit to the Treasurer. The director shall make monthly report to the Board of Directors of the names of all parties delinquent in payment of monies to the Club.

The Director of Master Rowing shall develop a member orientation session, with the assistance of the President and Vice President, which covers basic safety practices and Club policies on facility and equipment use. The director shall record whether all members have attended an orientation and report lapses to the Board on a monthly basis.

The Director of Master Rowing shall maintain a list of members, according to their classification of membership and also according to their respective designation of primary interest under Section 3.17 of these Bylaws. The director will bring any membership requests under Section 3.5, 3.6, or 3.7 to the attention of the Board of Directors. The director will provide all Directors with a current membership list at each regular Board meeting.

Section 5.12 Director of Junior Rowing. The Director of Junior Rowing shall ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines. The Director of Junior Rowing shall develop and oversee the rowing component of member orientation, so that all members are educated to the safe and appropriate use of Club rowing equipment.

The Director of Junior Rowing shall ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board or the Rowing Committee.

The Director of Junior Rowing shall head the rowing committee, which is responsible for maintaining and purchasing Club equipment with allocated rowing funds. He shall ensure that the rowing committee numbers at least 3, and that it represents all the Club's rowing communities.

The Director of Junior Rowing shall prepare and disseminate all Club membership materials. Keys to the grounds of the Boathouse will be disseminated once all appropriate membership requirements have been met. The director shall receive all membership monies, which he will submit to the Treasurer. The director shall make monthly report to the Board of Directors of the names of all parties delinquent in payment of monies to the Club.

The Director of Junior Rowing shall develop a member orientation session, with the

assistance of the President and Vice President, which covers basic safety practices and Club policies on facility and equipment use. The director shall record whether all members have attended an orientation and report lapses to the Board on a monthly basis.

The Director of Junior Rowing shall maintain a list of members, according to their classification of membership and also according to their respective designation of primary interest under Section 3.17 of these Bylaws. The director will bring any membership requests under Section 3.5, 3.6, or 3.7 to the attention of the Board of Directors. The director will provide all Directors with a current membership list at each regular Board meeting.

Section 5.13 Director of Learn-To-Row. The Director of Learn to Row shall ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines. The Director of Learn to Row shall develop and oversee the rowing component of member orientation, so that all members are educated to the safe and appropriate use of Club rowing equipment.

The Director of Learn to Row shall ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board or the Rowing Committee.

The Director of Learn to Row shall head the rowing committee, which is responsible for maintaining and purchasing Club equipment with allocated rowing funds. He shall ensure that the rowing committee numbers at least 3, and that it represents all the Club's rowing communities.

The Director of Learn to Row shall prepare and disseminate all Club membership materials. Keys to the grounds of the Boathouse will be disseminated once all appropriate membership requirements have been met. The director shall receive all membership monies, which he will submit to the Treasurer. The director shall make monthly report to the Board of Directors of the names of all parties delinquent in payment of monies to the Club.

The Director of Learn to Row shall develop a member orientation session, with the assistance of the President and Vice President, which covers basic safety practices and Club policies on facility and equipment use. The director shall record whether all members have attended an orientation and report lapses to the Board on a monthly basis.

The Director of Learn to Row shall maintain a list of members, according to their classification of membership and also according to their respective designation of primary interest under Section 3.17 of these Bylaws. The director will bring any membership requests under Section 3.5, 3.6, or 3.7 to the attention of the Board of Directors. The director will provide all Directors with a current membership list at each regular Board meeting.

Section 5.14 Assistant Officers or Directors. The President/Commodore or the Board

may appoint from the voting membership one or more assistants to aid any of the officers or directors upon request of said Board member or in the event the Board member is temporarily unable to perform, or otherwise are not performing, his respective duties. Such assistant officers or directors are not, however ex-officio members of the Board.

Section 5.15 Board Membership. The President/Commodore, Vice President/Vice Commodore, Secretary, and Treasurer are ex-officio members of the Board of Directors.

ARTICLE VI. ELECTIONS

Section 6.1 General. Officers and directors shall be elected at the annual meeting of members by secret ballot of eligible voting members present at the meeting. Only voting members in good standing are eligible to vote at such election. No member may vote by proxy, unless the Board has determined otherwise in accordance with section 3.26.

Section 6.2 Nominating Committee. No less than ninety days prior to the annual meeting, the Board shall designate a nominating committee consisting of three or more voting members (and may select alternates) to meet and nominate candidates for the next year's Board of Directors. If the Board cannot agree on three members to constitute the nominating committee, they shall agree on as many as they are able, and each director shall propose the name of a prospective member of the nominating committee. Each name so proposed will be placed on a slip of paper, and by lot as many names will be drawn as there are vacancies to fill. If the Board cannot agree on which of the members of the nominating committee shall be chairman thereof, the first name drawn by lot shall be chairman. The Board will instruct the committee as to the eligibility requirements for service on the Board. No later than forty -five days prior to the annual meeting, the nominating committee shall report its nominations for officers and other directors to the Board. The nominating committee may nominate any eligible member of the Club to any office.

Section 6.3 Material to be Enclosed with Notice of Annual Meeting. In the notice of the annual meeting provided by Section 3.20, the Communications Director or other person giving notice shall contain (I) the names of the persons nominated by the nominating committee, (II) the Board position to which they have been nominated, (III) a statement whether they are incumbents in that Board position, or hold a different Board position, and (IV) the year in which they became members of the Club.

Section 6.4 Additional Nominations. At least fifteen days prior to the annual meeting, five or more members in good standing and entitled to vote, may nominate other

candidates, as they may choose, for any Board position. Nominations must be in the form of a signed petition or individual letters or signatures, and may be presented to the Commodore in person, by mail, fax, or individual emails. In such case, the Communications Director shall notify the members in writing of the name of each such person nominated, the Board position for which he is nominated, the year in which he became a member of the Club, and the fact that he was nominated by petition to oppose a named member nominated by the nominating committee.

Section 6.5 Conduct of the Election. When the meeting is convened, no business other than business pertaining to the immediate election shall be conducted in the first half hour thereof in order to permit members to obtain and cast their ballots. Ballots may continue to be cast for no less than one hour after the meeting has been convened and for such additional time as the Board may have determined prior to the start of the meeting. When the period for voting has lapsed, the President/Commodore shall declare the polls closed, and three members appointed by the President/Commodore at the meeting to act as tellers shall commence tabulating the votes and shall report the results as promptly as practicable. No candidate and no member of the Board may serve as teller. The persons receiving the highest number of votes for each Board position shall be declared elected to that position. With respect to any Board position which is uncontested, on motion duly made and seconded the meeting may declare the candidate elected by acclamation.

ARTICLE VII. APPLICATION OF BYLAWS, RULES AND REGULATIONS AND UNDERTAKINGS OF MEMBERS

Section 7.1 Bylaws, Rules and Regulations and Application Thereof. Members of all membership classes and their guests shall abide by these Bylaws and by such other rules and regulations as the Board may from time to time promulgate or which the President/Commodore, under the supervision of the Board, may order.

Section 7.2 Liability for Damage or Injury. Members are liable for personal injury or property damage incurred by the Club, its property, or its members, due to the actions or inactions of themselves or their guests.

Section 7.3 Club Equipment. Members and guests may not take Club equipment away from the boathouse area unless permission has been obtained in advance from the President/Commodore or from the chairman of the committee in charge of the equipment. Members and crew coaches are required to enter in the boat house log book their names, the names of guests or crew, the type and identification of boats and equipment withdrawn and the condition thereof at the time and at the time the boats and equipment are returned.

Section 7.4 Port Authority, New Orleans City Park, Levee District, and Coast Guard Rules. Members and guests are required to abide by relevant ordinances, rules and regulations of the New Orleans Port Authority, New Orleans City Park, Levee District, and the United States Coast Guard, including ordinances, rules and regulations prohibiting intoxicating liquors and gambling.

Section 7.5 Prohibited Boats and Materials. Unless granted permission by the President/Commodore or the Board for special purposes, no boat or vessel of any type whatsoever will be brought upon the Club premises other than non-motorized craft, except that a motor boat may be used for coaching and for regattas under supervision of the Club officers. No gasoline or other inflammable or dangerous materials are to be stored on Club premises by members. The Board may, however, authorize such storage for the benefit of the Club and will establish from time to time appropriate guidelines for the storage and access of these materials.

Section 7.6 Insurance. Each member storing a boat on Club premises is required to carry his own insurance, or else file an Assumption-of-Risk document with the Club

Section 7.7 Storage of Boats and Other Property. When space is available, a member in good standing may store his boat on a rack or in other space designated by the Commodore, for each season in which the fee is paid. By accepting a rack or space so assigned, whether or not a fee is paid, a member agrees:

- a. That the boat will be duly marked and identified in accordance with directives of the appropriate committee chairman and/or other officers of the Club;
- b. Upon expiration of the period for which fees were paid, and if the same has not been renewed, the member will promptly remove the boat or other property upon demand;
- c. If fees are unpaid within 30 days of the start of each period for which fees were paid, demand for payment may be made upon the member at his address of record, in writing, and by ordinary mail;
- d. In rare circumstances, an exemption to the storage fee may be granted to club members with approval from the President/Commodore and or the Board. The exemption will expire at the end of each period and the exemption must be renewed by the Board.

In the event a member's boat or other property is not removed within twenty days after such demand is made, the Club is entitled, at its option and in its sole discretion, (I) to all rights as a warehouseman, including the sale of said boat for payment of storage fees and for a lien for storage fees, which shall accumulate at no less than \$1.00 per day and for such other property at not less than \$0.50 per day; (II) to regard such property as abandoned and to discard it, upon twenty days notice by registered or certified mail of intention to do so, unless said property is removed and all delinquencies paid; and (III) the Club shall not be responsible for damage, destruction or other loss occasioned to said member's boat or other property, except for the Club's willful and wanton acts.

ARTICLE VIII. AMENDMENTS

Section 8.1 Amendments by the Board of Directors. The Board of Directors may amend these Bylaws by the affirmative vote of three fourths of its members at a meeting wherein specific notice of the proposed amendment has been given, except for the provision of Article I and this Article VIII, and except that it may not expand its own powers or remove any of its duties or obligations imposed by Article IV, and further provided that any amendment so made may not become effective until at least 35 days after notice of same has been given to the membership together with notice of a special membership meeting whereby one quarter of the membership, by majority vote, may veto such proposed change, in which case an amendment may not be made on the same subject by the Board for at least one year after such veto.

Section 8.2 Amendments Requiring Membership Approval. The Board of Directors may amend Article I, Article IV, and Article VIII of the Bylaws at a regular or special meeting of the members, provided that the purpose and wording of the proposed amendment in the notice of the meeting is mailed not less than twenty-one days, nor more than forty days prior to the meeting, at which such amendment is considered and further provided that such amendment shall receive the affirmative vote of at least two-thirds of all members present and voting on the proposed amendment and a quorum is present.

Section 8.3 Editorial Changes. Non-substantive changes to the Bylaws, such as corrections of typographical errors or the substitution of a new address of the Club's principle office, may be made by the Board without resort to notification of the membership.

Section 8.4 Construction of Bylaws.

- a. Wherever the context so requires, masculine shall include the feminine, the feminine shall include the masculine, and the singular shall include the plural, and conversely.
- b. If any portion of these Bylaws shall be invalid or inoperative, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative; and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 8.5 Table Contents and Headings. The table contents and headings used in these Bylaws have been inserted for convenience and do not constitute matter to be construed in interpretation.

Section 8.6 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

Section 8.7 Savings Clause. Failure of literal or complete compliance with provisions of the Bylaws, including errors in phraseology of proposals, which in the judgment of the majority of the members in attendance at a meeting do not injure the rights of members not present, shall not invalidate the actions or proceedings of the members at that meeting.

Section 8.8 Child Safeguarding Policy. The Club acknowledges the duty of care to safeguard and promote the welfare of children and is committed to ensuring safeguarding practice reflects statutory responsibilities, government guidance and complies with best practice and U.S. Rowing requirements.

The policy recognizes that the welfare and interests of children are paramount in all circumstances. It aims to ensure that regardless of age, ability or disability, gender reassignment, race, religion or belief, sex or sexual orientation, socio-economic background, all children

- a. have a positive and enjoyable experience of sport at NORC in a safe and child-centered environment
- b. are protected from abuse whilst participating in rowing or outside of the activity.

The Club acknowledges that some children, including disabled children and young people or those from ethnic minority communities, can be particularly vulnerable to abuse and we accept the responsibility to take reasonable and appropriate steps to ensure their welfare.

As part of our safeguarding policy, the Club will

- a. promote and prioritize the safety and wellbeing of children and young people
- b. ensure everyone understands their roles and responsibilities in respect of safeguarding and is provided with appropriate learning opportunities to recognize, identify and respond to signs of abuse, neglect and other safeguarding concerns relating to children and young people
- c. ensure appropriate action is taken in the event of incidents/concerns of abuse and support provided to the individual/s who raise or disclose the concern

- d. ensure that confidential, detailed and accurate records of all safeguarding concerns are maintained and securely stored
- e. prevent the employment/deployment of unsuitable individuals
- f. ensure robust safeguarding arrangements and procedures are in operation.

The policy and procedures will be widely promoted and are mandatory for everyone involved in the Club. Failure to comply with the policy and procedures will be addressed without delay and may ultimately result in dismissal/exclusion from the Club.

Monitoring

The policy will be reviewed a year after development, effective January 1st, 2017, and then every three years, or in the following circumstances:

- a. changes in legislation and/or government guidance
- b. as a result of any other significant change or event