

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

Effective January 1st 2024

### **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") 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 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 the following objectives:

- a. Maintain and nurture a positive environment for all community members to learn and grow in the sport of rowing together regardless of race, gender identity, sexuality, ability, life stage, or income;
- b. Instruct persons in the skills of rowing, including for participation in amateur competition, and through clinics on the safe use of these boats;
- c. Teach the skills of building, repairing, and maintaining such vessels;
- d. Publish information and news on the sport of rowing and the club itself
- e. Encourage, sanction and sponsor amateur competitions with respect to such boating, for its members, for school groups, and for the public;
- f. Coordinate activities with those of other local, regional, national and international groups similarly interested in such boating;
- g. 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;
- h. Cooperating with other organizations in the conservation and protection of clean water and

waterways;

- i. Perpetuate 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
- j. Promote 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 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, 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. The Club will not pay compensation to elected officers.

Section 2.6 Sub-unit Authority. No sub-unit of the Club can operate outside of the club bylaws or have incorporation separate from 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 Executive 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. MEMBERSHIP RIGHTS AND OBLIGATIONS**

Section 3.1 Membership Classes. The members of the Club shall be divided into two major classes (full and partial) and subdivisions (adult, junior, parent, guest, and honorary or affiliate)

- a. Adult
  - a. Anyone aged 18 or over
  - b. Full membership
- b. Junior
  - a. Anyone under the age of 19 OR still actively enrolled in secondary school, not yet reached the age of 20 and enrolled in junior programming
  - b. Partial membership
- c. Parent
  - a. Any parent of a currently enrolled junior member
  - b. Partial membership
- d. Guest
  - a. Anyone aged 18 or over temporarily wishing to affiliate with NORC
  - b. Partial membership
- e. Honorary
  - a. Anyone aged 18 or over
  - b. Full membership
  - c. Conferred only by board approval

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. A director or the Board may refuse to accept any application for good cause.

Section 3.2 Adult Membership.

Adult Members pay dues annually or ad-hoc as designated by the Masters Director. Only Members paying a full year of annual dues may have voting privileges. Membership options are set by the Masters Director (who may elect to develop partial categories of membership as appropriate to the circumstances). Adult members have full water and competition privileges and access to club equipment.

Section 3.3 Junior Member.

Junior members must be accompanied on the water at all times by an active Adult member or NORC coach and may not have guests, but otherwise have full water and competition privileges. Junior members may not vote or hold office. Junior memberships are seasonal as set by the Junior Director and Junior members shall pay dues respective to their program requirements.

Section 3.4 Parent Member.

Parents of junior members may pay nominal membership dues as set by the Junior Director annually to have voting privileges but do not have water or competition privileges.

Section 3.5 Guest Member.

Guest members, including Learn-to-Row participants, shall have water and competition

privileges for a circumscribed period of time after approval by a program Director, who may charge a nominal fee for the privilege. They have no voting privileges.

Section 3.6 Honorary/Affiliate Member.

Honorary or Affiliate members shall be approved by the Executive Board and may be asked to provide a nominal annual dues payment dependent on circumstance. They will have privileges as designated under the terms of their membership (whether full or partial) by the Executive Board.

Section 3.7 Dues and Fees (General). The dues and fees required of members in each category shall be determined from year to year by the Program Directors with oversight by the Board provided, however, that no increase in dues exceeding 25% of a prior year's dues may be made unless the same is approved at the annual meeting of members. Dues and Fees shall allocate funds according to Article 4.

The payment date for dues and fees shall be set by the Program Directors, but shall in no event be later than one month after a prescribed deadline. 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.

Section 3.8 Club Dues and Fees (Objective and Schedule):

- a. Annual Adult Club Membership: Shall be set by the Masters Director annually relative to the needs of the club each year and shall cover objectives and goals of the club and program as laid out in section 2.1. All dues shall be non-refundable and all annual memberships run from January 1st to December 31st.
- b. Guest Memberships: Shall be set by the Masters Director as needed to fund programming and overhead for the club as laid out in section 4.3. These are to run for a specified time and generally for a prescribed set of programming.
- c. Junior Membership: Shall be set by the Juniors Director as needed to fund programming and overhead of the junior program and the club. The fees to be assessed shall be per individual and non-refundable. Seasonal membership fee and duration shall be determined by the Junior Director prior to the start of each season.
- d. Parent Memberships: Shall be set by the Juniors Director to support programming and overhead for the club as laid out in section 2.1. All dues shall be non-refundable and shall run from January 1st to December 31st.
- e. Honorary/Affiliate Membership: Shall be set by the Board as appropriate to the circumstance. All assessed dues shall be non-refundable and shall run from January 1st to December 31st.
- f. Rack Storage Fees: Runs Jan 1st to Dec 31st regardless of when the boat is brought to the facility. See designated Private Boat Storage Policy as approved by the Board.

Section 3.9 Applications for Membership. Applications for membership shall be made to the appropriate Program Director. 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 3.10. Number of Club Membership. The maximum number of club members shall be determined by the Board.

Section 3.11 Rights and Responsibilities of Membership. In exchange for usage rights, members will be expected to:

- a. Maintain vigilance for the safety of all other rowers, the equipment and the boathouse
- b. Uphold an environment of respect and inclusivity for all stakeholders at all times
- c. Cultivate a supportive and encouraging environment on and off the water

Section 3.12 Termination of Membership. Membership may be voluntarily terminated by resignation in writing addressed to a Director of the Club or Elected Board Member, and such resignation shall be accepted unless the resigning member is in default of his obligations to the Club.

Membership is terminable by a Program Director or Board of Directors for good cause shown, including but not limited to:

- a. violation of any of the Bylaws, rules and regulations, or directives of the Board of Directors or duly empowered committees or officers;
- 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 rules or regulations as laid out by USRowing;
- 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 3.13 Procedure for Grievances and Violations. if there is a need for redress of a problem in the club, Members and Non-Members shall have the right to file a grievance. Members are advised to work with their respective program directors first to resolve all problems before engaging the grievance policy.

- a. In the event of any grievance, members and non-members may follow the procedures established under the NORC Grievance Policy.
- b. The board shall have final authority on all issues, but may designate an external authority as it sees fit to resolve all disputes, grievances, and violations of club by-laws or program directives as needed.

- c. Resolution of grievances may include anything up to and including termination of membership.
- d. The decision of the Board shall be final.
- e. No member of the Board who is so accused shall sit in judgment upon themselves.

Section 3.14 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 3.15 Annual Meeting. The annual meeting of the members shall be held annually in the final quarter of the year before December 31st.

- a. Meetings are open to all voting members;
- b. 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;
- c. The specified annual meeting can be held in person or virtually;
- d. Voting can be conducted by full members during that meeting or following, in either format
- e. 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; and
- f. 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 3.16 Special Meetings. Special meetings of all members may be called by a majority of the Board at its discretion. 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 3.18.

Section 3.17 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. Meetings may also be held virtually.

Section 3.18 Notice of Meetings. Written or electronic 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 electronically or by mail to each member of record entitled to vote at the meeting, not less than 15 nor more than 60 days before the date of the meeting, by or at the direction of the President, or other board members calling the meeting.

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 3.19 Procedure. Quorum and Vote Required for Action.

- a. Forty percent of voting members shall constitute a quorum for a regular or special meeting of the club.
- b. 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.
- c. Questions of procedure shall be determined by the President with review and approval of the Board.
- d. 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 3.20 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. ORGANIZATIONAL OUTLINE**

Section 4.1 General Powers. The affairs of the Club shall be managed by its Board of Directors (Board) which shall be the governing body of the Club. 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 4.3;
- 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 from time to time as they may deem advisable in the best interests of the Club.

Section 4.2 Meetings of the Board. The Board shall convene regularly at least once per quarter, beginning in January on such date as the Board determines, and at such special meetings as may be called as need arises.

Meetings of the Board shall take place at the Club boathouse, virtually, or such other place as the Board may determine.

Special meetings may be called by the President, or by the majority of the board members. The

notice of a special meeting shall state the specific purposes for which the meeting is called. Such meetings may be called by Board members only.

Except as otherwise provided in these Bylaws, a 2/3<sup>rd</sup> composition of the Board constitutes a quorum and, except as otherwise specifically provided herein, matters are decided by the majority of those present and voting. Matters in a special meeting may not change the bylaws, reconstitute the makeup of the Executive Board, or bypass the Grievance Policy procedure. Such meetings shall be open only to Board members except as such circumstances as the Board determines but summaries of meeting minutes will be made available to any member upon request.

Section 4.3 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, as well as 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 President. 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.

- a. The President shall make a club budget each year for insurance, USRowing membership, required operational overhead, and other long-term club priorities.
- b. Program Directors shall create and submit their budgets to the President and Treasurer prior to the annual meeting for the coming year. Budgets will include appropriately designated funds to cover the annual expenses of the club including but not limited to:
  1. US Rowing insurance
  2. Boat and facility insurance
  3. Facilities rent
  4. RowNOLA scholarship fund
  5. Coaches stipends
  6. Built-in travel costs
  7. Banquets, socials, and celebrations
- c. In approving budgets, the Board will leave in the Club treasury an expected sum determined in its discretion, but in no event less than the required amount to pay the 12-month forward fees for Insurance and US Rowing Membership, after committee budgets and all outstanding contracts and other obligations have been deducted from the balance.
- d. Outside of items approved in a budget, any capital purchases, contracts, or expenditures in excess of \$1,000, and any expenditure, contract or undertaking which would reduce the year-end funds of the Club below the limit established above are subject to approval by a majority vote of the Board.
- e. Program Directors shall submit an annual expense report at the close of the year to the Board of Directors and the Secretary.



## **ARTICLE V. OFFICERS AND DIRECTORS**

**Section 5.1 Number and Tenure.** The Club's Executive Board of Directors shall number at least four and must include the following executive positions:

- a. President,
- b. Vice President,
- c. Secretary,
- d. Treasurer

Executive board positions are voted on by the club membership at the annual meeting. They are responsible for appointing the additional board members as needed by the club.

The following additional Directors and ad-hoc board members (Heads) may be added to the Board by majority vote of the Executive Board, including but not limited to:

- a. Director of Masters Rowing
- b. Director of Junior Rowing
- c. Director of Coastal Rowing
- d. Director of Learn-To-Row
- e. Head of Community Outreach and Diversity Initiatives
- f. Head of Communication
- g. Head of Boathouse Operations
- h. Head of Merchandise
- i. Head of New Orleans Boosters

Each member of the Board shall serve for a one-year term, commencing the January following his or her election or appointment, except for officers chosen by the Executive 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 5.2 Eligibility.** Any voting member of the club is eligible to be nominated for the Executive Board of Directors. Should the member be elected or appointed to the Board, they must retain their equivalent membership for their year of service. Any questions regarding a member's eligibility shall be resolved by the current Board.

**Section 5.3 Board Composition.** Executive Board Members are elected by the club members at the annual meeting of the Club, while other directors and ad-hoc members are appointed by the Executive Board.

**Section 5.4 Removal of Directors.** Removal of any member of the Board of Directors shall be effected for cause and with a 2/3<sup>rd</sup> majority vote of existing Board members.

**Section 5.5 Organization of the Board.** The President, and in their absence, the Vice President, is the chairperson of the Board of Directors. The duties of the Directors are set forth in Sections 5.6-5.18. The President of the Board may form standing and ad hoc advisory committees of

members of the Board, Club, or other community stakeholders to perform such functions as may from time to time be deemed necessary or desirable.

Section 5.6 President. The President is the chief executive officer of the Club and of the Board of Directors. They are responsible for the executive management of the business of the Club and see 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 is ex-officio a member of all regular and special committees of the Club.

Upon assuming office, the President shall be provided by the outgoing President 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 shall supply such summary to his successor. Such summary shall be recorded by the Secretary on the Club's books at the same time it is rendered.

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

The President shall oversee club budgets, long term programming needs, facility management, and other planning tasks to support the maintenance and growth of the club.

The President shall have authority and duties of the Treasurer for collections and disbursements of monies.

In matters of clarification, the president interprets all bylaws and other guidelines unless otherwise overruled by the other three members of the Executive Board.

Section 5.7 Vice-President. Upon death, disqualification, removal, or other vacancy in the office of President, the Vice-President shall perform the duties of the President, and they shall have such other duties as the Board may from time to time impose.

The Vice-President 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 records.

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

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

In the case of his or her 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 shall maintain organization of all books and records of the Club except as otherwise ordered by the President 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 may designate, and shall make such disbursements as the Board may direct, with the countersignature of the President 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 report of the condition of the assets, and of the receipts and disbursements for the preceding period, at each meeting of the Board. His or her 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.

#### Section 5.10 Director of Masters Rowing.

The Director of Masters Rowing shall oversee all functions and aspects of Adult member activity including present programming and future growth. They will submit a budget annually to the board for review, appoint coaches for their programming, and provide for the general welfare of members, including:

- a. ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines;
- b. 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;

- c. ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board;
- d. prepare and disseminate all Club membership materials to adult members, including providing access to the grounds of the Boathouse once all appropriate membership requirements have been met;
- e. receive all membership monies, which they will submit to the Treasurer; they shall report to the Board of Directors the names of all parties delinquent in payment of monies to the Club and shall submit an annual budget report at the end of each year;
- f. develop a member orientation session which covers basic safety practices and Club policies on facility and equipment use;
- g. maintain a list of members, according to their classification of membership and status, provide a current membership update at each regular Board meeting, and offer an annual program report to the Board at the end of each year.

Section 5.11 Director of Junior Rowing. The Director of Junior Rowing shall oversee all functions and aspects of Junior member activity including present programming and future growth. They will submit a budget annually to the board for review, appoint coaches for their programming, and provide for the general welfare of members, including:

- a. ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines;
- b. 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;
- c. ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board;
- d. prepare and disseminate all Club membership materials to adult members, including providing access to the grounds of the Boathouse once all appropriate membership requirements have been met;
- e. receive all membership monies, which they will submit to the Treasurer; they shall report to the Board of Directors the names of all parties delinquent in payment of monies to the Club and shall submit an annual budget report at the end of each year;
- f. develop a member orientation session which covers basic safety practices and Club policies on facility and equipment use;
- g. maintain a list of members, according to their classification of membership and status, provide a current membership update at each regular Board meeting and offer an annual program report to the Board at the end of each year.

Section 5.12 Director of Coastal Rowing. The Director of Coastal Rowing shall oversee all functions and aspects of Coastal rowing including present programming and future growth. They will submit a budget annually to the board for review, appoint coaches for their programming, and provide for the general welfare of members, including:

- a. ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines;
- b. develop and oversee the rowing component of member orientation, so that all members

- c. are educated to the safe and appropriate use of Club rowing equipment;
- c. ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board;
- d. prepare and disseminate all Club membership materials to adult members, including providing access to the grounds of the Boathouse once all appropriate membership requirements have been met;
- e. receive all membership monies, which they will submit to the Treasurer; they shall report to the Board of Directors the names of all parties delinquent in payment of monies to the Club and shall submit an annual budget report at the end of each year;
- f. develop a member orientation session which covers basic safety practices and Club policies on facility and equipment use;
- g. maintain a list of members, according to their classification of membership and status, provide a current membership update at each regular Board meeting and offer an annual program report to the Board at the end of each year.

Section 5.13 Director of Learn-To-Row. The Director of Learn-To-Row shall oversee all functions and aspects of introducing new adults to the sport of rowing. They will submit a budget annually to the board for review, appoint coaches for their programming, and provide for the general welfare of members, including:

- a. ensure that the Club's rowing practices, postings, and equipment comply with current rowing safety guidelines;
- b. 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;
- c. ensure that all Club instructors and coaches comply with any safety and education guidelines promulgated by the Board;
- d. prepare and disseminate all Club membership materials to adult members, including providing access to the grounds of the Boathouse once all appropriate membership requirements have been met;
- e. receive all membership monies, which they will submit to the Treasurer; they shall report to the Board of Directors the names of all parties delinquent in payment of monies to the Club and shall submit an annual budget report at the end of each year;
- f. develop a member orientation session which covers basic safety practices and Club policies on facility and equipment use;
- g. maintain a list of members, according to their classification of membership and status, provide a current membership update at each regular Board meeting and offer an annual program report to the Board at the end of each year.

Section 5.14 Head of Community Engagement and Diversity Initiatives. The Head of Community Engagement shall be responsible for overseeing the work of maintaining a diverse, inclusive, and positive environment for the Club, including but not limited to the recruitment of a diverse group of rowers for all programs, training in diversity awareness, and building a positive relationship with the wider community.

The Head of Community Engagement and Diversity Initiatives shall serve as a first point of contact for any and all concerns regarding diversity, inclusion, and equity within the organization. They shall work closely with the Vice President to ensure the maintenance of a safe, supportive, and welcoming environment for all members, coaches, and parents and direct and oversee initiatives of the RowNola program.

Section 5.15 Head of Communications. The Head 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.

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; and (III) reports on activities. The newsletter may also contain such other items as the Board may from time to time direct.

The Head of Communications shall also oversee the maintenance of the Club's website and social media.

Section 5.16 Head of Boathouse Operations. The Head of Boathouse Operations shall be responsible for leading the maintenance and upkeep of all rowing equipment and facilities to ensure safe and maximum usage by all members.

They shall work with Program Directors to engage all club members and stakeholders in the maintenance and upkeep of club equipment.

They shall order parts and supplies as needed to facilitate all the repairs as needed, subject to prior budgeting.

Section 5.17 Head of Merchandise. The Head of Merchandise shall be responsible for the ordering, organization, and sale of all NORC related merchandising.

They shall be responsible for setting up the ordering of uniforms on at least a bi-annual basis.

They shall present a report of expenditures and profits to the Board at regular meetings.

Section 5.18 Head of New Orleans Boosters. The Head of New Orleans Boosters shall be responsible for the funding and supporting of rowers and their needs at regattas and events.

They shall ensure that regattas have adequate supplies for the spectators and supporters of the club, as well as athletes, and that these events are open and welcoming to all.

They shall work with the President and Directors to fund these activities through annual budgets or shall engage in fundraising efforts for specific events as needed.

Section 5.19 Additional Board Appointees. The President or Executive Board may appoint from the voting membership any additional ah-hoc board members as they see fit for the growth and

development of the club.

#### **ARTICLE VI. COACHING**

Coaches and staff are an integral part of a program's ability to provide services for club members. They shall be certified under USRowing Level 1, 2 or 3 for their ability to provide leadership for the Club.

Coaches shall work under a specific Program director and under a signed agreement to provide for the general welfare of members and growth of the Club.

Coaches shall recognize the special responsibility in overseeing learners of all types. It is paramount in all circumstances to ensure that regardless of age, ability or disability, gender reassignment, race, religion or belief, sex or sexual orientation, socio-economic background, all learners have a positive and enjoyable experience of the sport through the Club in a safe environment and are protected from abuse whilst participating in rowing or outside of the activity.

Coaches shall be club members and abide by all club rules, the specifics of their coaching agreements, and any other applicable membership rules at all times.

#### **ARTICLE VI. ELECTIONS**

Section 6.1 General. The President, Vice President, Secretary and Treasurer 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 3.2.

Section 6.2 Material to be Enclosed with Notice of Annual Meeting. In the notice of the annual meeting provided by Section 3.20, the person giving notice shall include (I) the names of the persons nominated by any member, (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. In the absence of sufficient nominations prior to the annual meeting, the nomination period will be extended and elections will be conducted virtually within a period of no more than two weeks following the annual meeting.

Section 6.3 Nominations. At least fifteen days prior to the annual meeting, any members may nominate candidates, as they may choose, for any Executive Board position. Nominations must be presented to the President in person, by mail or by electronic communication.

Section 6.4 Conduct of the Election. When an election is convened, the board shall allot no less than half an hour in order to permit members to obtain and cast their ballots.

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 a candidate elected by acclamation.

Elections may be conducted in person or electronically

## **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, 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 or from a program Director. When equipment is to be unavailable for all club use, all program directors shall be made aware of such event.

Section 7.4 Regulatory Bodies. 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, Louisiana Department of Wildlife and Fisheries, and any other regulatory body that may hold jurisdiction over the location or actions of the club.

Section 7.5 Prohibited Boats and Materials. Unless granted permission by the President 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 or safety launch 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 President, for each year in which the fee is paid. By accepting a rack or space so assigned, whether or not a fee is paid, a member agrees to abide by the NORC private Boat storage policy.

## **ARTICLE VIII. AMENDMENTS**



Section 8.1 Amendments to the Bylaws. The Bylaws may be amended by the affirmative vote of three fourths of all eligible voting club members under quorum at a meeting wherein specific notice of the proposed amendment(s) have been given.

Section 8.2 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, etc may be made by the Board without resort to notification of the membership.

Section 8.3 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation as filed with the IRS.