

Bylaws of DC Strokes Rowing Club

ARTICLE I — GENERAL

1. NAME OF ORGANIZATION

This nonprofit corporation shall be known as “DC Strokes Rowing Club,” hereafter “Club” or “DC Strokes” in these Bylaws.

2. PURPOSE

The purpose of DC Strokes shall be as it is set forth in the Articles of Incorporation and in these Bylaws.

3. MISSION

DC Strokes offers access to the competitive and recreational sport of rowing to people of all backgrounds and athletic abilities in the greater Washington, DC area. The Club advances this mission this by:

- Providing an opportunity for people to learn, develop, compete, and succeed in a supportive environment;
- Developing outreach programs that promote general fitness and rowing, to individuals who might otherwise not have such opportunities;
- Empowering and raising the visibility of LGBTQ+ athletes.

ARTICLE II — OBJECTIVES AND PURPOSES

1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- A. To bridge gaps between communities by building an inclusive environment fostering personal growth and promoting the true spirit of sportsmanship in rowing by offering and sponsoring programs that offer opportunities for all rowers.
- B. To encourage diversity in the sport of rowing especially with respect to Lesbian, Gay, Bisexual, Transgender, Queer (LGBTQ+) persons and allies.
- C. To advance the mental and physical wellbeing of the DC area’s LGBTQ+ community by teaching and promoting amateur rowing through programs sponsored wholly or in part by the Club.
- D. To provide rowing coaches, boats and equipment, and appropriate facilities for conducting operations consistent with and required for the sport of rowing.
- E. To establish rowing programs serving learn-to-row through competitive amateur rowers and to encourage participation by amateur rowers in local, regional, national and international regattas.
- F. To help amateur rowers attain and develop rowing skills, gain confidence, and reach their maximum potential.
- G. To build stronger networks in the rowing community by collaborating with other local and national rowing organizations.

DC Strokes shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives and purposes described in this Article.

ARTICLE III — BOARD OF DIRECTORS

1. GENERAL POWERS AND DUTIES

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its Board of Directors (the "Board"), except as otherwise provided for or prohibited by applicable District of Columbia law or this corporation's Articles of Incorporation.

The Board shall:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- B. Create appropriate processes and subordinate organizational structures to carry out the corporation's business;
- C. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents, employees, and contractors of the corporation;
- D. Supervise all appointees, agents, employees, and contractors of the corporation to assure that their duties are performed properly;
- E. Meet at such times and in such manner as required by these Bylaws;
- F. Register their addresses with the Secretary of the corporation or their designee; and
- G. Establish criteria for membership in DC Strokes and establish procedures for keeping records of active members and their dues, if any.

2. COMPOSITION, NUMBER, QUALIFICATION AND TERM, AND RESTRICTIONS

A. Composition

Board membership shall be limited to elected directors and appointed directors.

B. Number

The number of elected directors shall be set to seven (7). No decrease in the number of board members shall have the effect of shortening the term of any incumbent. All increases and decreases to the number of directors shall be made via a revision to these bylaws. If the board consists of an even number of members, a simple majority will be defined as 50% of the total elected directors plus 1 elected director.

C. Qualification and term

Only members of the Club in good standing, as defined in Article VI, Section 1, of these Bylaws, shall be eligible to serve as directors. All directors shall serve one-year terms, except as otherwise provided in these Bylaws. There is no prohibition on serving additional consecutive terms. Contractors and employees of the Club may not serve as voting directors.

Terms begin during the transition meeting that occurs within a month following the November election and end at the transition meeting the following year. The President and Secretary shall serve two-year terms, with those terms to begin at the transition meeting occurring in odd-numbered calendar years. The Treasurer shall serve a two-year term, with that term to begin at the transition meeting occurring in even-numbered calendar years.

D. Restrictions

All directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in this Article.

3. MEETINGS

The Board shall convene as necessary to conduct the business of the club. There shall be three types of meetings:

A. Regular Meetings

Regular meetings will be the most common and frequent type of meeting used to conduct the regular business of the Club. The Board shall establish a schedule for these meetings including the day, time, location, and the agenda of business to be conducted. Regular meetings are open to all members of the Club. If the day or time of a regular meeting is changed, the Board shall notify the membership no later than 48 hours prior to the new meeting day and time and include the day, time, location, and the nature of business to be conducted.

B. Annual Meeting

One meeting of the Board and membership per year shall be designated as the annual meeting. This annual meeting shall follow the completion of the Club's annual election and shall serve as the transition of power from one administration to the next. Other appropriate business, as the Board sees fit, may be conducted at this meeting.

C. Special Meetings

Special meetings of the Board and membership may be called by the President, member of the Executive Committee, or by any two other elected directors at any time for the purposes of conducting the Club's business. Special meetings would include single-purpose meetings called for in these Bylaws, such as meetings to amend the Bylaws or to vote on the removal of a director. Depending on the nature of the meeting, the Board may opt to close it to the membership; however, the Board may not exclude members from meetings to conduct business where these Bylaws provide for participation of the membership.

D. Executive Session

The Board may meet with or without notice, in executive session, to discuss personnel matters as well as to discuss possible or pending legal matters. The purpose of the meeting and decisions that result from that meeting shall be recorded in the minutes of the subsequent regular meeting.

4. PLACE OF MEETINGS

Any Board meeting, whether regular, annual, or special, shall be held by the most convenient means available, so as long as all directors and/or members participating in such a meeting can communicate with one another in a clear and accessible fashion.

5. NOTICE OF MEETINGS

A. Notice of Regular Meetings

Regular meetings of the Board may be held without notice, as long as the meetings adhere to a fixed schedule that is advertised and generally known to the membership. The Board shall distribute an agenda to the membership at least twenty-four (24) hours prior to the meeting.

B. Notice of Special and Annual Meetings

Written notice of a special meeting or the annual meeting, stating the purpose, date, time, and place of the meeting shall be given to each member in good standing, as defined in Article VI, Section 1, of these Bylaws, with no fewer than seven (7) days' notice.

6. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of elected directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion the presiding officer shall entertain at such meeting is a motion to adjourn.

A. Proceedings Permitted Without a Quorum

If a quorum is not present, a majority of the directors present at such meeting may vote to adjourn until the time fixed for the next regular meeting of the Board.

B. Conducting Business After Loss of Quorum

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

7. MAJORITY ACTION AS BOARD ACTION

The act of the majority of the elected directors present at a meeting at which a quorum is present shall be an act of the directors. Only elected directors of the Board are entitled to vote; appointed directors are not entitled to vote.

8. CONDUCT OF MEETINGS

A. Presiding Officer at Meetings

Meetings of the Board shall be presided over by the President of the corporation or, in their absence, by the Treasurer of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a simple majority of the elected directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

B. Governance of Meetings

Meetings shall be governed by the most recent edition of Robert's Rules of Order, Newly Revised (RONR). As such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law, they shall be used.

9. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all elected directors of the Board shall individually or collectively consent in writing, including by means of email or text, to such action. Such written consent shall be recorded in the minutes of the subsequent regular meeting. Such action shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting.

10. REMOVAL AND RESIGNATION OF DIRECTORS

A. Removal of Directors

Directors may be removed with or without cause by a simple majority vote of members in good standing, as defined in Article VI, Section 1, of these Bylaws, present at a meeting that was called for that purpose.

B. Resignation of Directors

Any director may resign effective upon giving written notice to the Board unless the notice specifies a later time for the effectiveness of such resignation.

C. Restrictions

No director may be removed or resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

11. VACANCIES

Vacancies on the Board shall exist on the death, resignation, abandonment, incapacitation, or removal of any director.

- A. If this corporation has members, any vacancies on the Board, whether created by the absence of candidates, death, resignation, abandonment, incapacitation, or removal of any director (in accordance with this Article), may be filled by the Board through the appointment of an interim director, who shall hold the office until the next general election. Such an appointment will occur at the next regular meeting following such an event. Approval of such an appointment will be by a simple majority vote of members in good standing, as defined in Article VI, Section 1, of these Bylaws, present at such a meeting.

12. INSURANCE FOR CORPORATE AGENTS

The Board shall maintain insurance on behalf of any agent of the corporation (including a director, contractor, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

13. DETERMINATION OF BOARD IF NO MEMBERS EXIST

If DC Strokes makes no provisions for members or is for any reason without members, other than its directors, then any action that would otherwise, under law or other provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by the members, shall only require the approval of the Board.

ARTICLE IV — OFFICERS AND DIRECTORS

1. ELECTED DIRECTORS

A. President

The President shall be the chief executive officer of the corporation and Chairperson of the Board. The President shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. They shall perform all duties as may be required by law, by this corporation's Articles of Incorporation, and by these Bylaws, or that may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, they shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

B. Treasurer

Subject to the provisions in Article VIII of these Bylaws relating to the "Fiscal Year, Execution of Instruments, Deposits and Funds," the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit, or caused to be deposited, all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board; receive, and give receipt for, moneys due and payable to the corporation from any source

whatsoever; disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to their agent or attorney, on request therefore; render to the directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the corporation; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; solicit and bind adequate insurance coverage for the corporation; in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to them from time to time by the Board.

C. Secretary

The Secretary shall certify and maintain a copy of these Bylaws as amended or otherwise altered to date; keep a collection of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws; exhibit at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation; and in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to them from time to time by the Board.

D. Operations Director

The Operations Director shall be charged with boat repair, engine and launch maintenance, day-to-day equipment management and storage, developing and making recommendations for short- and long-term equipment purchases, training Club members on equipment maintenance, equipment handling, and safety. The Board may from time to time define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

E. Membership Director

The Membership Director shall be responsible for recruiting new members, responding to inquiries concerning membership, maintaining advertisements and other information sources of information about the Club; coordinating all membership programs; receiving and storing membership application and other relevant information, including liability waivers; and ensuring maintenance of program rosters. The Membership Director is also responsible for the updating and disseminating the Membership Handbook on the first day of each season; keeping a membership database containing the name and address of each and any members, and, in the case where any membership has been terminated, they shall record such fact in the membership database together with the date on which such membership ceased. The Board may from time to time define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

F. Programs Director

The Programs Director shall be responsible for hiring and managing coaches for all rowing programs; working with the board, coaches, and membership to establish and implement the rowing programs of the club; and coordinating with coaches and the Regatta Czar on the selection of regattas for the Club to attend. The Board may from time to time define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

G. Development Director

The Development Director shall be responsible for developing, planning, and maintaining a comprehensive private and public sector fundraising program on behalf of the Club. The Development Director shall coordinate social activities for the Club through (but not limited to) happy hours, museum visits, sporting events, and other events. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

2. APPOINTED DIRECTORS

The Board shall have the ability to appoint members of the Club to the following non-elected and non-voting positions. Appointed directors may, from time to time, recruit members to serve as chairpersons on committees for the execution of their primary responsibilities to carry out the objectives of the Club as defined in Article II of these Bylaws.

H. Previous Season President

The Previous Season President shall be responsible for sharing institutional knowledge and assisting with continuity in organizational leadership. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

I. Communications Director

The Communication Director shall be responsible for developing, planning, and maintaining a comprehensive communication program on behalf of the Club, including the disbursement of team announcements, newsletters, administration of social media posts, and press releases at a frequency determined by the Board. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

J. Stonewall Regatta Director

The Stonewall Regatta Director shall plan, develop, recruit, and execute the Club's annual Stonewall Regatta. The Stonewall is the only annual LGBTQ+-sponsored rowing event in the United States. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

K. Digital Operations Director

The Digital Operations Director shall create, maintain, and update the Club's webpage and any databases contained therein. They shall also oversee other digital platforms utilized by the Club, including email accounts, online stores, and other online or digital tools the Board may determine a need to use. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

L. ACBA Representative

The ACBA (Anacostia Community Boathouse Association) Representative serves as the appointed representative of the Club to the Board of Directors for the Anacostia Community Boathouse Association. The ACBA Representative will attend all ACBA Board meetings and liaise on behalf of Club with ACBA. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

M. Regatta Coordinator

The Regatta Coordinator shall coordinate with the Board on selection of regattas to attend and boat entries in those regattas. They will submit race entries to applicable regatta organizers or registration platforms and work with treasurer to process fees for regattas. They will coordinate with coaches and the Operations Director to ensure boat and equipment availability for regattas. The Board may, from time to

time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

N. Outreach Director

The Outreach Director shall coordinate with community organizations and individuals to carry out the objectives of the Club as defined in Article II of these Bylaws. The Outreach Director shall ensure that the Club maintains its efforts to make rowing available to a broader cross-section of individuals, including LGBTQ+ youth in the region. They shall serve as the Board's Representative to Team DC. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

O. Advocacy Director

The Advocacy Director shall coordinate with the Board to help advance issues of diversity, equity, and inclusion related to LGBTQ+ rights and other important causes. They shall lead efforts to ensure the Club gives back to its community and financially supports worthwhile initiatives. The Advocacy Director shall oversee a fund to support LGBTQ+ rowers, coaches, and coxswains in consultation with the Treasurer. The Board may, from time to time, define additional responsibilities, duties, and tasks for this office that shall be outlined and published by the Secretary.

3. NON-PERMANENT DIRECTORS

The Board may, from time to time, at its discretion, create or remove positions not defined above as determined by the needs of the Club, which will be filled non-voting, non-permanent, directors appointed by the Board. The Board shall define the responsibilities, duties, and tasks for offices that will be outlined and published by the Secretary.

4. VACANCIES AFFECTING VOTING

A. Vacancy resulting from no candidate for an elected office

When an elected director position is vacant following an election, the Board may appoint an individual to that position using the process outlined above at any point in time. However, if appointed, that director will not have the right to vote on matters before the Club unless or until a special election has been held.

B. Resulting from the loss of a duly elected Director

When an elected director position becomes vacant due to the death, resignation, abandonment, incapacitation, or removal of the director, the board may appoint a Club member to that position, and the Board may decide whether that director may have the right to vote on matters before the Club. When the Board appoints a current elected director to fulfill the duties of a vacant elected director, the appointed director may only cast a single vote on matters before the Club.

ARTICLE V — ELECTIONS

1. ELECTION TYPES

There shall be two types of elections, general and special.

A. General Elections

All voting directors shall be elected by the general election. General elections will conclude the Tuesday following the 1st Monday of November of each calendar year. All officers shall be elected during the general election unless where otherwise provided by the Articles of Incorporation or these Bylaws.

B. Special Elections

Special elections are conducted as deemed necessary by the Board. Special elections may be used to fill any type of vacancy of office or to solicit direct feedback on, consent to, or approval of a matter before the Board, including changes to the Bylaws. Special elections may be conducted concurrently with general elections.

2. ELECTIONS OFFICER

All elections, whether general or special, shall be administered and conducted by an appointed Elections Officer or Officers. The Board shall appoint one or more Officers to serve a one-year term. Elections Officers may not be members of the Board, whether as a voting or non-voting member.

The Elections Officer(s) shall be responsible for conducting and administering the election by the means set forth within the election guidelines; accepting ballots, physically or electronically; tallying results; and safeguarding the election process.

3. ELECTION GUIDELINES

The Elections Officer(s), in consultation at a meeting with the Board, shall set the guidelines for administering and conducting all elections, whether general or special, and how they shall be conducted, except that such means must be recordable and anonymous to all with the exception of the Elections Officer(s), for the sole purpose of verifying members' eligibility to vote. Guidelines shall include the date, time, and location wherein the election shall take place. Guidelines for special elections shall be published by the Elections Officer(s) at the time of notification of such election.

4. NOMINATIONS

Nominations for elected directors must be held each year no fewer than thirty (30) days before the general election and no fewer than twenty (20) days before a special election. Any period for nominations of candidates for office shall not be fewer than ten (10) days.

5. NOTIFICATION OF ELECTIONS

The Elections Officer(s) shall notify the Club's members of the date and time of the elections not less than thirty (30) days prior to date of the general election and not less than twenty (20) days before any special election. The published guidelines described in Section 3 of this Article shall not constitute sufficient notification of the general election or any special election.

6. PROXIES

At any meeting, a member entitled to vote may vote by proxy executed in writing by the member or by their duly authorized attorney-in-fact containing the exact voting event the proxy is for and the physical or electronic signature of the member. Each proxy shall be valid only for the specific voting event identified and shall not extend beyond that event unless otherwise required by laws or these Bylaws.

7. REQUIRED VOTE

Each election by the membership of a director shall be determined by a vote of the members in good standing, as defined in Article VI, Section 1, of these Bylaws, entitled to vote, and, except as otherwise required by law or by the Articles of Incorporation, each other matter shall be determined by the affirmative vote of a simple majority vote of the members voting.

8. RESULTS, CERTIFICATION AND APPEALS

A. Results

All votes are counted by the Elections Officer(s). All results for elections, general or special, must be prepared within the timeframe specified by the election's guidelines.

B. Certification

The Elections Officer(s) shall inspect, validate, and certify the results of each election after votes have been counted. The Secretary must certify the results within fifteen (15) days of the election. If the Secretary is not able to certify the results for any reason, the Secretary shall report such finding along with justification to the Board. The Board, upon review of the Secretary's report, may void the results and order a new election or appoint a three-person panel to review the election and results.

C. Elections Review Panel

If a panel is appointed by the Board, it may not be constituted of Board members or any member standing for election. The panel shall have no more than thirty (30) days from appointment to review any applicable documentation and present its findings and a recommendation to the Board for consideration.

D. Appeals

The Elections Officer and outgoing members of the Board of Directors shall establish a policy and procedure by which members may directly appeal the results of an election.

ARTICLE VI — MEMBERSHIP

1. CLASSES OF MEMBERSHIP

There shall be one class of membership consisting of all members of the Board and any other person accepted into membership by the Board. Limitations on membership shall be payment of any financial obligations, compliance with the Articles of Incorporation and these Bylaws, compliance with any other established rules and regulations of the Club, and a commitment to the purposes of the Club.

A "member in good standing" shall be defined as any such person who is current on payment of membership dues, regardless of membership in a rowing program; who has been a member for at least fifteen (15) days prior to the election or other such opportunity to cast a vote; is current on all other financial obligations to the club, such as payment of regatta fees; and whose membership complies with this Article. The Board may appoint members of the community as members in good standing. Any such appointment shall remain valid for the current calendar year.

2. DUES

The Board may, from time to time, fix and impose on the Club's members' dues in such amounts as it deems appropriate. The Board, at its discretion, may vary the amounts of dues for each program administered by the Club. The dues that the Board may fix and impose from time to time may include, without limitation, membership dues, program dues, and/or special assessment dues for specific purposes.

3. FEES

The Board may, from time to time, pay fees associated with the sport of rowing on behalf of the members and may seek reimbursement from the members to recover those costs. These fees include and are not limited to regatta fees, trailering fees, boat rental fees, uniform fees, and special event fees. The Board is empowered to collect such fees and suspend individual member participation until such time that it receives reimbursement for fees incurred on behalf of the membership.

4. ELIGIBILITY TO VOTE

Only members in good standing, as defined in this Article, are entitled to vote on matters before the membership.

5. MEMBERSHIP HANDBOOK

The Membership Director shall produce and distribute a Membership Handbook to the members and shall be responsible for keeping the handbook's contents current.

6. SERVICE AND VOLUNTEERISM

Members shall be, as determined by the Board, required to participate in service and volunteer activities that benefit the Club, the Anacostia Community Boathouse, and the surrounding community. Requirements shall be set by the Board and shall be published in the Membership Handbook specified in this Article.

ARTICLE VII — COMMITTEES

1. EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the President, Treasurer, and Secretary. The Board of Directors shall delegate to the Executive Committee any of the powers and authority of the Board in the management of business and affairs of the corporation, except with respect to:

- A. The approval of any action that, under law or the provisions of these Bylaws, requires the approval of the Board or of a majority of the members in good standing, as defined in Article VI, Section 1, of these Bylaws.
- B. The filling of vacancies on the Board of elected directors or on any committee that has the authority of the Board.
- C. The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- D. The amendment or repeal or any resolution of the Board, unless such amendment or resolution provides otherwise.

2. OTHER COMMITTEES

The Club shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not members of the Board. These committees shall act only in an advisory capacity to the Board. Any committee formed under this section shall have at least three members and shall also have a chairperson selected by the Board. The chairperson shall be responsible for setting meeting schedules and reporting to the Board as described in the establishment that committee.

ARTICLE VIII — FISCAL YEAR, EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

1. FISCAL YEAR

The fiscal year of the Club shall be held to the calendar year, beginning at 12:00 a.m. on January 1 and ending at 11:59 p.m. on December 31 of each year.

2. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

3. CHECKS AND NOTES

The Treasurer or other person designated by the Board shall sign all checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Club.

4. DEPOSITS

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

5. GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE IX — CORPORATE RECORDS, REPORTS, AND SEAL

1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep the following records:

A. Minutes

Minutes of all meetings of directors, committees of the Board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular, annual, or special, how called, the notice given, and the names of those present and the proceedings thereof;

B. Accounting records

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

C. Membership records

A record of its members, if any, indicating their names and, if applicable, the class of membership held by each member and the termination date of any membership;

D. Corporate governance documents

A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all times.

2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

3. BOARD MEMBERS' INSPECTION RIGHTS

Every board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical or digital properties of the corporation.

4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names and voting rights of those members in good standing entitled to vote for the election of members to the Board. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the latter of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may include the right to copy and make extracts.

6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain no less than the following information in appropriate detail:

- A. The assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including any trust funds, during the fiscal year;
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

7. AUDIT AND CERTIFICATION OF ANNUAL REPORT

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized director of the corporation that such statements were prepared without audit from the books and records of the corporation. If this corporation has members, then this corporation shall automatically send, email, or provide on the Club's website the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this section relating to the annual report.

ARTICLE X — PRIVACY AND PROTECTION OF DATA

The Board shall enact policies and procedures where necessary to appropriately protect the privacy of the Club's members with respect to their personal data. For the purposes of these Bylaws, "personal data" shall include all data about a person that alone or in any combination may lead to the positive identification of the member. Such policies shall be consistent with provisions of law.

ARTICLE XI — AMENDMENTS

1. ACTION BY THE MEMBERS

If the Club has members, the members may change the Bylaws at any meeting provided the membership has been notified for that purpose. Members must be in good standing, as defined in Article VI, Section 1, in order to vote. Three-fourths of the members present at the meeting must vote for such alteration or amendment.

2. ACTION BY THE BOARD OF DIRECTORS

If the Club does not have members, other than the Board, the Board shall have the power to amend the Bylaws provided a three-fourths majority of the members vote for such alteration or amendment.

ARTICLE XII — AMENDMENT OF ARTICLES OF INCORPORATION

The Board may amend the Club's Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation or to delete a provision that is not required. A member shall not have a vested property right resulting from any provision in the Articles of Incorporation or the Bylaws, including any provision relating to management, control, purpose, or duration of the Club.

Amended: August 19, 2014;
 November 8, 2016;
 September 17, 2022.