

Adopted: September 8, 2018

W. T. Woodson High School Crew Boosters Association, Inc.
BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1. The legal name of this organization is the W. T. Woodson Crew Boosters Association, Inc., hereinafter referred to in these By-Laws as the Association.

Section 2. It shall be the purpose of the Association to encourage, maintain, and further participation of parents / guardians, teachers, adults and students in the community in active support of scholastic rowing primarily, but not necessarily limited to, supporting the W. T. Woodson High School Crew Program.

Section 3. The Association shall further promote, assist, and support all rowing activities of the W. T. Woodson High School Crew Program with financial assistance, human resources, management, and consultative advice.

Section 4. The Association shall be noncommercial, nonsectarian, and nonpartisan. It shall neither endorse a commercial enterprise nor a candidate. The name of the Association or the names of any members in their official capacities shall neither be used in any connection with a commercial concern nor with any partisan interest, or for any other purpose other than the regular work of the Association.

ARTICLE II: GENERAL

Section 1. The Association shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the U.S. and laws of the Commonwealth of Virginia, and in such other jurisdictions, if any, where it has operations.

Section 2. The Association fiscal year shall begin on July 1st of one calendar year and end on June 30th of the succeeding calendar year.

Section 3. The Association's Board of Directors (as set forth in Article IV, Government, Section 1) shall determine any question as to the proper interpretation of any of the provisions of these By-Laws.

ARTICLE III: MEMBERSHIP

Section 1. The Association shall have five types of membership: (1) General, (2) Associate, (3) Auxiliary, (4) Honorary, and (5) Pro-Tem

Section 2. Each parent / guardian of a student-athlete who is a participant on the W. T. Woodson Crew during the current fiscal year shall be a General Member. Each such parent / guardian shall be entitled to all privileges of the Association including the right to vote at the Annual Association Meeting and to hold office as a member of the Board of Directors if elected.

Section 3. An Associate Membership shall be accorded to all coaches, sponsors, purchasers of advertising, donors of gifts, or other personnel supporting the Association. Associate Members may neither vote nor hold an office in the Association; however they may volunteer to support the Woodson Crew Program.

Section 4. An Auxiliary Membership may be accorded to any person to encourage, maintain or further participation of parents / guardians, teachers, adults and/or students in the community in active support of scholastic rowing primarily, but not necessarily limited to, supporting W. T. Woodson High School. Auxiliary Members may neither vote nor hold an office in the Association.

Section 5. An Honorary Member may be so designated by the Board of Directors at any regularly scheduled meeting with a two-thirds affirmative vote from an established quorum. Honorary Members may neither vote nor hold an office in the Association. The Principal, Director of Student Activities, and school sponsor (if applicable) at W. T. Woodson High School will be accorded an honorary membership to the Board, which will be continuing in nature.

Section 6. A Pro Tem Membership may be so designated by the Board of Directors at any regularly scheduled meeting with a two-thirds affirmative vote from an established quorum. Pro Tem membership will be considered in the instance where an Auxiliary Member, alumni, or other individual without a dependent student-athlete on the team may express an interest in taking on a position on the Board of Directors of the Woodson Crew Program. Once designated, a Pro Tem Member may be nominated at the next Annual Association Meeting as a Committee Chairperson, but may not be nominated as one of the five Officers of the Association. The Pro Tem Member will be entitled to all privileges of the Association including the right to vote at the Annual Association Meeting. At the end of the elected term of a Pro Tem Member, or if the Pro Tem Member's nomination does not result in election, their membership will automatically be transferred to an Auxiliary Membership. (Article III, Section 4)

ARTICLE IV: GOVERNMENT

Section 1. The Association shall be managed by a Board of Directors, composed of no fewer than eleven Directors, including the five Officers of the Association as set forth in Section 2 hereof. The remainder of the Board of Directors shall be comprised of Committee Chairpersons as set forth in Section 3 hereof. To the extent feasible, the Board of Directors shall be divided equally between boy and girl student-athlete parents / guardians. Duties and responsibilities of Directors are detailed in Article V of these By-Laws.

Section 2. The Officers of the Association shall consist of a President, a Vice President for Team Liaison and Activities, a Vice President for Communications, a Treasurer, and a Secretary. The President and Treasurer shall be elected during the Annual Association Meeting to serve for a term of one fiscal year, up to maximum of two consecutive terms, from among members in good standing within the Association and nominated in accordance with Article X of these By-Laws. The Vice President for Team Liaison and Activities, Vice President for Communications and

Secretary shall be elected during the Annual Association Meeting to serve for a term of one fiscal year, up to maximum of three consecutive terms, from among members in good standing within the Association and nominated in accordance with Article X of these By-Laws. Duties and responsibilities of the Officers are detailed in Article VI of these By-Laws. The Association Officers also comprise the Executive Committee as detailed in Article VII of these By-Laws.

Section 3. The Committee Chairpersons of the Association shall consist of a Membership Chairperson, a Fundraising Chairperson, a Volunteer Chairperson, an Equipment/Logistics Chairperson, a Uniforms/Spirit Clothing Chairperson, and a VASRA Representative. Committee Chairpersons shall be elected during the Annual Association Meeting to serve for a term of one fiscal year from among Association General Members in good standing and nominated in accordance with Article X of these By-Laws. Duties and responsibilities of the Committee Chairs are detailed in Article VII of these By-Laws.

ARTICLE V: DUTIES AND RESPONSIBILITIES OF DIRECTORS

Section 1. Consistent with these By-Laws, the Board of Directors shall: (a) transact all Association business; (b) approve an annual financial plan; (c) constitute and appoint standing committees and define the powers and duties of the same as further detailed in Article VII, with the exception of the Executive Committee, which is comprised of the elected Association Officers, and the Nominating Committee, which is to be selected as provided for in Article X; and (d) fill any vacancy in the membership of the Board of Directors to serve until the next Annual Association Meeting.

Section 2. The Board of Directors shall designate the bank, or banks, in which Association funds shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds shall be executed.

Section 3. The Board of Directors shall hold monthly meetings beginning in August and ending in June of each fiscal year with the Annual Association Meeting. The President may call a special meeting of the Board of Directors at any time and shall also do so on the request of any two Directors.

Section 4. Seven Directors, including no fewer than two Officers, shall constitute a quorum. A simple majority shall approve all actions. The removal of a Director shall require a minimum of two-thirds of the Directors present from within an established quorum. The Director under consideration for removal shall be given an opportunity for an adequate hearing before the aforementioned vote is cast.

Section 5. If any Director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of their duties or obligations to the Association, the Board of Directors may remove that Officer or Committee Chairperson and fill the vacancy as provided in Article V, Section 1(d).

Section 6. In addition to the foregoing enumerated powers, the Board of Directors shall have such other powers, not prohibited by these By-Laws or by statute, necessary for the efficient operation and management of the Association.

Section 7. In any proceeding brought in the right of the Association or brought by or on behalf of members of the Association against a Director or Officer, unless the trier of fact in a court finds the Director or Officer engaged in willful misconduct or engaged in a knowing violation of criminal law, said Director or Officer shall not be liable for damages in such proceeding.

ARTICLE VI: OFFICERS

Section 1. The President shall preside at all Board of Directors and Executive Committee meetings and have general supervision of the affairs of the Association. He or she will execute on behalf of the Association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Association. He or she shall perform such other duties as customarily pertain to the office of President or may be directed to perform by the Board, including, for example, but not limited to: (a) appoint a chairperson and members of all special committees; (b) appoint a member to assume the duties of a vacant office or standing committee until a special election can be held under the provisions of Article V, Section 1(d); and (c) represent the Association at meetings of outside groups or individuals. The President will be responsible as the Board of Directors' primary liaison with the Coaches and the Principal and Director of Student Activities at W. T. Woodson High School. The President shall chair the Executive Committee and serve as an ex officio member of all other committees except the Nominating Committee.

Section 2. The Vice President for Team Liaison and Activities shall be responsible for activities requiring Board of Directors liaison with team captains and team members. He or she will coordinate transportation, excluding personal carpool(s), for practices. He or she will coordinate all away regattas including transportation, lodging and food. He or she will also coordinate required events such as swim qualification tests and other such duties as may be assigned by the President. The Vice President for Team Liaison and Activities shall have and exercise all duties and powers of the President during the latter's absence or inability to act.

Section 3. The Vice President for Communications shall be responsible for internal and external print and electronic information distribution, including, but not limited to, the web page, handbook, newsletter and schedules. He or she shall be responsible for all W. T. Woodson Crew promotion and publicity, communication with the W. T. Woodson Parent-Teacher-Student-Organization (PTSO), and other such duties as may be assigned by the President. The Vice President for Communications shall, in the absence of both the President and Vice President for Team Liaison and Activities, have and exercise all the duties and powers of the President during the latter's absence or inability to act.

Section 4. The Treasurer shall collect, disburse and maintain custody of all funds, securities, valuable papers, and other non-equipment assets of the Association. The Treasurer shall provide and maintain full and complete records of all Association assets and liabilities, which will be made available to the Board of Directors on request. The Treasurer shall prepare and submit to the Board of Directors an annual financial plan no later than the September Board meeting. The Treasurer shall perform such other duties as customarily pertain to the Office of Treasurer. The Treasurer will file necessary Internal Revenue Service non-profit reports and will ensure that the bookkeeping system is operated in accordance with standard accepted accounting principles. The Treasurer shall obtain and maintain all necessary property and liability insurances and pay all annual membership dues and fees to the Virginia Scholastic Rowing Association (VASRA), United States Rowing Association (USRowing), and special regattas.

Section 5. The Secretary shall finalize agendas, record, prepare, and distribute meeting minutes, and maintain a complete file of all meeting minutes. The Secretary will prepare and maintain the yearly schedule of events in coordination with the W. T. Woodson Crew Webmaster. The Secretary will coordinate the Annual Association Meeting. The Secretary will update the team awards / trophy case located at W. T. Woodson High School at the end of the season. The Secretary will also act as the Association's historian and maintain all non-financial historical records.

ARTICLE VII: COMMITTEES

Section 1. The Executive Committee shall be comprised of the five Officers of the Board of Directors. This committee shall serve as the central planning group for the Association and as an advisory group to the Association President. Except for the power to amend these By-Laws, the Executive Committee shall have full authority to act for the Board of Directors in managing the affairs of the Association (e.g. the Vice President for Team Liaison and Activities coordinates and the President executes reservations / deposits for accommodations for away regattas) during the intervals between meetings of the Board of Directors. Except, the Executive Committee shall not engage in any single financial transaction exceeding \$1,000.00 without the prior approval of the Board of Directors obtained by a simple majority vote from an established quorum.

Section 2. The Membership Committee shall actively plan, promote, and engage in the recruitment of new members to ensure a full membership. The Chairperson of the Membership Committee shall sit as a member of the Board of Directors. He or she shall maintain an accurate team roster with phone numbers and email addresses for distribution to the Vice President for Communications and the general membership. He or she shall also maintain records of all student-athlete alumni as well as those student-athletes who sign up at various interest meetings throughout the year. He or she shall procure team and individual student-athlete awards for presentation at the Annual Association Meeting. He or she shall work closely with the Treasurer to ensure a proper accounting for membership obligations and will coordinate directly with the Vice President for Liaison and Activities and Head Coach when supporting membership events.

Section 3. The Fundraising Committee shall plan, organize and coordinate all fundraising activities and shall be composed of as many members as necessary to adequately oversee fundraising activities. The Chairperson of the Fundraising Committee shall sit as a member of the Board of Directors. In support of the Treasurer's development of the annual financial plan, he or she shall present an annual plan for fundraising to the Board of Directors no later than the September Board meeting. He or she will coordinate directly with the Vice President for Communications and the Volunteer Chairperson for support.

Section 4. The Chairperson of the Volunteer Committee shall sit as a member of the Board of Directors. The Volunteer Committee shall work with the designated lead(s) for fundraising, regattas and other W. T. Woodson Crew support activities and receive from them a list of required volunteer positions. The Volunteer Committee Chair will develop a mechanism to offer the volunteer opportunities to the W. T. Woodson Crew membership writ large (e.g. sign-up genius), monitor, parent / guardian and rower / coxswain involvement to ensure an equitable distribution of workload, and maintain a log of volunteer participation to be used by the Treasurer to levy fines on members who fail to meet minimum participation requirements. He or she will coordinate directly with the Vice President for Communications for support.

Section 5. The Equipment/Logistics Committee shall coordinate the storage, maintenance, acquisition and sale of the equipment owned by the Association, in liaison with the President and Head Coach. This committee shall be responsible for maintenance and operation of equipment for practices and regattas. The Chairperson of the Equipment/Logistics Committee shall sit as a member of the Board of Directors. He or she shall be responsible for equipment transportation and trip coordination, working directly with the Vice President for Team Liaison and Activities. He or she shall also be responsible for maintaining an up to date inventory and status of all equipment and for developing a capital equipment replacement schedule with the President, Treasurer, and Head Coach.

Section 6. The Uniform/Spirit Clothing Committee shall be responsible for the design, procurement and distribution of uniforms and other team spirit clothing. The Chairperson of the Uniform/Spirit Clothing Committee shall sit as a member of the Board of Directors. He or she shall coordinate uniform and spirit clothing design with the Vice President for Liaison and Activities and the Head Coach, to include presenting outside vendor options and associated procurement plans.

Section 7. The VASRA Representative shall be responsible for coordinating the activities of the W. T. Woodson Crew Program with that of VASRA and the Occoquan Local Organizing Committee (OLOC). The VASRA Representative shall sit as a member of the Board of Directors. He or she shall represent the W. T. Woodson Crew as a voting member at all VASRA and OLOC meetings and will present the results of those meetings back to the Board of Directors. He or she will advocate for the Association. He or she shall be responsible for

notifying the President and the Head Coach of any issues as they may relate to W. T. Woodson Crew and will coordinate directly with the President for additional support.

ARTICLE VIII: COACHES

Section 1. W. T. Woodson Crew coaches shall be hired on an annual basis using fee-for-service agreements that engage the coaches as independent contractors and not as employees.

Section 2. The W. T. Woodson Crew Head Coach will be hired by a majority vote of the Board of Directors with an established quorum, under the advice and consent of the W. T. Woodson Director of Student Activities. The Head Coach will assist in identifying, interviewing, and recommending for contract all assistant coaches, subject to the final approval of the Association President. The Head Coach shall provide guidance and direction to the overall W. T. Woodson Crew and report to the President on the status of the rowing program, coaching staff, equipment, and facilities. The Head Coach shall have final authority over the assignment of coaches and the placement of student-athletes in boats.

Section 3. W. T. Woodson Crew Assistant Coaches will be hired by the Association President based upon recommendations from the Head Coach and under the advice and consent of the W. T. Woodson Director of Student Activities.

ARTICLE IX: MEETINGS

Section 1. The Board of Directors shall designate the date of the Annual Association Meeting. This meeting will normally be scheduled in May or June in conjunction with a monthly Board of Directors' meeting or as a special meeting of the General Membership. The Annual Association Meeting shall be for the purpose of electing the Board of Directors for the following fiscal year, presenting committee reports, and for the transaction of such other business as may be brought before it.

Section 2. Notice of annual and monthly general meetings shall be delivered to all members by email or posted to the W. T. Woodson Crew website at least two (2) weeks prior thereto. The notice of the Annual Association Meeting shall include the names of the Board of Directors candidates nominated by the Nominating Committee. The notice of any special meeting shall state the purpose thereof.

Section 3. Only General Members present at any meeting are entitled to vote at that meeting. Proxy voting will not be permitted. Only one vote may be cast per student-athlete, per issue, during any formal voting action. For example, a single General Member who is parent / guardian of two student-athletes on W. T. Woodson Crew could cast two votes on each issue. However, two parents / guardians attending the same meeting on behalf of their one student-athlete could only cast one total vote between them on each issue.

Section 4. In addition to an established quorum of the Board of Directors, at any meeting of the Association membership, that portion represented in person shall constitute a quorum of membership for the transaction of all business.

Section 5. All meetings shall be conducted under Robert's Rules of Order.

ARTICLE X: NOMINATIONS

Section 1. There shall be a Nominating Committee composed of no fewer than three qualified and knowledgeable General Members of the Association. The Board of Directors shall designate committee members and the general membership shall appoint them no later than the April Board of Directors Meeting. Both boy and girl student-athlete parents / guardians will be represented on the committee. The President of the Association is not eligible to be a part of the Nominating Committee.

Section 2. The Nominating Committee shall solicit candidates for the Board of Directors from interested members of the Association in good standing. They will submit the slate of candidates with brief biographies to the General Membership for consideration no later than 14 calendar days before the Annual Association Meeting. Further nominations may be taken from the floor or proposed via write-in during the Annual Association Meeting.

ARTICLE XI: DUES AND FEES

The Board of Directors shall establish dues for student-athlete participation with the W. T. Woodson Crew Program for the ensuing year no later than the September Board of Directors meeting.

ARTICLE XII: AMENDMENTS

Section 1. These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted by the vote of two-thirds of those members present at any regular or special meeting of the general membership, provided notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting.

Section 2. These By-Laws were approved and placed into effect on the 8th day of September 2018.