

**BYLAWS for the regulation, except as otherwise provided for by
law or its Articles of Incorporation, of
Nashville Rowing Club, a Tennessee nonprofit corporation.**

Article I

General Provisions

Section 1. Name

The name of this organization shall be Nashville Rowing Club (hereinafter referred to as “the Club”). The organization is a public benefit organization incorporated under the provisions of the Tennessee Nonprofit Corporation Act as amended, Tennessee Code Annotated, Title 48, Chapter 52.

Section 2. Purpose

The purpose of the Club shall be to foster national amateur rowing competition and to conduct national rowing competition or develop amateur rowers for national competition.

Section 3. Location

The principal office of the Club shall be at 2901 Bell Road, Nashville, Tennessee.

Section 4. Other Offices

The Club’s Board of Directors may establish other offices at any place or places.

Section 5. Property Title and Management

The legal title and ownership of all property, effects, and assets of the Club shall be vested in the corporation, which shall be managed by a Board of Directors (hereinafter referred to as “the Board”) for the benefit and enjoyment of the members, subject to the terms and provisions of these bylaws.

Article II

Membership

Section 1. Eligibility

Any person 18 years of age or older who is interested in the activities of the Club shall be eligible for membership. Any person younger than 18 years of age shall be eligible for Junior membership as set forth in these bylaws.

Applicants for membership shall not be discriminated against based on race, color, religion, ancestry, national origin, sex, political affiliation, sexual orientation, disability, or any other grounds prohibited by law.

Section 2. Application

An applicant shall be admitted to the appropriate class of membership in the Club upon submission to the Membership Chair of an application form and waiver of liability together with payment of the required dues.

Section 3. Rights and Privileges

Except as defined elsewhere in these bylaws, the rights and privileges of membership include the right

- to attend and vote at membership meetings,
- to vote in elections,
- to run for and be appointed to positions on the Board, and
- to be informed of the Club's bylaws, rules, and policies.

No member shall use or permit another individual to use the Club's facilities or equipment for any activity that results in monetary gain to such member or individual or to any organization with which such member or individual is associated.

Section 4. Obligations

Except as defined elsewhere in these bylaws, the obligations of membership include the obligations

- to follow the Club's bylaws and the rules and policies established by the Board and
- to pay in a timely fashion all dues, fees, fines, and assessments.

Section 5. Good Standing and Delinquency

A member in good standing is one who is not delinquent. A member is delinquent if he or she fails to pay dues, fees, fines, or assessments by the due date set by the Board. A delinquent member is not entitled to use the Club's property or to participate in Club events. A delinquent member may return to good standing by paying the overdue amount plus any late fee established by the Board.

Section 5. Annual Dues and Procedures

A schedule of annual dues shall be established by the Board as part of its annual budget resolution. The schedule shall include fees for the classes of membership specified by these bylaws.

Membership dues are nonrefundable except upon voluntary resignation as described herein and upon a two-thirds vote of the Executive Committee of the Board.

Section 6. Classes and Qualifications of Membership

The classes of membership are Regular, Student, Junior, Coach/Coxswain, Nonresident, and Honorary.

Regular—Members in this class are those who have been admitted under the provisions of these bylaws and who are not in one of the other classes. Regular members are entitled to all the rights and privileges of membership and are chargeable with all the obligations as set forth in these bylaws.

Student—Members in this class shall be currently enrolled at a post-secondary education institution. They shall have all rights and responsibilities of Regular members except that they shall have no voting rights except to elect a Student Member to the Board as a non-voting director and shall not be elected to the Board except as a non-voting director.

Members 18 years of age or older who are eligible for this class may choose instead to become Regular members with all the rights and privileges thereof upon payment of the full Regular dues established by the Board.

Junior—Members of this class shall be those who are eligible to row in U.S. Rowing **Association** events and must obtain their parents' or guardians' written consent to join the Club and participate in its activities. Junior members shall have no voting rights and shall not otherwise be elected to the Board or the Executive Committee.

Junior members may use the Club's equipment and facilities only when under the direct supervision of a member in good standing who is over the age of 21 years as approved by the Board.

Coach/Coxswain—Members of this class shall be those who are willing to be identified as coaches or coxswains and be available on a reasonable basis to coach or cox. Coach/Coxswain members may row on an occasional or even regular basis. Coach/Coxswain members will, upon application, hold dual membership in the appropriate class as Regular, Student, Junior, or Honorary members and shall have all rights, privileges, and obligations of non-coach/coxswain members of such class except that they shall not be required to pay annual membership dues.

Nonresident—Members of this class shall be those who do not reside in the Nashville area as defined in policy by the Board, but who are interested in the activities of the Club. Nonresident members shall have no voting rights and shall not otherwise be elected to the Board or the Executive Committee.

Honorary—Honorary membership may be offered to individuals, upon nomination and election by the Board, who have been active members of the Club for an extended period, who have made outstanding contributions to the Club or to the sport of rowing, or who have made any other outstanding contribution deemed appropriate for Honorary membership by the Board. Members of this class are not required to pay annual membership dues, but have all of the rights, privileges, and obligations of Regular members.

Section 7. Termination of Membership

Membership in the Club may terminate in any one of the following ways:

1. Resignation—a member may resign at any time by notifying the Membership Chair.

2. Suspension—a member may temporarily suspend membership by request and recommendation of the Membership Chair and upon approval by a two-thirds vote of the Board. A person whose membership has been suspended shall have none of the rights, privileges, or obligations of membership. Suspension shall be negated and the member shall become subject to these bylaws if the member participates in any rowing practice or event while suspended. Reinstatement shall be granted only upon application to the Membership Chair and approval by a two-thirds vote of the Board.
3. Expulsion—a member shall be expelled only for good cause as determined by a two-thirds vote of the Board. Good cause for expulsion is defined as a record of acts or conduct that would
 - substantially impair the purposes of the Club, the preservation or maintenance of the Club's property or equipment, or
 - jeopardize the health, safety, or welfare of members participating in Club activities.

A member is entitled to 30 days' notice in writing of expulsion proceedings against him or her, including the nature of the charges and the names of the parties making such charges, and to a reasonable opportunity to present a defense at a meeting of the Executive Committee.

Persons whose membership is terminated shall return any Club property in his or her possession to the Club. Persons whose membership has been voluntarily terminated and who wish to rejoin may be readmitted by following the standard application procedure provided they have otherwise complied with all obligations of membership.

Article III

Board of Directors

Section 1. Composition and Election

The affairs of the Club shall be governed by a Board of Directors (hereinafter referred to as "the Board") subject to the limitations of state and federal law, the articles of incorporation, and these bylaws. The number of Directors shall be seven.

The Directors shall be elected to staggered two-year terms by and from the Regular and Honorary members of the Club in good standing at its annual meeting, and each Director shall hold office until the position is filled in a new election.

The Board may also include one nonvoting member elected by and from the Student membership to a one-year term at its annual meeting. The Student member shall serve in an advisory capacity to the Board.

The Board may likewise include one nonvoting member elected by and from the Junior membership to a one-year term at its annual meeting. The Junior member shall serve in an advisory capacity to the Board.

Section 2. Qualifications of Directors

Candidates for the Board of Directors shall have been Regular or Honorary members of the club in good standing for a minimum of one year and shall be 21 years of age or older, except as

otherwise provided herein. Each candidate for the Board shall submit a statement of candidacy, which shall include the title of the position on the Board for which the member is applying, to the Election Committee before its announced deadline.

Section 3. Conflicts of Interest

No Director shall vote on any matter in which he or she has any direct or indirect financial interest. The Board shall not approve any transaction in which any Director has a financial interest unless the Board determines that the transaction is reasonable and fair to the Club and, after reasonable investigation, that no more advantageous arrangement could have been made.

Section 4. Resignation and Removal

A Director may resign from his or her position at any time by delivering written notice to the Board or to its President. Any Director elected by the members may be removed

- with or without cause,
- only at a special meeting called for the purpose of removing the director, and
- by a vote of the Regular and Honorary members of the Club in good standing at the time of such meeting.

Section 5. Vacancies

Vacancies on the Board may occur on the death, resignation, or removal of any Director, or whenever the number of authorized Directors is increased, or on the failure of the members in any election to elect the full number of authorized Directors.

No reduction in the authorized number of Directors shall have the effect of removing any Director before expiration of the Director's term of office.

The Board shall, at its next meeting, appoint a qualified candidate to fill any vacancy on the Board by a two-thirds vote of the remaining Directors.

Section 6. Executive Committee

The Board shall be governed by an Executive Committee, which shall consist of the Officers of the Club. All other Directors shall serve as members at large of the Board.

Section 7. Powers and Duties of the Board

The powers and duties of the Board shall be as follows except as limited elsewhere in these bylaws:

- to implement, interpret and propose changes to the bylaws
- to adopt, enforce, interpret, amend and repeal the rules and policies of the club
- to impose and enforce fines and penalties against members for violation of the bylaws, rules and policies
- to adopt a schedule of annual dues and special assessments and to set fees and fines
- to incur indebtedness binding on the Club

- to elect the Officers of the Club to serve as its Executive Committee
- to appoint committees to carry out the activities of the Club

Section 8. Powers and Duties of the Executive Committee

The powers and duties of the Executive Committee shall be as follows except as limited elsewhere in these bylaws:

- to authorize expenditures on behalf of the Club in accordance with the Budget Resolution adopted by the Board
- to select and remove employees of the Club and to set their compensation
- to select and retain banks, bookkeepers, accountants, collectors, lawyers and other services

Article IV

Officers of the Club

Section 1. Composition and Election

The Officers of the Club (hereinafter referred to as “the Officers”) shall be President, Vice-President, Treasurer, and Secretary and shall be elected to one-year terms by and from the Regular and Honorary members of the Board of Directors at the first annual meeting of the Board.

The offices in order of hierarchy are President, Vice President, Treasurer, and Secretary. Meetings of the Club and of the Board shall be presided over by the highest-ranking officer present.

Section 2. Resignation and Removal

An Officer may resign from his or her position at any time, provided that he or she shall present to the President or Secretary of the Club a written letter of resignation. Any Officer may be removed with sufficient cause by a majority vote of the Directors at a special meeting of the Board called expressly for that purpose.

Section 3. Vacancies

Should a vacancy occur in any office of the Board because of death, resignation, removal, or otherwise, the Board shall, at its next scheduled meeting, elect a qualified candidate to fill the unexpired term of such office.

Section 4. President

The President shall be the chair of the Board and the chief executive officer of the Club and, subject to the direction of the Board, shall supervise and control the business and affairs of the Club. The President shall

- ensure that all officers fulfill their duties competently,
- ensure that all orders and resolutions of the Board are carried out,

- serve as ex officio member of all committees, and
- also have such powers and perform such duties as from time to time may be assigned by the Board.

Section 5. Vice President

The Vice President shall exercise the powers and perform the duties of the President in the absence or during the disability of the President and shall succeed to the presidency should that office be vacated. The Vice President shall also have such powers and perform such duties as from time to time may be assigned by the President or by the Board.

Section 6. Treasurer

The Treasurer shall have custody of all the Club funds and shall provide an accurate record of the receipts and disbursements. The Treasurer shall

- be responsible for completing any and all official financial documents, including tax returns, pertaining to the club;
- be responsible for managing the club bank account, depositing all funds into the account, and except in emergencies, shall draw all checks on that account;
- keep the account books in accordance with generally accepted accounting practices; and
- report on the financial status of the Club at each Board meeting and at the annual meeting of the membership of the Club.

All disbursements shall be supported by bills, invoices, contracts, or other documents appropriate to the transaction. All account books may be examined by any member at any time mutually convenient to both parties.

At the discretion of the Board, the Treasurer shall give the Club a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of the office of the treasurer and for restoration of the Club, in case of his or her death, resignation, or removal from office, of all books, papers, vouchers, money, or other property of whatever kind in his or her possession or under his or her control belonging to the Club.

Directors and officers shall receive no monetary compensation for their services, but shall have out-of-pocket expenses, paid for and on behalf of the club, reimbursed upon submission of appropriate invoices, receipts, or letters of explanation.

Section 7. Secretary

The Secretary shall attend all meetings of the Club and the Board and shall keep a true and complete record of the proceedings, including votes and resolutions presented at those meetings, in a file kept for that purpose. The true and complete record of the proceedings may be kept electronically conditioned on the existence of two backup sources. A hard copy of the records may serve as one backup source. The Secretary shall

- serve as the registered agent of the Corporation,
- be the custodian of the records of the Club,

- give or cause to be given all notices required by law or these bylaws,
- distribute the minutes of all meetings at the next scheduled meeting,
- maintain the official correspondence of the Club and the Board,
- execute with the President all documents in the name of the Club, and
- also have such powers and perform such duties as from time to time may be assigned by the Board.

Article V

Meetings

Section 1. Club Meetings

Regular meetings of the Club shall be held at least once each year at such time and place as the Board may select for the purpose of electing the Board and for the transaction of such other business as may come before the members.

Special meetings of the Club may be called for any purpose or purposes by the President

- at the request of the Board or
- at the request in writing of not less than one-fifth (1/5) of the members entitled to vote.

Any request for a special meeting shall state the purpose or purposes of the proposed meeting and the business to be transacted at such meeting shall be limited to such purpose or purposes.

Quorum. The number of members present at the meeting and entitled to vote shall constitute a quorum necessary to convene any meeting, and an act of the majority of those members then present shall constitute an act of the members unless otherwise provided in these bylaws.

Voting. Each member in good standing shall be entitled to one vote on each matter submitted to a vote at any meeting of the Club provided that the class of membership to which the member belongs is entitled to vote as determined by the Board. No proxy voting shall be allowed.

Section 2. Board Meetings

The annual meeting of the Board shall be held in January of each year, following the election of Directors, at such other time and place as the Board may select for the purpose of electing the Officers and for the transaction of such other business as may come before the Board.

Special meetings of the Board may be called for any purpose or purposes by the President at his or her discretion, at the request of the Executive Committee, or at the request of a minimum of one-fourth (1/4) of the Directors.

Quorum. One half (1/2) plus one of the Directors shall constitute a quorum for the transaction of business, and an act of the majority of those Directors at any meeting shall constitute an act of the Board unless otherwise provided in these bylaws. If a quorum is not present for a vote, then the Directors present may adjourn the meeting until a quorum is present.

Virtual Meetings. The President may call virtual meetings to be conducted by means of electronic communication when situations dictate the necessity to quickly resolve time-critical issues or by unanimous consent of the Executive Committee according to the following procedures:

- The President shall participate in the vote.
- A final vote tally shall be taken within 72 hours after the second to any motion on a time-critical issue.
- The vote must be unanimous.
- On matters requiring expenditure of Club funds, the Treasurer shall participate in the vote.

Section 3. Notice

Notice of any meeting stating the location, date, and time of the meeting shall be given to those eligible to attend and vote at such meeting not less than five (5) days prior to the date of the meeting in accordance with Tennessee Code Annotated, § 48-51-202. Notice may be given via email.

Article VI

Control of Club Affairs

Section 1. Rules and Policies

The Board shall maintain a set of written rules and policies for the management of the Club and the conduct of its affairs in accordance with these bylaws and all relevant laws and governmental regulations. A majority vote at a Board meeting is required to adopt, interpret, amend, or repeal such rules or policies.

Section 2. Authorization to Enter into Contracts

The Board may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 3. Loans

No loans shall be contracted on behalf of the Club and no evidence of indebtedness issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 4. Signatures Required

All checks, drafts, or orders for payment of money and notes or other evidence of indebtedness issued in the name of the club shall be signed by such officer or officers or such other person or persons as shall be designated by resolution of the Board.

Article VII

Adoption and Amendment

Section 1. Adoption of Bylaws

These bylaws shall become effective upon the date of adoption and signature of all Directors.

Section 2. Amendments to Bylaws

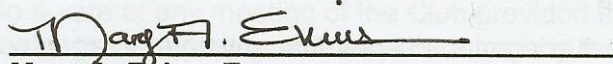
These bylaws may be altered or amended only according to the following procedures:

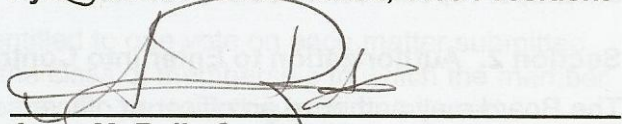
- A special meeting of the Board shall be called solely for that purpose and no other.
- Notice of the meeting shall be given by the Secretary in compliance with the general notice provisions of these Bylaws except that it shall be issued at least ten (10) days in advance of the meeting.
- Not less than a two-thirds (2/3) majority of the Directors shall vote in favor of the alteration or amendment.
- In no case shall ARTICLE I, SECTION 2, be amended, as this is the purpose of the Club according to its duly adopted Charter.

The Board of Directors of the Nashville Rowing Club, Inc., hereby adopts the attached set of bylaws in its entirety without omission, amendment, or addition on this the 8 day of June, 2009.


Don Sullivan, President


Lynnisse Roehrich-Patrick, Vice President


Mary A. Evins, Treasurer


Anna M. Baik, Secretary