



Nashville Rowing Club

BY LAWS



**Approved in original form
December 1, 2015, and including
amendment adopted July 29th.
Amended Nov 2021 and Dec
2021.**

ARTICLE I

GENERAL PROVISIONS

1.1 Name. 1.1 The name of the corporation is the Nashville Rowing Club, hereafter referred to as the NRC. The NRC is a nonprofit public benefit corporation incorporated under the provisions of the Tennessee Nonprofit Corporation Act (Tennessee Code Annotated, Title 48, Chapter 52), as amended. The NRC is a tax exempt public benefit corporation under Section 501(c) (3) of the Internal Revenue Code of the United States of America. These bylaws, in conjunction with the Charter, NRC Policy Manual, and NRC Code of Conduct regulate the activities and membership of the NRC.

1.2 Purpose. 1.1 The purpose of the NRC is to foster, and conduct, national or international amateur sports competition or to support and develop amateur athletes for national and international competition in such sports. The sports supported by the NRC shall include, but not be limited to, rowing and paddling activities. No gains, profit, or dividends shall be distributed to any of the members of the Corporation, and no part of the net earnings of the Corporation shall inure to the benefit of any member and no part of the corporate activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign or on behalf of any candidate for public office.

1.3 Offices. The principal office of, and mailing address for, the NRC shall be at Nashville Rowing, 73 White Bridge Road, Ste. 103-311, Nashville, Tennessee 37025-1444. The Board may, at its discretion, establish other offices at any place or places.

1.4 Property Title. The legal title and ownership of all property, effects, and assets of the NRC shall be vested in the corporation.

1.5 Organization Structure. The NRC shall be organized as follows:

1.5.1 NRC. The NRC shall be governed by a Board of Directors hereafter referred to as the NRC Board. The composition of the NRC Board, and its voting procedures, are stated in subsequent provisions of these bylaws.

The NRC Board shall hire and oversee the NRC Executive Director, who shall be

responsible for the operations of the corporation, including the appointment and supervision of coaching and administrative staff. The NRC Board will approve all hiring and removal of coaches and other staff by the Executive Director. The duties of the Executive Director are stated in subsequent provisions of these bylaws.

The NRC shall be subdivided into two divisions, a Masters Division and a Juniors Division, which shall respectively be responsible for the NRC activities in support of master and junior athletes. The criteria used by NRC to define "master" and "junior" athletes will be those used by U.S. Rowing for determining eligibility to compete at U.S. Rowing sanctioned regattas/competitions. The conduct of operations for these divisions shall be governed by these bylaws, and by the policies and procedures promulgated by the NRC Board of Directors in the NRC Policy Manual and the NRC Code of Conduct. These bylaws require members to comply with the NRC Policy Manual and the NRC Code of Conduct.

1.5.2 Masters Division. Adult members of the NRC, defined as those who do not qualify to compete as junior athletes, will be part of the Masters Division. The Masters Division shall have an Advisory Committee, consisting of not more than six volunteer members from the Division. The Masters Division shall also have a Head Coach, who shall be appointed and supervised by the NRC Executive Director. The Executive Director, at his/her discretion, may also serve as the Masters Head Coach.

1.5.3 Juniors Division. Junior members of the NRC shall be part of the Juniors Division. The Juniors Division shall have an Advisory Committee consisting of not more than six NRC regular members who are sponsors of current junior athletes. The Juniors Division shall also have a Head Coach, who shall be appointed and supervised by the NRC Executive Director. The Executive Director, at his/her discretion, may also serve as the Juniors Head Coach.

ARTICLE II

MEMBERSHIP

2.1 Membership Categories. Membership shall be available to adults and junior athletes willing to support the purpose of and/or participate in the activities of the corporation. There are five classes of membership in the NRC: Regular, Student, Family, Coxswain, and Out of Town.

All classes of membership have the right to use NRC equipment and facilities consistent with the Charter, these bylaws, the NRC Policy Manual, and the NRC Code of Conduct.

Regular membership is available to adults who, by virtue of their age, no longer qualify to compete in a youth rowing event, as defined by USRowing. A regular membership may be obtained by an individual or by a common household. Regular members shall have voting rights (one vote per membership) on all NRC matters subject to a general membership vote.

Student membership is available to: (1) adult athletes who are registered as a full time student in a post secondary academic institution, and; (2) junior athletes. Student members shall have no voting rights.

Out of Town Membership is available to adults who would otherwise qualify to be Regular Members, but have elected to obtain an Out of Town Membership instead of a Regular Membership, and reside more than seventy miles from the NRC address for federal tax purposes, when measured in a straight line. Out of Town members shall have no voting rights. The use of NRC equipment and facilities by Out of Town members is subject to the restrictions set out in the NRC policy manual.

Coxswain Membership is available to adults who would otherwise qualify to be Regular Members, but only train and compete as coxswains, and elect to obtain Coxswain Membership instead of Regular Membership. Coxswain members shall have no voting rights. The use of NRC equipment and facilities by coxswain members is subject to the restrictions set out in the NRC policy manual.

Family Membership is available to an adult who would otherwise qualify to be a Regular Member, but elects to obtain a Family Membership. A Family Membership entitles the adult obtaining the membership to voting rights in the amount of one vote per membership obtained, on all matters subject to the general membership vote. For purposes of a Family Membership, all persons related by marriage, birth, adoption, or foster/guardian relationship to the adult obtaining the membership will be considered to have rights as regular members, subject to the voting restrictions contained in this paragraph.

The NRC Board may establish unique, non-voting membership categories for specialized programs that are intended to serve the community and foster the rowing sports. Examples of such programs include, but are not limited to, interscholastic rowing, adaptive athletes, at-risk or disadvantaged youth, corporate rowing, or recreational rowing. The Board shall have the authority to sponsor qualified individuals for membership in any such specialized, non-voting class established by the Board. The Board may also delegate sponsorship authority to the Executive Director. The Executive Director shall brief the progress and status of any specialized programs at the annual membership meeting, and at any other times as may be required by the Board. In so doing, the NRC Board will ensure the continuation of balance for all programs in club governance, coaching, equipment use, and facility access.

2.2 Membership Dues and Fees. Members of this corporation (except for corporation staff) shall be required to pay membership dues and other fees as they are determined by the Board of Directors. Membership dues shall be promulgated annually by the NRC Board. Other fees will be determined when necessary by the NRC Board and shall be promulgated after approval by the NRC Board. In cases of financial hardship, or other special considerations as determined by the NRC Board, membership fees may be waived or reduced by a majority vote of the NRC Board.

2.3 Voting Rights. Regular members shall be entitled to one vote as to all actions requiring a vote of the membership. Student members, including those serving on the NRC Board as Class C directors, shall not have voting rights.

2.4 Removal or Discipline of Members. A member may be removed or disciplined for violations of the NRC Code of Conduct. The procedures for removal are stated in the NRC Code of Conduct.

2.5 Membership Annual Meeting. There shall be an annual meeting of the membership for the election of members to the NRC Board and the transaction of such other business as may be put on the agenda for that meeting by the NRC Board. The voting class for the annual election shall be comprised of those regular, family and student members in goodstanding as of sixty (60) days before the meeting. The voting procedures shall be established by the NRC Board and stated in the NRC Policy Manual. The annual meeting shall be held on or between December 1 and January 31 of each fiscal year. At least fourteen *calendar days'* notice, either in writing or electronically, shall be given prior to the annual meeting.

2.6 Special Meetings. Special meetings of the membership may be called by the Board of Directors upon at least seven (7) calendar days and not more than sixty (60) calendar days' notice and an agenda sent to the members, in writing or electronically, stating the place, day and hour of the meeting.

2.7 Quorum. A quorum for meetings shall consist of ten percent (10%) of the membership.

ARTICLE III

BOARD OF DIRECTORS

3.1 General. The affairs of the corporation shall be managed by a Board of Directors which shall have charge of the funds and property of the corporation. All officers, employees and agents shall be subject to the control, direction and removal by the Board.

3.1.1 Board Member Qualifications. Regular, family and student members of the NRC in good standing who demonstrate an interest, commitment and willingness to serve as a Board member shall be eligible for consideration as a NRC Board member.

3.2 Number. The NRC Board shall consist of at least 7, and not more than 15, voting Directors. The Board will always have an odd number of directors. If a Board member resigns or otherwise discontinues service before the end of the term to which elected, the NRC Board may continue to operate with an even number of Directors until the next annual election is held. The NRC Board will also include two non voting Directors. The

two non voting Directors shall be the Executive Director and a member selected from the student membership category. If no student member is available, or willing, to serve as a Director, then the Board may leave that Director position vacant. The voting Directors shall be the President, Vice President, Treasurer, Secretary, Lead Chair of the Masters Advisory Committee, Lead Chair of the Juniors Advisory Committee. and the at large Directors. Except for the two board members specifically elected to represent the Masters and Juniors divisions, all board members are expected to act in the best interest of the entire corporation.

3.3 Appointment Term and Election. A general election to fill Board positions for those directors whose terms expire shall be held at the annual membership meeting. At each annual meeting of the corporation, the membership shall elect individuals from among the list of candidates equal to the number of Board of Director positions determined by the Board to be filled for the coming fiscal year. Subject to the staggered terms provision of Section 3.7, each Director shall serve for three years or until her/his successor is elected. Directors may serve successive terms. The Lead Chair from the Junior Advisory Committee elected by six members of the committee, will begin their term on April 1 following the election.

3.4 Nominations. The Nominating Committee shall be composed of three to five Directors, elected annually by the Board to propose a slate of candidates, based upon the needs of the corporation, for the positions of Director and advisory committee for ultimate presentation to the membership at the corporation's Annual Meeting. The committee will ensure that continuity of skills and equality are represented on the board.

3.4.1 Vacancies. In the event that a Director's service is terminated before the end of the term to which elected/appointed, a special election may be held at the discretion of the Board of Directors. The election may be held at a Special Meeting of the membership to fill the remainder of the term of the vacant position. The board may also vote to fill the seat on an interim basis until the next general election.

3.5 Resignations and Removal. Any Director may resign at any time by giving written notice to the President of the Board of Directors. A Director may be removed from office for failure to perform the duties of the position. Such removal shall be without cause, and shall be by the vote of a two-thirds majority of the Directors.

3.6 Staggered Terms. As required by the NRC Charter, the terms of the Directors must be staggered to avoid complete turnover of the Directors at one time. Voting Directors will serve three year terms. The Executive Director shall serve on the NRC Board continuously during the term of employment.

3.7 Board Meetings.

3.6.1 Regular Meetings. Regular Meetings shall be held at such place and time as the Directors may designate.

3.6.2 Special Meetings. Special Meetings may be held upon the call of the President or upon the written request of three Directors.

3.6.3 Meeting Notices. Notice of Regular or Special meeting shall be given in writing or electronically at least five calendar days prior to such meetings. Special Meeting notices shall state the business to be transacted. No other business shall be conducted at such Special Meetings.

3.8 Board Quorum. A quorum necessary to conduct business of the Board of Directors shall consist of a majority of Board members. A Board member may participate in any Board meeting telephonically, as long as all participating Board members are able to hear one another's comments simultaneously.

3.9 Compensation. Directors shall not be entitled to receive compensation from the corporation for their services as Directors. They may, however, be reimbursed by the corporation for expenses incurred in furtherance of the corporation and for activities requested by the Board.

ARTICLE IV **OFFICERS**

4.1 Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an Executive Director. All officers, except the Executive Director, shall be elected by the Board of Directors at the Board meeting immediately following the corporation's Annual Meeting to serve for a term of one year or until their successors have been elected but may serve consecutive one-year terms, subject to such term limitations on consecutive Director terms as are contained in these bylaws. An individual may serve in only one officer position at a time.

The board will have four standing committees: Finance, Outreach and Recruitment, Equipment and Facilities, and Fundraising. A Director will serve on at least 2 committees. The Board may form ad-hoc committees, as shall be determined by the Board, which shall remain in effect for the period required to complete the task or assignment for which the Board formed the ad-hoc committee. Ad hoc committees shall have such authority and perform such duties as the Board may from time to time prescribe.

4.2 Vacancies. In the event of a vacancy occurring in any of the offices, a successor may be elected by the Board at any regular or Special Meeting of the Board to complete

the unexpired term of the vacant office.

4.3 Qualifications. In order to be an officer, an individual must be a member of the Board of Directors. Should a Board member become an employee of the corporation, he/she shall not be permitted to continue as either a Board Member or officer of the corporation except if he/she shall become the Executive Director. If the Executive Director relinquishes her/his position, the President will temporarily fill that position, with compensation, if any, to be determined by the Board. Since the Masters and Juniors representatives are elected to represent their program rather than the larger interests of the club, they shall not be permitted to become officers while serving in those program-specific positions.

4.4 Removal or Resignation. Any officer or agent appointed by the NRC Board may be removed by the NRC Board whenever the best interests of the corporation will be served thereby, but such removal shall be without prejudice to any contract rights of the person so removed. Any officer or agent may resign by giving written notice to the corporation, but such resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which such officer is party. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Executive Committee.

4.5.1 President. The President shall preside at all meetings of the Board of Directors. The President shall review, approve or otherwise act upon all proposed and pending corporate actions of the Executive Director and other employees when such authority has not otherwise been delegated to the Executive Director by the Board. In addition, the President shall act as the authorized representative of the NRC Board in all matters in which the NRC Board has not formally designated some other person to act.

4.5.2 Vice President. In the absence or disability of the President, the Vice President shall perform all of the duties of the President and, when so acting, shall have all the powers and be subject to all of the restrictions imposed upon the President.

4.5.3 Secretary. In addition to any other duties which the Board may assign to her/him, the Secretary shall attend all meetings of the Board and record all of the votes of the corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for other Board Committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board.

4.5.4 Treasurer. The Treasurer shall: have oversight of the custody of the corporation's funds and securities; have oversight of the bookkeeping to ensure the full and accurate accounts of receipts and disbursements in corporation books; deposit all monies in the name and credit of the corporation in such depositories as shall be designated by the Board, and; render to the Board, at the regular meetings of the Board, or whenever they may require it, an account of her/his transactions conducted under the authority as Treasurer and of the corporation's financial condition.

The Treasurer shall give to the corporation, if so requested by the Board, a bond in such sum, and with such surety or sureties, satisfactory to the Board, for the faithful discharge of the duties of the office and for the restoration to the corporation, in case of her/his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in her/his possession or under her/his control belonging to the corporation.

4.6 Executive Director. The Executive Director shall be employed by the NRC to be the Chief Executive Officer of the corporation, and shall be responsible for general and active management of the business of the corporation, ensuring balance among all programs. The Executive Director shall see that all orders and resolutions of the Board are implemented. The Executive Director shall, to the extent such authority has been granted to her/him execute bonds, mortgages and other contracts on behalf of the corporation. The Executive Director shall have the power to appoint and remove such employees and/or agents (other than those appointed by the Board) as the business of the corporation may require. The Executive Director shall be responsible for appointing and supervising coaches, whether or not such individuals are paid employees of the NRC or uncompensated volunteers, subject to board approval. The Executive Director shall also serve as a nonvoting, ex-officio member of the Board. The Executive Director shall enter an employment agreement with the NRC Board. The employment agreement may further expand the duties of the Executive Director consistent with the provisions of these bylaws, the NRC Policy Manual, the NRC Code of Conduct, and the NRC Charter. The Executive Director shall be considered a regular member of the NRC with no membership dues charged.

ARTICLE V

ADVISORY BOARDS

5.1 General. The NRC shall have Advisory Committees formed for the Masters and Juniors Divisions.

5.2 Masters Advisory Committee. The Masters Advisory Committee will be voted in by a quorum of the Masters members of the club at the Annual Meeting. This quorum will be at least 10% of the Masters members. The board will consist of not more than six

members, one of which will be subsequently elected as the Lead Chair by a vote of the other members of the board in time to be seated with the other new club board members. The Lead Chair will sit on the NRC Board of Directors. The Lead Chair is responsible for organizing all goals, suggestions, and plans of the Advisory Committee and bringing them to the NRC Board of Directors for a vote. The Lead Chair shall also work with the Masters Head Coach to best accommodate the coaches' and athletes' needs to help improve the future of the Program.

5.3 Juniors Advisory Committee. The Juniors Advisory Committee will be voted in by a quorum of the regular member sponsors of the junior student members of the club at the Annual Meeting. This quorum will be at least 10% of the eligible junior student member sponsors. The board will consist of not more than six members, one of which will be subsequently elected as the Lead Chair by a vote of the other members of the board in time to be seated with the other new club board members. The terms of the six members of the Junior Advisory Committee will begin on the April 1 after the election held at the Annual Meeting. During the months between the election and April 1, the newly elected members will attend the Junior Advisory Committee meetings but not as a voting member. The Lead Chair will sit on the NRC Board of Directors. The Lead Chair is responsible for organizing all goals, suggestions, and plans of the Advisory Committee and bringing them to the NRC Board of Directors for a vote. The Lead Chair shall also work with the NJRA Head Coach to best accommodate the coaches' and athletes' needs to help improve the future of the Program.

5.4 Term of Service. Chairs for the Masters and NJRA Advisory Committees shall serve two year terms.

5.5 Resignation and/or Removal of Advisory Committee Chairs. Any Chair may resign by giving written notice to the President of the NRC Board. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice. Any Advisory Committee Chair may be removed by an action of the majority of the NRC Board of Directors without cause, subject to procedures set forth in the NRC Policy Manual or Code of Conduct.

5.6 Advisory Committee Vacancies. A vacancy on either the Masters or NJRA Advisory Committees shall be filled for the unexpired portion of the term by the respective Advisory Committee.

ARTICLE VI FISCAL YEAR

6.1 Fiscal Year. The organization's fiscal year shall commence on July 1 of each year and shall end on June 30 of the following calendar year.

6.2 Annual Audit. The Board of Directors shall conduct an annual review of its financial records at the end of each fiscal year. At its discretion, the Board may have the review be conducted by an independent public accounting firm employed by the Board.

ARTICLE VII
IMMUNITY, INDEMNIFICATION AND INSURANCE
OF AND FOR DIRECTORS, OFFICERS, AND OTHER
PERSONS

7.1 Immunity From Liability. Each present or future Director of the corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

7.1.1 Breach. The Director has breached or failed to perform the duties of her/his office in a manner meeting the applicable standards of law; and the breach or failure to perform constitutes selfdealing, willful misconduct or recklessness.

The immunity provided by this Section shall not apply to liability of a Director pursuant to a criminal statute or for the Director's failure to pay taxes pursuant to local, state or federal law.

The immunity and other rights and privileges set forth herein shall be construed to grant Directors the maximum protection allowed by the laws of the State of Tennessee and shall in no way be construed to be in restriction or limitation of any other right, privilege or immunity granted by the laws of the State of Tennessee or these bylaws.

7.2 Indemnification.

7.2.1 General. The corporation shall indemnify any Director or officer, and may indemnify any other employee or agent who was or is a party to, or is threatened to be made a party to or who called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the

corporation, by reason of the fact that he/she is or was a Director, committee member, officer, employee or agent of the corporation, or was or is serving at the request of the corporation as a Director, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

7.2.2 Exceptions. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of disinterested Directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction, as to action her/his official capacity and as to action in another capacity while holding office.

7.3 Insurance. The NRC shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the NRC or is or was serving at the request of the NRC as a representative of another enterprise, against or incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the corporation would have the power to indemnify her/him against such liability under the provisions of the Tennessee Nonprofit Corporation Act, as amended.

ARTICLE VIII

BY LAWS AMENDMENTS

8.1 Adoption and Amendment.

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

8.1.2 Amendments to Bylaws. These bylaws may be altered or amended only according to the following procedures:

8.1.2.a A special meeting of the Board shall be called solely for that purpose and no other.

8.1.2.b 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) calendar days in advance of the meeting.

8.1.2.c Not less than a two thirds (2/3) majority of the Directors shall vote in favor of the alteration or amendment.

8.1.2.d In no case shall ARTICLE I, SECTION 2, be amended, as this is the purpose of the Club according to its duly adopted Charter.

8.1.2.e In no case shall a voting class of membership be created, terminated, or altered without a vote of the general voting membership.

These bylaws are adopted by the Board of Directors, as amended, effective, December 1, 2015, and have been amended most recently amended on July 29, 2019.

Amended again in November 2021 and December 2021.

Steve Grant
President, Nashville Rowing Club