

**WALT WHITMAN CREW BOOSTERS, INC.**  
**BY-LAWS**  
**(revised January 27, 2005;**  
**restated as amended on May 20, 2014)**

**ARTICLE I**

**Name and Purpose**

The name of this Corporation is Walt Whitman Crew Boosters, Inc. (WWCB). The duration, principle office and purpose of the Corporation shall be as set forth in the Corporation's Articles of Incorporation.

**ARTICLE II**

**Membership and Meetings**

Section I      Members

Regular membership in this Corporation shall be open to parents of all rowers who are registered to row in the Walt Whitman High School crew program (including the fall Learn to Row program) and who have paid all registration fees owing for each rower registered (or have otherwise arranged with the Executive Board for the waiver or modification of such fees). By registering their child with Walt Whitman High School crew program, each parent agrees to abide by the provisions of the Articles of Incorporation, these By-laws and policies, decisions and objectives of WWCB.

Section 2      Annual Meeting

An annual meeting of the members of the Corporation shall be held at Walt Whitman High School (the principal office of the Corporation), or elsewhere, as specified in the notice of call of such meeting on any day between May 1 and June 15 of each year as designated by the Executive Board of Directors, for the purpose of transacting the following business:

- the election of the individuals to serve on the Executive Board and as the Officers of the Corporation for the following year. Persons standing for election to the Executive Board and Officer positions shall consist of those persons nominated by the Board Nominating Committee and any others nominated by members of the Corporation, either in advance of the meeting or from the floor, provided that such individuals have agreed to accept their nomination;
- the review of the past year's operational and capital budgets and discussion of the past year's season; and

- a discussion of the upcoming year's season, including expectations for rowers, parents, and coaches, as well as any other business authorized or required to be transacted.

### Section 3 Special Meetings

Special meetings of the members may be called by the President and Secretary jointly, a simple majority of the Executive Board of Directors, or by any group of members of the Corporation which together shall be the parents of 20% of the number of the registered rowers in the program. It is expected that there shall be at least two (2) meetings of the members each academic school year, including the Annual Meeting.

### Section 4 Notice of Regular or Special Meeting

Written notice of the annual, and of all special meetings, or any other meetings of the members shall be given to each member at least ten (10) days before the date of any such meeting. Notice of any meeting may be given by email. The names of all persons nominated by the Board Nominating Committee and any other nominations which have been received in advance by the Executive Board from members of the Corporation to stand for election at the Annual Meeting to serve as members of the Executive Board and as Officers of the Corporation shall be included with such notice.

### Section 5 Quorum

At any meeting of the members of the Corporation, the parents of 20% of the number of the registered rowers in the program being present in person or represented by proxy shall constitute a quorum for all purposes. Once a quorum has been obtained at a meeting, all actions taken at such meeting are valid notwithstanding the absence of a quorum at any later time of the meeting. If a sufficient number of members are not present to constitute a quorum at the outset of the meeting, the present members may, from time to time, adjourn the meeting until a quorum is retained.

### Section 6 Voting

Voting by the members at any meeting shall be determined by the number of registered rowers in the Walt Whitman crew program, with the member(s) representing each registered rower entitled to one (1) vote per rower.

Section 7 Proxies

Any member may vote by proxy at any meeting of the members, provided that he or she executes in advance of the meeting a written notice (which may be provided by e-mail identifying the author) specifying another person to act in his or her stead for purposes of voting at the meeting, or which provides specific instructions to the Executive Board as to how the authorizing member's vote(s) are to be cast.

Section 8 Rules of Meetings

All meetings shall be conducted in accordance with Robert's Rules of Order. The President of the Executive Board, or his or her designee, shall preside at the Annual Meeting.

**ARTICLE II**

**Executive Board of Directors**

Section 1 Membership and Election

The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by the Executive Board of Directors. At each Annual Meeting of the members of the Corporation, there shall be elected an Executive Board of Directors composed of at least seven (7) and no more than sixteen (16) adult persons who shall hold office until their successors shall be elected and qualified or until they resign or are sooner removed as provided in Section 8 of this Article III of these By-laws. In addition, the head coaches of men's and women's crew programs shall serve as *ex officio*, nonvoting members of the Executive Board of Directors. Each of the persons serving as on the Executive Board of Directors (other than the coaches) shall be a member of the Corporation. It shall be the goal, but shall not be a requirement, that the persons serving on the Executive Board of Directors constitute a representative sampling of the parents of rowers from each of the rising sophomore, junior and senior classes and of rowers of each gender.

Section 2 Term

Unless elected or appointed to fill a vacancy as set forth in Section 8 of this Article III, each member of the Executive Board of Directors shall serve for a term of one (1) year beginning on the 1st day of July after his or her election or until he or she resigns or is removed as set forth in Section 8 of this Article III.

Section 3 Meetings

Regular meetings of the Executive Board of Directors shall be held at such time and at such places as the Executive Board of Directors may prescribe and determine, with the

expectation that the Executive Board of Directors shall meet at least six (6) times each year. Meetings of the Executive Board of Directors may be called by the President, Executive Vice-President, or any three (3) members of the Executive Board at any time.

#### Section 4 Notice of Meetings

Notice of meetings of the Executive Board of Directors may be given verbally or by written notice, including by email, provided, however, that notice of any meeting shall be given at least five (5) days in advance of such meeting in any event.

#### Section 5 Quorum

A majority of the total number of Directors serving on the Executive Board of Directors present at a meeting shall constitute a quorum for the transaction of business. Once a quorum has been obtained at a meeting, all actions taken at such meeting are valid notwithstanding the absence of a quorum at any later time of the meeting. If a sufficient number of Directors are not present to constitute a quorum at the outset of the meeting, the present members may, from time to time, adjourn the meeting until a quorum is retained.

#### Section 6 Voting

Each person serving on the Executive Board of Directors (other than the coaches) shall be entitled to one (1) vote. Voting by proxy is not permitted. Except as otherwise provided in these By-laws or by applicable law, a simple majority of those Directors present at a meeting at which a quorum is present shall be sufficient to approve all Board actions.

#### Section 7 Informal Action of Directors

Any action required or permitted to be taken at a meeting of the Executive Board of Directors may be taken without a meeting if there is filed with the records of the Executive Board an unanimous written consent which sets forth the action and is signed by each person entitled to vote on the matter.

#### Section 8 Vacancies in the Board; Removal of Members of Executive Board

Vacancies on the Executive Board of Directors caused by resignation or removal of a Director, or by the decision of the Executive Board of Directors to add to the number of members on the Executive Board (subject to the provisions of Section 1 hereof), may be filled by the vote of a majority of the members of the Executive Board of Directors, provided that no more than two (2) individuals are so appointed in any academic year. All persons so appointed shall stand for election at the next Annual Meeting of the

members if they desire to continue to serve on the Executive Board of Directors. The members of the corporation at any meeting of the members may remove any Director with or without cause and fill the vacancy thereby created by vote of two-thirds (2/3) of the members present at such meeting where a quorum is obtained. Any person selected to fill any vacancy on the Executive Board shall hold office until his or her successors shall be elected and qualified or until he or she be sooner removed as herein provided.

#### Section 9 Compensation

No member of the Executive Board of Directors shall receive any compensation for his or her services as a director. No officer, agent or employee of the corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

#### Section 10 Rules of Meetings

All meetings of the Executive Board shall be conducted in accordance with Roberts Rules of Order. The President of the Executive Board, or his or her designee, shall preside at meetings of the Executive Board. The Executive Board shall be entitled to excuse the *ex officio* members from portions of meetings dealing with employment issues or other sensitive issues relating to their performance as coaches of the Walt Whitman crew program.

### **ARTICLE IV**

#### **Duties of Directors**

It shall be the duty of the Executive Board of Directors:

1. To keep a complete record of all its acts and of the proceedings of its meetings, showing in details the condition of the affairs of the Corporation.
2. To manage and supervise, subject to the provisions of the corporation's Articles of Incorporation and these By-laws, the business and affairs of the Corporation and to supervise all officers, committees, agents and employees, and to see that their duties are properly performed.
3. To install such a system of bookkeeping and auditing that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Corporation.

## **ARTICLE V**

### **Officers**

#### Section 1      Officer Positions

The Officers of the Corporation shall consist of persons serving on the Executive Board of Directors. The Officers shall include a President, an Executive Vice President, three Vice Presidents including a Vice President for Regattas, a Vice President for Fundraising and a Vice President for Administration, a Secretary, and a Treasurer. Any of the foregoing offices, other than the President, Executive Vice President, or Secretary, may be shared by more than one person, and the Executive Board may appoint from its membership any additional officers, including assistant officers to any of the existing officers, as it deems necessary or appropriate.

#### Section 2      Term and Election

Unless elected or appointed to fill a vacancy as set forth in Section 3 of this Article V, each Officer shall be elected at the Annual Meeting of Members of the Corporation and shall serve for a term of one (1) year beginning on the 1st day of July after his or her election or until he or she resigns or is removed as set forth in Section 3 of this Article V. The offices of President and Executive Vice President shall not be held by the same individual for more than two (2) consecutive terms for each office, nor may an individual serve in such positions consecutively for more than three (3) terms in the aggregate.

#### Section 3      Vacancy and Removal of Officers.

Vacancies caused by resignation or removal of an Officer, or by the decision of the Executive Board of Directors to add an additional Officer position, may be filled by the vote of a majority of the members of the Executive Board of Directors. All persons so appointed shall stand for election at the next Annual Meeting of the members if they desire to continue to serve as Officers. The members of the Corporation at any meeting of the members may remove any Officer with or without cause and fill the vacancy thereby created by vote of two-thirds (2/3) of the members present at such meeting where a quorum is obtained.

## **ARTICLE VI**

### **Duties of Officers**

#### **Section 1      President**

The role of the President shall be to lead Executive Board meetings and membership Meetings; to serve as the public voice of the Corporation; to provide leadership to Officers on general activities of the organization; to serve as the primary contact to coaching staff; to assist in recruitment, retention and fundraising efforts throughout the year; and to generally have management responsibility for the operations of the Corporation.

#### **Section 2      Executive Vice President**

The role of the Executive Vice President shall be to take over for and perform the role of the President in event of the President's absence; to assist in recruitment, retention and fundraising efforts throughout the year; and to perform such tasks as are delegated by the President from time to time.

#### **Section 3      Vice President for Regattas**

The role of the Vice President for Regattas shall be to coordinate participation by Whitman rowers in local and out-of-town regattas, to serve as the liaison person to NCASRA (or other umbrella regatta organizations); to oversee parent volunteers for local and out-of-town transportation to regattas and lodging for overnight trips to regattas, chaperones on buses and at hotels, to assign and coordinate volunteers to regatta positions (as may be assigned to Whitman parents), including food delivery and tent set-up and take-down, as well as other tasks as delegated by the President.

#### **Section 4      Vice President for Fundraising**

The role of the Vice President for Fundraising shall be to oversee fundraising activities for the Corporation's operational budget and capital campaign, including annual fundraiser (silent auction, party), wreath sale, non-uniform merchandise/clothing sales, and general oversight of fundraising efforts throughout the year; and to oversee liaison to alumni association for ongoing support, as well as other tasks as delegated by the President.

Section 5 Vice President for Administration

The role of the Vice President for Administration shall be to oversee registration of rowers (Learn to Row, winter conditioning, spring season), ordering and distribution of rower uniforms, administration of swim tests, insurance, transportation to practices and scheduling practices with coaches, as well as other tasks as delegated by the President.

Section 6 Secretary

The role of the Secretary shall be to keep the records of meetings of the Executive Board and the members; to maintain rosters of rowers and parent volunteers; to maintain a parent handbook/new rower info; to oversee communications of Whitman crew events, including notices to press, newsletter, website, listserv, and other vehicles as may be determined by Executive Board, as well as other tasks as delegated by the President.

Section 7 Treasurer

The role of the Treasurer shall be to administer and maintain a record of all funds received and checks disbursed; to provide reports to the Officers, the Executive Board and the members on capital and operating budgets; to administer bank accounts and investment funds of the Corporation; to administer spending limits as set by the Executive Board regarding authorization for expenditures; to implement procedures for reimbursement of authorized expenditures, as well as other tasks as delegated by the President.

## **ARTICLE VII**

### **Committees**

Section 1 Committees

The Executive Board of Directors shall have the authority to establish and maintain such standing and ad hoc committees, and to appoint such persons to such committees, as it deems necessary or appropriate to carry out its duties and to accomplish its objectives, subject to the following provision. Each committee so established shall have at least one of its appointed members a member of the Executive Board of Directors whose obligation shall be to report to the Executive Board on the deliberations and activities of the committee.

Section 2 Nominating Committee

Each spring the Executive Board of Directors shall appoint, by the vote of two thirds (2/3) of the members of the Executive Board present at a meeting where a quorum has



been obtained, a Nominating Committee which shall be responsible for selecting candidates to serve as Directors and Officers for election by the general membership at the Annual Meeting. The Nominating Committee shall consist of three (3) to five (5) members, all of whom shall be members of the Corporation, and shall be made up, to the maximum extent possible, by outgoing Board members, parents of graduating senior rowers, and other parents who have actively participated in the activities of the Corporation throughout the year. The Nominating Committee is encouraged to consult with all individuals currently serving as members of the Executive Board and as Officers of the Corporation before making its recommendations. The Nominating Committee shall provide its recommended slate of candidates to the Executive Board at least fifteen (15) days in advance of the date of the Annual Meeting.

## **ARTICLE VIII**

### **Fees and Fundraising**

#### **Section 1      General Budget Responsibility**

The Executive Board will annually set requirements for an Operating budget and for a Capital budget.

#### **Section 2      Registration Fees**

The Executive Board of the Corporation shall annually establish registration fees for each rower participating in the Learn to Row and the main crew season as may be required to meet the expenses of the Corporation and will set the date on which such registration fees shall be due.

#### **Section 3      Fundraising - Operating Budget**

The Executive Board of Directors shall set a minimum recommended donation by members to defray the costs of supporting the crews. Donations may be made through participation in fundraising events, or members may elect to supply equivalent funds.

#### **Section 4      Fundraising - Capital Budget**

The Vice President for Fundraising will lead the effort to plan and organize an annual Capital Campaign for the purpose of raising funds for capital expenses such as, but not limited to, purchase of rowing shells, oars, launches, motors, trailers, ergs, and other equipment as determined necessary by the Executive Board. Capital funds are to be segregated and shall not be used to defray operating expenses; provided that the Board, upon majority vote, may transfer up to five percent of the capital budget to the operating budget during any year in the event of unforeseen circumstances, and that the membership will be notified of such a transfer at the next membership meeting.

## **ARTICLE IX**

### **General Provisions**

#### **Section 1      Bank Deposits and Execution of Checks**

The funds of the Corporation shall be deposited in such bank or banks as the Board of Directors of the Corporation shall designate. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or other agent or agents, of the Corporation as shall be determined by resolution of the Executive Board of Directors.

#### **Section 2      Books and Records**

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of its proceedings, its Executive Board of Directors and of any executive or other committee when exercising any of the powers of the Executive Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the By-laws shall be kept at the principal office of the Corporation.

#### **Section 3      Inspection of Records**

Each member of the Corporation and member of the Executive Board of Directors may inspect such books, accounts, and records of the Corporation at such reasonable time as the Executive Board of Directors may by resolution designate, subject to reasonable provisions to maintain the confidentiality of coaches' salaries, personnel matters, and individual rower and family financial information, subject to providing advance written notice to the Secretary of the Executive Board of the nature of the books, accounts and records desired to be inspected.

#### **Section 4      Immunity from Civil Liability; Indemnification**

To the maximum extent permitted under the provisions of Maryland law from time to time in effect, and subject to the limitations and procedures set forth therein as well as the financial feasibility for purchasing such insurance by the Corporation, the Corporation shall maintain such insurance required to be maintained in order to provide immunity from civil liability of its Officers, Directors and other volunteers. The Corporation shall further indemnify any current or former Officer, Director (or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit), employee or agent, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which such person is a

party, by reason of having been a Director, Officer, employee or agent of the Corporation (or of such other corporation), except in relation to any matter as to which such person shall be adjudged in such action, suit or proceeding to be liable for bad faith or misconduct in the performance of duty.

## Section 5      Other Rights

The foregoing insurance and right of indemnification shall not be exclusive of any other rights to which such person may be entitled, under any by-law, agreement, vote of directors or members, or otherwise.

## **ARTICLE X**

### **Amendments to By-Laws**

These By-laws (as revised) shall be adopted by the Executive Board of Directors and by the vote of a majority of the members of the Corporation present at a meeting called for the purpose of approving these By-laws at which a quorum of members has been obtained to take effect immediately upon such vote of the members. Any further amendments to these By-laws shall be approved at any meeting of the membership called for that purpose at which a quorum of members has been obtained and at which not less than a simple majority of the members present and voting, shall vote in favor of such alteration or amendment.

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