

The Cape Coral Rowing Club Bylaws



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ARTICLE I – NAME and PURPOSE

Section 1: Name

The name of the organization is the Cape Coral Rowing Club (CCRC). The organization conducted business as Caloosa Coast Rowing Club between the years of 2017 and 2020 via an Amendment to the original Articles of Incorporation filed with the State of Florida on 10/5/2017. A subsequent amendment filing dated 3/10/2020 returned the name to the original (Cape Coral Rowing Club, Inc.)

Section 2: Purpose

The purpose of CCRC is:

- To promote the sport of rowing to middle and high school students and adults.
- To provide a safe and friendly environment for membership rowing.
- To train members in the physical skills, teamwork, and mental discipline required to become proficient rowers.
- To educate the individual rower with the expressed purpose of improving and developing physical and mental capabilities through continuous instruction and training.
- To foster and promote amateur competitive rowing for all club members on the local, regional, national, and international level.
- To provide an equal opportunity for participation in the sport of rowing to all individuals who meet membership requirements without preference to race, sex, age or religious affiliation.

Section 3: Nonprofit designation

- CCRC is a Florida not-for-profit corporation with an IRS section 501(c)(3) letter of determination, incorporated on May 12, 2007
- CCRC operates in accordance with the State of Florida “Not for Profit Corporation Act,” Florida Statutes 617.

ARTICLE II - MEMBERSHIP

Section 1: Affiliation

CCRC shall be a member of the United States Rowing Association and subscribe to rules and regulations governing its member clubs. It may affiliate with other organizations whose purposes complement, enhance, or are similar to those of CCRC.

Section 2: Membership Classes

CCRC offers four (4) Member classes: Regular, Associate, Supporting, and Honorary. These member classes are defined as follows:

- *Honorary* – Individuals who provide notable service and support to the club may be nominated for Honorary Membership status at any regular, annual or special

meeting of the Board of Directors. Nominations may be put forward by any regular member of the corporation that is in good standing for acceptance by the Board of Directors. Honorary members do not have voting privileges in the corporation and do not participate in club programs.

- *Supporting* – Individuals who provide volunteer services in support of the corporation and its mission may become Supporting members of the organization. Supporting members may participate in all social events and board meetings conducted by the corporation. Nominations may be put forward by any regular member in good standing for acceptance by the Board of Directors. Supporting members do not have voting privileges in the corporation and do not participate in club programs.
- *Associate* – Friends and family of regular members who support the programs said members participate in may be nominated for Associate Membership. This membership is also available to youth crew alumni who wish to continue supporting their former program. Nominations may be put forward by any regular member of the corporation in good standing for acceptance by the Board of Directors. Associate members do not have voting privileges in the corporation and do not participate in club programs.
- *Regular* – Regular members of the corporation are dues paying individuals who have joined the corporation to participate in any of the available programs. Regular members in good standing are voting members of the corporation who have the right to stand for nomination and to serve, if elected, on the Board of Directors. These members may belong to any of the following sub-classes:
 - *Masters' Annual* – These individuals are annual participants in the corporation's rowing programs for adults.
 - *Masters' Seasonal* – These individuals are part year participants in the corporation's rowing programs for adults. Seasonal members may participate in programs for 3, 4, 5, or 6 months of each calendar year.
 - *Youth Crew Adult* – These individuals are parents of active youth crew program participants. One vote per household is permitted for these members. Should a Youth Crew Adult member also be a Masters member, the voting policy of the Youth Crew Adult member class will apply (one vote per household). Should a Youth Crew Adult member have more than one child in the youth crew program, the voting policy of one vote per household will still apply.

Section 3: Membership Eligibility

- The Board will develop and review, at least every 3 years, membership eligibility requirements. Membership eligibility shall not be limited based on race, sex, age, or religious affiliation.
- The Board of Directors shall approve a membership application process which will be available to the membership.
- A member is "in good standing" when all dues, fees, and invoices are paid in full and the member is in compliance with CCRC's purpose and rules, policies, procedures, and safety protocols.

- The Board of Directors may grant lifetime member designation to recognize members that have made extraordinary contributions to the organization. For purposes of voting, a lifetime member is always “in good standing” unless the Board has deemed the lifetime member in violation of CCRC’s purpose, rules, policies, procedures, or safety protocols.

Section 4: Member Voting Rights

- Members are eligible to cast votes at the Annual Meeting and any Special Meetings and may be nominated for the Board of Directors if they are over 18 years of age and are Regular Members in good standing.
- All member classes other than Regular Members (as defined in Section 2) shall be non-voting members. Non-voting members are invited to participate in all social events, board meetings, and special meetings of the membership. They may also receive communications from the organization.
- Unless otherwise specifically stated in the Articles of Incorporation or Bylaws, all references to “members” relate only to Voting Members and not to Non-voting Members.

Section 5: Membership Rules, Rights and Responsibilities

- Members (masters and youth) are entitled to use club equipment (subject to club regulations), to store privately owned boats for a fee in club facilities (subject to availability), to attend regular club meetings, to participate in the business of the club, to attend club social activities, to compete in any regattas as part of the CCRC, and to receive club correspondence.
- Members are obligated to use club equipment and facilities in accordance with club rules and good rowing practices. Members are responsible for damage to any club facilities and equipment beyond reasonable wear and tear and may be required by the Board of Directors (BOD) to reimburse CCRC for damages to any club equipment or facilities.
- Members are obligated to contribute volunteer hours to support the CCRC. The number of volunteer hours will be determined each year by the Board of Directors.
- Members shall be assessed a fee (determined annually by the BOD) if they are unwilling or unable to volunteer.

Section 6: Member Resignation, Suspension or Termination

- A member who wishes to resign from CCRC may do so in writing, submitting any CCRC property to the Membership Committee. All resigning members must honor any outstanding financial obligations to CCRC.
- A member shall be suspended if there is continued indebtedness beyond 3 months, unless the Board of Directors waives such suspension. In the event of continued indebtedness beyond 6 months, a member shall be dropped from the membership roll, notified, and invoiced for the indebtedness. Failure to retire the indebtedness within a reasonable time may result in the BOD taking further action as allowed under Florida law.

- Grounds for expulsion include willful failure to abide by the Articles of Incorporation, these Bylaws, resolutions of the Board, policies, procedures, rules, Safety Manual, protocols, or Code of Conduct showing a disregard for the safety of members, or interest of property of CCRC.
- Notice in writing signed by a majority of the Board of Directors must be given to a member charged with expulsion, and reasonable opportunity to be heard by such member must be given.
- The Board of Directors shall have the authority to suspend for 1 month any member who willfully or negligently violates the operating rules of CCRC or who acts in a manner harmful to the property or safety of CCRC or its members.
- Former members who have resigned or have been expelled and who wish to rejoin must apply in the manner specified in Article II, Section 3 above.
- The right or interest of any member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution, or liquidation of the Corporation.

ARTICLE III – MEETINGS AND ELECTIONS

Section 1: Annual Meeting

- The Annual Meeting of Members of the Corporation shall be held in the final quarter of the calendar year (October, November or December) each year at a date, time and place fixed by the Board of Directors. The quorum required to be present to conduct the Annual Meeting of Members of the Corporation shall be 50 percent. This quorum is required to facilitate the election of Directors for the following year. Members will be deemed present to achieve the quorum if they participate through a means by which all members can hear one another's remarks, comments and motions. Proxy voting will be permitted to conduct the business of the Annual Meeting.
- Annual meeting business shall include the following:
 - The annual report from the Board of Directors
 - Findings of the annual financial review or audit (if conducted)
 - Election of Directors
 - Other business as recommended by the Board of Directors
 - Other business as requested by the Membership.
- Membership shall be notified of the Annual Meeting at least 10 days prior to the Annual Meeting. Notification shall be by U.S. mail, email, or newsletter to each member of record.
- Notice for an Annual Meeting shall state the place, day, and time of the meeting, a copy of the election ballot, and that the meeting is being called to present the annual report of the organization, for the election of Directors, and for the transaction of such other business as may properly come before the meeting.
- Proxy voting will be available via casting of electronic ballots distributed prior to the Annual Meeting. By submitting a completed electronic ballot, Regular Members are authorizing the Board of Directors to cast their specified vote(s) at

the Annual Meeting. Proxy votes will be counted towards the required quorum for conducting business at the Annual Meeting.

Section 2: Board of Directors Meeting

- An organizational meeting of the Board of Directors shall be held within 14 days following each Annual Meeting. The Directors are tasked with electing officers (President, Vice President, Treasurer, and Secretary) from amongst the Board members to serve for the year. The term of the Officers shall be the same as the Board of Directors.
- Other board meetings shall be held at such time and place as shall be fixed by the Board of Directors. Board members will be notified, at least one week in advance, by mail, e-mail, newsletter, telephone or club calendar, of the time and place of the meeting. Board meetings shall be open to all members.
- In order to conduct the business of CCRC, a quorum of the Directors must be present (either in person or by a means wherein all Directors can hear the business of the meeting). For purposes of the Board of Directors, the quorum shall be that number of Directors greater than 50% but never less than 5 Directors.

Section 3: Special Meetings of the Membership

- Special Meetings of the Membership can be called by the Board of Directors or by written request of five or more members of record delivered to the Board of Directors. Notices of the Special Meetings of the Membership shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted.
- The quorum required to be present to conduct business at a Special Meeting of the Membership shall be 50 percent. Members will be deemed present to achieve the quorum if they participate through a means by which all members can hear one another's remarks, comments and motions. Proxy voting will be permitted if necessary to conduct the business of Special Meetings.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1: Election of Directors and Officers

- The CCRC Board of Directors shall be comprised of eligible Regular Members in good standing elected by the voting membership at the Annual Meeting. The Board shall number no less than 6, and no more than 9 Directors. The Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer, plus a minimum of two (2) other qualified Regular Members of the corporation and may have up to three additional appointed positions of persons not Regular Members of the corporation. These appointed persons are voted on by the elected officers but may be recommended by the general membership. The purpose of these appointed positions is to allow individuals with needed expertise not directly associated with the corporation to help guide general business activities.

- All Regular Members of CCRC in good standing that can attend regular meetings of the Board and contribute time to fulfilling the Board duties, are qualified to stand for election to the Board of Directors.
- Directors will be elected from the active Regular membership and will serve two (2) year terms.
- Directors shall be elected by active Regular Members eligible to vote. Election results shall be announced at the Annual meeting, and the new term will commence at the beginning of the following fiscal year (January 1).

Section 2: Responsibilities

- The management and government of the affairs of CCRC shall be vested in the Board of Directors. The President, Vice President, Secretary, Treasurer, and up to five additional Directors shall constitute this Board. Each Regular Member of the Board shall have one vote. The Board by majority vote may add such non-voting members as it may determine necessary.
- The Board of Directors is responsible for attesting the election ballot, prior to its issuance, to ensure that nominees are Regular Members of good standing. The BOD will examine the membership roster to determine members entitled to vote at least 14 days prior to the Annual Meeting.
- The President shall be the chief executive officer of the corporation, shall have the responsibility for the general management of the affairs of the corporation, shall preside at all meetings of the Board of Directors and of the corporation, shall carry out the resolutions and orders of the Board of Directors, shall appoint, and shall serve as an ex-officio member of all committees.
- During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such duties as may be prescribed by the Board of Directors.
- The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of Annual and Special Members meetings. He/she shall certify and keep the original, or a copy, of these Bylaws as amended. He/she shall have custody of the seal of the corporation and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the corporation which shall have been authorized by the Board of Directors and shall have charge of all books and records of the corporation. The Secretary shall have charge of correspondence to and from the corporation, shall maintain a current record of active and inactive membership, shall apprise the President of unfinished business to keep the agenda of the meetings of the Board of Directors and the meetings of the members current, and shall perform all duties incidental to the Office of the Secretary of the corporation. The Secretary shall cause all such records to be kept on file with the Board of Directors sanctioned record retention system and made available on request.
- The Treasurer shall have the care and custody of all funds and securities of the corporation and shall deposit said funds in the name of the corporation in such financial accounts as determined by the Board of Directors. The Treasurer shall invoice and track members for payment of dues and for event/program registration; shall sign and execute all contracts in the name of the corporation

when duly authorized by the Board of Directors; he/she may also sign checks, drafts, notes and orders for the payment of money, all payments shall have been duly authorized by the Board of Directors; he/she will develop a budget for the next fiscal year; he/she shall file necessary and timely documents with the State of Florida and the Internal Revenue Service to maintain the club's corporation and nonprofit status. The scope and person(s) to conduct any audits shall be determined by the Board of Directors. The Board of Directors shall have the authority to require the Treasurer to be bonded if they deem it in the best interest of the Corporation.

Section 3: Vacancies

- Vacancies on the BOD may exist on the death, resignation, or removal of any Director, and/or whenever the number of authorized Directors is increased.
- A director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors.
- The President may appoint Regular Members of good standing to fill Officer or Director vacancies.

Section 4: Compensation

- Directors shall serve without compensation other than reasonable expense reimbursement relating to the operation of the Corporation.

Section 5: Liability and Indemnification

- Directors and Officers shall not be personally liable for debts, liabilities, or other obligations of the corporation.
- Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State.

ARTICLE V – COMMITTEES

Section 1: Structure

Each committee will be chaired by a Board member and will be made up of other directors or regular members. Standing committees will review any club business and make recommendations and/or propose motions for BOD meetings. All Old and New Business items on the BOD agenda will be owned by the respective committee. Committees will be under the oversight of the Board but will also be responsible for communicating their needs to other committees.

Section 2: Standing Committees

The Board shall determine whether Standing Committees are to be formed and the membership, role, and responsibilities of such Standing Committees. Each Standing Committee will have at least one BOD representative and will be appointed by the BOD.

Section 3: Ad hoc Committees

Ad hoc committees will be given a well-defined set of tasks to accomplish specific goals and will be dissolved at the completion of these goals. Each ad hoc committee will have at least one BOD representative and will be appointed by the BOD. Examples include: Bylaws, Annual Dinner, and Nominating.

- The Nominating Committee is appointed by the President at least 2 months prior to the Annual Meeting and is comprised of 2 Directors and 1 member not of the Board.
 - Responsibilities are to recruit and nominate member candidates to run for expiring terms, to obtain a signed “consent to serve” form from each person accepting a nomination; to render a preliminary ballot to the Board at least two weeks before the Annual Meeting.

ARTICLE VI - DUES AND ASSESSMENTS

Section 1: Dues

- The Board of Directors shall establish fees to be paid by members. Fees may include, without limitation, initiation fees, annual membership dues, program fees, maintenance charges, boat storage fees and assessments. A listing of fees applicable to members shall be published by the Board of Directors and available to members and potential members. An initiation fee shall be levied only once during an individual’s lifetime.
- Any member who fails to make payment toward his or her initiation fees, annual membership dues, applicable program fees, maintenance charges, boat storage fees or assessments within ninety (90) days after such payments are due will be considered to have resigned, and his or her membership will be terminated.

ARTICLE VII – AMENDING BYLAWS and CLUB POLICIES

Section 1: Change in Bylaws

- APPROVAL: Amendments of the Cape Coral Rowing Club Bylaws may only be made with the approval of two-thirds of the Board and the approval of a majority of those members voting.

Section 2: Procedure

- The Board of Directors must approve the final written form of any amendment by a two-thirds majority. After such Board approval, the Board shall hold an election recommending that the membership approve the amendment. Voting may be conducted by written vote or email. A majority of those members voting is required for approval. The President shall notify the membership of the results of the voting and, if the requisite approval is given, shall implement such changes as are required in accordance with the amendment.

Section 3: Club Policies

- The Corporation may develop, adopt and maintain Policies, Procedures, Rules or Manuals to further clarify dictates of the Bylaws deemed helpful with the day-to-day management of the Corporation, and implementation of its programs and objectives.

ARTICLE VIII - CORPORATE RECORDS

Section 1: Record Retention

- The President will provide for certain records and their retention.
- The Treasurer will provide for the following electronic and hard copy record retention:
 - Reports for all accounts will be kept for 4 years.
 - Any electronic records maintained by the Treasurer will be backed-up on electronic media or equivalent at least quarterly.
 - Savings instruments will be kept for as long as they are current.
 - State registration/certificates will be kept as long as they are currently in force
 - Electronic checkbook registers and bank statements will be kept for at least 4 years electronically. If technology warrants, electronic copies can be discarded except for the 4 years stipulated above.
 - Federal and State tax submissions will be kept for 4 years.
 - All membership and financial records will be disposed of in a confidential manner.
 - The Secretary will provide for the following electronic and hard copy record retention:
 - Incorporation Papers and related documents are to be kept in perpetuity.
 - Any electronic records maintained by the Secretary will be backed-up at least quarterly.
 - The meeting agenda and minutes (both Board and Membership) will be kept for 2 years.
 - The Board's annual report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meetings of Members.
 - The Membership List will be kept current. The most previous list will also be kept.
 - Correspondence will be filed and maintained on a case-by-case basis depending on the subject and its importance to operations.
 - All membership and financial documents will be disposed of in a confidential manner.

ARTICLE IX – ADMINISTRATION

Section 1: Fiscal Year

The fiscal year is January 1 to December 31.

Section 2: Rules of Order

The Board of Directors may choose a parliamentary guide to govern business at all meetings of the Corporation except as may otherwise be provided for in the By-laws and Policy of the Corporation.

Section 3: Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt under the provisions of section 501(c)3 and 170(c)2 of the Internal Revenue Code.

Original Bylaws: 5/12/2007

John H. Bell; Jerry Allway; Alis D. Jordan; Ralph L. Jordan; Jim Heneghan; Luke Wademan

Amended: 10/15/2009

Amended: 3/19/2017

Amended: 08/25/2023