

AMENDED AND RESTATED BYLAWS OF
WALTER JOHNSON CREW CLUB INC

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Walter Johnson Crew Club Inc. (the “Club”).

Section 2: Walter Johnson Crew Club Inc. is organized exclusively for charitable, scientific and educational purposes.

The purpose of this corporation is:

- to promote sportsmanship, cooperation and physical development through a rowing program that competes under the Walter Johnson High School (WJHS) name.
- to promote the sport of rowing in the Washington DC metro region
- to foster and sustain the appreciation and stewardship of our rowing water resources and to specifically advocate for the protection of the environmental and recreational integrity of the region’s water resources so that succeeding generations of rowers may be able to continue to safely experience the exhilaration and joy of rowing.
- to provide opportunities to engage in educational and service projects
- to seek charitable contributions from public and private sources to carry out these purposes, support the Club, and the community

ARTICLE II - MEMBERSHIP

Section 1: Membership in the Club shall consist of the Active Athletes (as hereinafter defined) of the Club and their parent(s) or legal guardian(s) (the collective families are the “Athlete Members” and each family is an “Athlete Member”) and the head Club coach who is acting as a representative on behalf of all of the coaches (the “Coach Member”, and together with the Athlete Members and Athlete Member, the “Members” and each a “Member” respectively).

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board of Directors’ Role, Size, and Compensation. The Board

of Directors (the “Board”) is responsible for overall policy and direction of the Club and shall delegate responsibility for day-to-day operations to the Chairman and committees, including but not limited to the athlete dues. The Board shall have up to thirteen and not fewer than five members (“Board Members”). The Board shall only be comprised of the Coach Member and Athlete Members, none of which shall receive any compensation for their Board position or related activities other than reimbursement for reasonable expenses. Without limiting the foregoing, the Board shall have the power and authority customarily held by corporate boards and conferred by applicable law.

Section 2: Meetings. The Board shall meet at least monthly at an agreed upon time and place designated by the Chairman.

Section 3: Board Elections. Election of a new Board will occur as the first item of business at the annual meeting of the Club. The current Chairman shall put forward a slate of candidates (“Candidates”) for the coming year, provided that the Candidate is eligible for membership. A Candidate is eligible if the Candidate’s son or daughter is an Active Athlete. An “Active Athlete” or the “Active Athletes” is/are an athletic competitor(s) on the Club team who has/have paid his/her dues in full or made other arrangements to pay his/her dues that have been approved by the Chairman and Treasurer, who has/have not been removed from the Club team by the Coach Member (as confirmed by the Board Vote (as defined below), and who will be an Athlete Member during the following Board Term. For example, if a family had an Active Athlete in the spring, but not in the fall, the Athlete is still considered an Active Athlete if he/or she plans to continue on the team in the following winter or spring. All current Board Members shall be permitted to continue his or her service as a Board Member, subject to the provisions in Article III, Section 9. Board Members will be elected as a slate by a simple majority vote of the current Board Members present at the annual meeting. The annual meeting shall be held within one calendar month of the end of WJHS school year, unless the Board agrees to a different date for that year. The Coach Member and any other Member that does not have an Active Athlete shall not be an Eligible Voting Member.

Section 4: Terms. The term for each Board Member shall run from the time the Board Member is elected through the first Board meeting the following June in each year, but in no event longer than one-year period (the “Board Term”).

Section 5: Quorum. A simple majority of the Board Members must be present to constitute a quorum and before business can be transacted or motions made or passed. Those Eligible Voting Members present at the annual

meeting of the Club shall constitute a quorum for purposes of voting on new Board Members.

Section 6: Notice. While a standard Board meeting requires that each Board Member have written notice two-weeks in advance, special meetings may be called by a majority of the Board Members with twenty-four (24) hours notice.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chairman, Vice Chairman, Secretary and Treasurer (the "Officers"). Their duties are as follows:

- The Chairman shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chairman, Secretary and Treasurer.
- The Vice-Chairman will chair committees on special subjects as designated by the board. Where possible, the Vice-Chairman shall also be the designated replacement when the Chairman steps down or is removed from office.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to Board members, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public where appropriate.

Section 8: Vacancies. If a Board Member position becomes available during the Board Term, a new Board member shall be elected by a three-fourths majority of current Board Members. Nominations for such new members shall be made by any Member to the Secretary at least two-weeks in advance of the next Board meeting. These nominations shall be sent out to all Members prior to the next Board meeting when the Board will vote on the new Board member. Each interim Board Member shall serve in accordance with Art. III, Section 4 above.

Section 9: Resignation, Termination and Absences. Resignation from

the Board must be in writing and received by the Secretary. A Board Member shall be dropped from the Board if s/he has three or more unexcused absences from Board meetings during the Board Term. A Board Member may be removed without cause and for any other reason by the Board Vote. Any Board Member who does not have an Active Athlete must resign his/her position as a Board Member immediately. A Board Member may participate in and vote at any meeting of the Board (or any committee of the Board) in person or by electronic or telephonic conferencing, provided that all Board Members can contemporaneously communicate with each other.

ARTICLE IV - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, etc. The Chairman or his or her designated Board Member shall appoint all committee chairpersons.

Section 2: The four Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE V - FINANCES

Section 1: The Treasurer is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board Members. The Board must approve the budget by three quarters vote of the Board Members, and all expenditures must be within the budget and approved of by the Chairman. Any change in the budget that deviates by more than the Expense Threshold must be approved by the Board Vote. The term "Expense Threshold" is an amount set by the Board Vote on an annual basis prior to the start of the fall season. The term "Board Vote" is a simple majority if there are five or less Board members, or two-third vote if there are six or more Board members. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization shall be made available to the membership, Board Members and the public as necessary.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-

thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.