

# **Broad Run Crew, Inc. By-Laws**

Version 3

June 19, 2019

Broad Run Crew  
21670 Ashburn Road  
Ashburn, VA 20148

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## **1 Article I PURPOSE**

The Broad Run Crew Inc. organization shall hereinafter be known Broad Run Crew (BRCrew, BRC).

The purpose of BRCrew is to promote and develop amateur rowing to students in Broad Run High School in Ashburn, VA and in Loudoun County, VA.

BRCrew is to provide students from Broad Run High School the opportunity to learn and compete in the sport of amateur rowing in a health, developmental and competitive environment that instills the ideals of sportsmanship, leadership, and cognitive development.

BRCrew is to support students from Loudoun County the opportunity to learn and compete in the support of amateur rowing.

BRCrew strives to instill in each athlete a love of rowing, the principles of fair play and sportsmanship, and the development of personal and time management skills. BRCrew intends to exemplify the principles and philosophies of US Rowing, the national governing body for the sport of rowing in the United States. With USRowing trained coaches BRCrew aims to develop some of the finest youth rowing members in the state of Virginia while providing a safe and fun environment for athletes of high school age.

## **2 Articles II MEMBERSHIP**

### **2.1 SECTION 1. Eligibility**

Any student from the Broad Run High School who is of sound mental and physical health, in good academic standing, and who seek active participation in the sport of rowing is eligible for membership. Adult membership is restricted to club officials, coaching staff, off-water volunteers and the custodial parent(s) and volunteer(s) of the athletes. Members must remain in good standing with the Loudoun County Public Schools (LCPS), USRowing, Virginia Scholastic Rowing Association (VASRA), BRCrew, and facilities where practices and regattas occur.

A student must maintain academic eligibility as set by LCPS and BRCrew. Any member who fails to maintain the required level of academic performance shall be suspended from participating, playing and /or practicing with the club until they meet the requirements.

### **2.2 SECTION 2. Size of Membership**

The size of the membership is at the discretion of the Head Coach and the Board of Directors.

### **2.3 SECTION 3. Loss of Membership**

Members shall become liable for payment of dues and fees as determined by Club Officers. Members may be suspended or dropped from the BRCrew for failure to abide by Loudoun County Public School rules, USRowing and VASRA rules, or the BRCrew by-laws. Complete guidelines on disciplinary proceedings are outlined in Article VI.

### **2.4 SECTION 4. Membership Privileges**

Athletes who pay membership dues and fees assessed by the Club may participate in the appropriate BRCrew activities. For example, regattas are for those members participating on the racing crew only. Custodial parent(s) or guardian(s) of athletes may attend meetings, participate in discussions, serve on committees, if appointed; or serve as an officer, if elected; and vote at general membership meetings as provided in.

### **2.5 SECTION 5. Attendance**

The sport of rowing is team-orientated and as such requires regular attendance and full commitment. Team play and skill development are emphasized. Regular attendance is required to be eligible to participate in regattas.

### **2.6 SECTION 6. Team Selection**

BRCrew's objective is to provide as many members as possible the best opportunity to learn and develop their rowing skills in a fun, safe, and competitive atmosphere. As a result, the number of athletes selected for a team will be guided by a desire to balance maximum participation opportunity, skills match, and safety considerations. The crew and boat selections are at the sole discretion of the coaches. Members of the Club whose ability and/or size prevent them from placement on a team may still participate at practices and work on developing rowing skills with the Club.

### **2.7 SECTION 7. Membership Categories**

#### **2.7.1 SECTION 7a. Rowing Members**

Rowing membership will be provided to Broad Run High School students who seek to acquire rowing skills either as developmental or competitive oarsmen/oarswomen/coxswains. Competitive rowers are those selected for participation in scheduled regatta races as outlined in Article II, Section 6.

#### **2.7.2 SECTION 7b. Non-Rowing Members**

Non-Rowing membership is available at no cost to any Broad Run High School student who has an interest in Crew. Such members can assist in fundraising activities, booster activities, and any other off-water club activities, including discussion sessions on rowing skills and

strategies.

### **3 Article III REGISTRATION AND FEES**

#### **3.1 SECTION 1. Registration**

Club registration for the spring season will open at the start of Winter Conditioning. Appropriate notification will be provided to current members and other Broad Run High School students. Registration forms must be completed and registration fees paid at this time. Late registration applications, up to a deadline of VHSL official start of the spring season, will be considered by the Club Officers on a case by case basis. All efforts will be made to accept such registrations consistent with space availability for the number of crews to be fielded.

#### **3.2 SECTION 2. Fees**

Club fees will reflect the actual costs necessary to sustain the Club. Dues and other fees (i.e., registration and/or insurance) necessary for the administration of the BRCrew programs shall be established by the Club Officers on an annual basis prior to the start of each season with changes as they become necessary. Every effort will be made to keep the cost as low as possible while still providing a quality program. Among the methods of controlling costs are:

1. establishing an active sponsorship program to provide funds to pay for all team uniforms and practice facilities, and
2. obligating each member to raise specified amounts through fund-raising activities.

Refunds will not be considered unless:

1. the request is received prior to the start of the spring season of the current school year, or the basis of the request is due to
2. an extended illness that prevents further participation,
3. a required move out of the Broad Run High School area, or
4. other family emergency to be assessed on a case by case basis by Club Officers.

All requests must be made in writing. Only the basic program fees are refundable. Rower uniform fees are not refundable. A ten percent (10%) administrative fee may be deducted from any refund amount. Loss of rower eligibility to represent the Club (academic and/or disciplinary) does not warrant a refund by the Club.

#### **3.3 SECTION 3. Scholarship**

There may be a Coach's scholarship if funds are available to be applied toward crew dues.

### **4 Article IV SAFETY**

#### **4.1 SECTION 1. Water Safety**

US Rowing requires under the USRowing Safety guidelines that all rowers pass a swim test. Rowers should be able to complete a 100 meter swim, tread water for five (5) minutes, and may put on a life jacket while in the water. Coaches will maintain and instill a safety-first attitude with regard to student participation in all Club activities. Safety launches will be readily available for all water activities. The coaches' decisions are final regarding safety issues both on and off the water.

#### **4.2 SECTION 2. Registration Forms**

Rowing members will be required to complete the following health and safety forms as part of the registration process for Club membership including, but not limited to:

1. VHSL Sport Physical (paper form due to BRHS/LCPS)
2. Student Athlete Concussion Guidelines (due online to BRHS/LCPS)
3. Parental Consent and Student Agreement (due online to BRHS/LCPS)
4. Training Rules and Regulations (due online to BRHS/LCPS)
5. Emergency Card (due online to BRHS/LCPS)
6. Electrical Modalities Protocol (due online to BRHS/LCPS)
7. Supplemental Oxygen Protocol (due online to BRHS/LCPS)
8. US Rowing Liability Waiver (due online to US Rowing)
9. Release and Waiver Agreement for BRHS practice facility (paper form due to BRCrew)

#### **4.3 SECTION 3. Liability Insurance**

The Club must obtain catastrophic insurance (general liability) for members annually.

### **5 Article V CODE OF CONDUCT**

#### **5.1 SECTION 1. Sportsmanship Rule**

Athletes, Coaches, Parents, and Spectators are required to conduct their relations with other teams, their own team, and other Club members in a spirit of good sportsmanship. Anyone who becomes a member of the BRCrew agrees to read and abide by the BRCrew Code of Conduct.

#### **5.2 SECTION 2. Athletes Code of Conduct**

1. Work hard to improve your skills.
2. Be a team athlete. Get along with your teammates.
3. Be on time for practices, meetings and regattas.
4. Learn the rules and play by them. Always be a good sport.
5. Respect your coach, your teammates, your parents, opponents, and officials.
6. Never argue with an official's decision.
7. Approach your Coach for any issues or concerns.

### **5.3 SECTION 3. Coaches Code of Conduct**

1. Winning is a consideration, but not the only one, nor the most important one. Care more about the child than winning the race.
2. Be a positive role model to your rowers, display emotional maturity and be alert to the physical safety of the rowers.
3. Be generous with your praise when it is deserved; be consistent, honest, fair and just; do not criticize rowers publicly; be an effective communicator; do not yell at athletes.
4. Adjust to the personal problems and needs of the rowers; be a good listener; never verbally or physically abuse an athlete or official; give all rowers the opportunity to improve their skills, gain confidence and develop self-esteem.
5. Organize practices that are fun and challenging for your rowers. Familiarize yourself with the rules, techniques, and strategies of rowing; encourage all of your rowers to be team athletes.
6. Maintain an open line of communication with your athletes and parents. Explain the goals and objectives of the team.
7. Be concerned with the overall development of your rowers. It is more important to be a good citizen than a great rower. Stress good health habits and clean living.
8. Promote the premise and goals of BRCrew.

### **5.4 SECTION 4. Administrator's Code of Conduct**

1. Follow the rules and regulations of the LCPS, USRowing, VASRA, BRCrew and any associated organizations to ensure that their philosophy objectives are enhanced.
2. Support programs that train and educate athletes, coaches, parents, officials, and volunteers.
3. Promote and publicize our programs; seek financial support when possible.
4. Communicate with parents by holding parent/athlete orientation meetings as well as by being available to answer questions and address problems throughout the season.
5. Work to provide programs that encompass fairness to the participant and promote fair play and sportsmanship.
6. Recruit volunteers, including coaches, who demonstrate quality role models to the youth sport in this area.
7. Encourage coaches and officials to attend US Rowing clinics and education opportunities; support the necessity of that training to maintain Club growth.
8. Read and be familiar with the contents of the US Rowing Guide and Rule books.
9. Develop other administrators to advance to positions within BRCrew.

### **5.5 SECTION 5. Parent's Code of Conduct**

1. Don't force your children to participate in sports, but support their desire to play their chosen sport.
2. Encourage your child to play by the rules.
3. Don't embarrass your child by yelling at athletes, coaches, or officials.
4. Show a positive attitude towards the races and all of their participants.
5. Emphasize skill development and practice.



6. Know the rules of rowing and support event officials; you will be helping development and support of the sport.
7. Recognize the importance and impact of the coaches.
8. Respect the privacy of the practice and regatta areas for athletes and coaches.
9. Approach the President or Vice President for issues not addressable by the Athlete and Coach. Athlete and Coach is the primary method of resolving issues.

## **5.6 SECTION 6. Spectator's Code of Conduct**

1. Display good sportsmanship.
2. Do not taunt or disturb other fans; enjoy the races together.
3. Help provide a safe and fun environment by being a respectful spectator.
4. Support the referees and coaches.
5. Be responsible for your own safety.
6. Respect locker rooms and the private areas for athletes, coaches, and officials.

## **6 Article VI DISCIPLINARY PROCEEDINGS**

### **6.1 SECTION 1. Conduct**

The conduct of athlete members will be largely governed by the current official rules of athletes as published by LCPS, USRowing, and VASRA or as modified by the rules of any league or associate in which the BRCrew participates. Any athlete or adult member whose conduct is prejudicial to, or tends to injure the good names of LCPS or the BRCrew, disturb its well-being, hamper its function, or otherwise elicit discredit on LCPS or BRCrew may be brought before the Conduct Board.

### **6.2 SECTION 2. Misconduct**

Any oarsman/oarswoman, athlete, non-athlete, coach, parent or spectator who is alleged to be in violation of the Sportsmanship Rule of the Code of Conduct may be investigated by the Conduct Board. The Conduct Board, upon its investigation of alleged violations of the Sportsmanship Rule or the Code of Conduct, will have the authority to take action against the individual(s) involved as described by policy established by Club Officers. Suspension, for any reason, does not entitle a member to a refund of club dues, however Club Officers may approve exceptions.

### **6.3 SECTION 3. Conduct Boar**

#### **6.3.1 SECTION 3a. Authority and Organization**

The Conduct Board is convened under the authority of USRowing and BRCrew. The Conduct Board is not a legal proceeding. It is an administrative process whose sole purpose is to enforce the good citizenship goals of LCPS, USRowing, VASRA, and the BRCrew goals for safety and development of athletes.

### **6.3.2 SECTION 3b. Composition and Selection**

The BRCrew Officers nominate and approve the members of the Conduct Board. The Conduct Board will normally be chaired by the BRCrew President and composed of three (3) to five (5) members or non-members of BRCrew. During the nominating process, the BRCrew President must ensure that all Conduct Board members are not personally involved in the action under review to prevent undue influence and ensure fairness and impartiality. If necessary, BRCrew officers may nominate and select any Club member in good standing to be a member of the Conduct Board to meet these objectives.

### **6.3.3 SECTION 3c. Incident Report**

The incident report is the official means of communication to the Club Officers of any incidents (on or off water) by a rower, coach, parent, family member, regatta official, or other party that may require further action of consideration by the BRCrew Conduct Board.

### **6.3.4 SECTION 3d. Procedures and Determination**

When an incident is brought to the attention of the BRCrew Officers through the filing of an incident report or other means, a Conduct Board will be convened within thirty (30) calendar days of the incident. Every effort will be made to convene a Conduct Board as soon as possible after the incident. The Conduct Board will review all pertinent written statements and may request additional information be presented by individuals who are knowledgeable of the incident. It is preferred that the involved individuals are present; however, it is not mandatory, if sufficient information is available to make a knowledgeable determination. The Conduct Board will determine:

- a. The full spectrum of events and actions associated with the incident in question.
- b. If warranted, the disciplinary actions or sanctions to be imposed against the individual(s) involved in the incident.
- c. Any procedural recommendations which can be used to mitigate future potential or similar incidents.
- d. Lessons learned which are to be communicated to the coaching staff and team members.

### **6.3.5 SECTION 3e. Disciplinary Actions**

A wide range of disciplinary actions or sanctions are available to the Conduct Board. These include, but are not limited to, verbal reprimands, written reprimands, race suspensions, season suspensions, and (in extreme cases) disbarment from BRCrew. They should be fairly and consistently applied based upon the severity of the incident. Conduct Board determinations will be communicated to the offending individual(s) within twenty-four (24) hours by a member of the Conduct Board through verbal means. A written determination will also be sent within five (5) calendar days. If a BRCrew athlete is involved in an incident, the Head Coach will advise the athletes and the athletes' parents of the Conduct Board determination. In addition, the Conduct

Board will send, within five (5) calendar days, written notification to the offending athletes and parents. In some cases, the Conduct Board may request a follow-up meeting with the offending individuals and personally advise them of the basis of the Conduct Board determination. If the incident involves an athlete outside of the BRCrew, written and verbal communication will be provided to the offender's organization recommending actions to be taken by that organization. If the incident involves sanctions imposed under USRowing, proper organization officials will be verbally advised and provided with a complete summary of the Conduct Board minutes. Students are expected to follow Loudoun County Public Schools code of conduct and appropriate behavior. Disciplinary actions or sanctions are effective as of the date prescribed in the Conduct Board minutes.

### **6.3.6 SECTION 3f. Meeting Minutes**

Minutes will be taken at each Conduct Board and approved by those Conduct Board members in attendance. At a minimum, the minutes should include the data, members present, others present, and a summary of the determinations as identified above. If requested by an individual involved in the Conduct Board determination, the Conduct Board minutes must be made available for their determination.

### **6.3.7 SECTION 3g. Appeals Process**

Following the determination by the Conduct Board, the affected individual(s) may request an appeal of the imposed disciplinary actions/sanctions to the BRCrew standing officers. The individual must notify BRCrew in writing that he/she requests an appeal. The BRCrew Officers are required to honor that request within thirty (30) calendar days of the appeal request receipt. During the appeal process, all previously imposed disciplinary actions or sanctions shall remain in effect. Individual(s) requesting an appeal will be offered an opportunity to present his/her version of the incident to BRCrew Officers for their determination. Other individuals knowledgeable of the incident may also be requested by BRCrew Officers to attend the appeal in order to provide additional information. BRCrew Officers have the latitude to uphold or alter the Conduct Board's assigned actions/sanctions as they find appropriate for the incident. Administrative determination by the BRCrew Officers is final and cannot be further appealed unless it falls under USRowing Appeals Procedures.

## **7 Article VII OFFICERS**

### **7.1 SECTION 1. Composition, Term, and Compensation**

BRCrew Officers shall include a President, Vice President, 2<sup>nd</sup> Vice President (optional), Treasurer, Secretary, 2<sup>nd</sup> Secretary (optional), VASRA Representative (optional), and BRHS Administrator/Designee (optional). BRCrew shall have a minimum of three (3) and a maximum of nine (9) standing officers. No officer may hold more than one office at one time. The officers shall hold a term of one (1) year or until his or her successor is elected or assigned. Officers do not need to be affiliated in any way with any BRCrew member.

No compensation shall be paid to standing officers, as such, for their service, except for the Head Coaches.

## **7.2 SECTION 2. Purpose of Club Officers**

Club Officers shall meet at the call of the President for the purpose of conducting regular business of BRCrew, for insuring that the purposes of the organization are carried out, for setting policies and operational guidelines, and for handling investigations that may be brought before it through the proceedings of the Conduct Board as outlined in Article VI, Section 3. BRCrew Officers meeting in concert are empowered to suspend or expel members for failure to pay dues or fees or for disciplinary reasons when charges are formally brought and investigated through the Control Board. Should a BRCrew Officer be the subject of the investigation or a material witness, such member shall be disqualified from acting on the Conduct Board for that case.

## **7.3 SECTION 3. Conflict of Interest Policy**

### **7.3.1 SECTION 3a. Policy**

No member of BRCrew Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with BRCrew. This shall also include the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual shall disclose to the Board President any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter.

In addition, any member of BRCrew's Board of Directors shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during the term of their affiliation.

Any new member of the Board of Directors shall be given this policy at the time of their election on to the Board of Directors and the policy will be reviewed annually by the board at a regularly scheduled meeting.

## **7.4 SECTION 4. Duties and Responsibilities**

### **7.4.1 SECTION 4a. President**

The President shall be the chief executive officer of the Club

1. presiding officer over formal meetings & provides meeting agenda with Secretary
2. conduct the regular business of the BRCrew in accordance with the BRCrew by-laws and other official operational guidelines (LCPS, USRowing, VASRA)

3. negotiating and securing water access and facilities for the Club
4. recruit and recommend for approval of the Board of Directors and the Head Coach
5. make an annual report to the voting members
6. serve as representative for Northern Virginia Parks and Rec/Loudoun Water/Beaver Dam

#### **7.4.2 SECTION 4b. Vice President of Administration and Communication**

The duties of the Vice President of Administration and Communication include

1. serving as the presiding Club Officer over the BRCrew meetings in the absence of the President,
2. presiding over the Conduct Board at the request of the President,
3. coordinating with other Club Officers the upcoming issues at the request of the President
4. oversee administration committee (legal, insurance, social media/communication/webmaster, spirit wear).

#### **7.4.3 SECTION 4c. Vice President of Operations or Equipment**

The duties of the Vice President of Operations (or Vice President of Equipment) include

1. serving as the presiding Club Officer over the BRCrew meeting in the absence of the Vice President of Administration and Communication,
2. oversee the hospitality Committee and membership committee (registration),
3. assist the Head Coach and Assistant Coach (es) and equipment committee,
4. coordinate and maintain liaison with the BRCrew athletes, coaches and parents and shall manage all special events of the Club.

#### **7.4.4 SECTION 4d. Treasurer**

The duties of the Treasurer are

1. to be responsible for the custody of all BRCrew funds and financial records,
2. to receive, account for, and disburse BRCrew funds through the authority of the Club Officers,
3. to prepare financial statements, maintain and reconcile BRCrew bank statements,
4. preparation of annual budgets and financial reports,
5. to submit a written financial report for membership meetings, estimated and actuals,
6. to provide financial information to tax preparer as local, state, and federal law requires, and
7. to serve as presiding officer over the BRCrew meetings in the absence of the President and Vice President.

#### **7.4.5 SECTION 4e. Secretary**

The duties of the Secretary are

1. to keep a record of all proceedings of the organization (minutes) and make them available upon request from Club Officers,
2. to draft or assist in drafting of official documents, such as filings with the federal government, the state of Virginia, and other government bodies, and
3. to maintain files to include all committee reports,

4. to keep the organization's official membership roll,
5. to distribute notice of membership meetings, and
6. to maintain records of by-laws, minutes of meetings, non-profit status, organize and maintain membership sign-up (fall and spring) and other required documents
7. A second secretary may be added to the board but without a vote to assist with the workload.

#### **7.4.6 SECTION 4f. Virginia Scholastic Rowing Association Representative (VASRA)**

The duties of the VASRA Rep are

1. representing the team at all USRowing and VASRA meetings,
2. voting at all USRowing and VASRA meetings, and
3. serving as the BRCrew representative on VASRA's Local Organizing Committee (LOC),
4. working with Volunteer Coordinator to fulfill commitment to supply parent volunteers for VASRA races as required by membership.

#### **7.4.7 SECTION 4g. Broad Run High School Administrator/Appointee**

The Athletic Director is the Broad Run High School and LCPS Tier 3 sponsor of the BRCrew. A Broad Run High School Administrator/designee may be appointed by the administration at the request of the Broad Run Crew Board.

#### **7.4.8 SECTION 4h. Head Coach**

The duties of the Head Coach are

1. providing training to the members of BRCrew and instilling the BRCrew philosophy,
2. helping coaches develop season plans,
3. making recommendations to Club Officers on the approval or dismissal of coaches,
4. selecting assistant coaches, and
5. selecting and creating boat seat line-ups.

All coaches and assistants will be required to complete appropriate USRowing coaches programs. Coaches are responsible for obtaining the fullest possible rowing potential from their athletes, enforcing the USRowing rules or other regulations, particularly with regard to safety, reporting all serious incidents resulting in misconducts or higher penalties to BRCrew and league authorities who require such reports, and serving as a direct information source for Club Officers. The Head Coach must also be a model of control and patience in dealing with the athletes and parents. The Head Coach must at all times be in complete control of his team, the kind of control that stems from coaching discipline. There can be no wavering in the application of Club principles.

### **8 Article VIII ELECTIONS**

#### **8.1 SECTION 1. Nomination**

Not less than sixty (60) days prior to annual meeting of the BRCrew, the President shall appoint a committee to nominate adult members as candidates for BRCrew Officers. The membership of the BRCrew may also nominate candidates by submitting the names of members to the Secretary to be included on the ballot. Nominations from the floor may also be made. All candidates must be members in good standing.

## **8.2 SECTION 2. Voting**

Voting for the election of Club officers /directors shall be made by the membership. One vote per family. In the event of a tie-breaking situation, the President will have final decision.

## **8.3 SECTION 3. Succession**

In the absence of the President, Vice President(s), Treasurer, Secretary, and VASRA Rep the Head Coach shall take over leadership responsibilities for the teams. If an Officer is unable to serve in his/her elected capacity the President, with the approval of the Club Officers, shall appoint a successor to serve until the next general membership meeting when an election of new officers is held.

## **8.4 SECTION 4. Removal of Officers**

If an officer of the BRCrew fails to perform the duties assigned to him, his office may be declared vacant by an affirmative vote of Club Officers. The President shall appoint, with the approval of Club Officers, a successor until the next general membership meeting, when an election will be held.

## **8.5 SECTION 5. Resignation of Officers**

An elected Officer may submit his or her resignation in writing to the President. If any Officer ceases to be a member of the club, his or her office shall be considered vacant. The President shall appoint, with the approval of Club Officers, a successor until the next general membership meeting, when an election will be held.

# **9 Article IX BOARD OF DIRECTORS**

## **9.1 SECTION 1. Composition, Term, and Compensation**

Club Officers elected to the positions of shall serve as ex-officio members of the Board of Directors of the BRCrew corporate entity. The directors shall hold a term of one (1) year or until his or her successor is elected and qualified. No compensation shall be paid to directors, as such, for their service. An odd number of officers must be on the board.

1. President (required)
2. Vice President Administration/Communication (required)
3. Vice President of Operations or Equipment (optional)



4. Treasurer (required)
5. Secretary (required)
6. Co-Secretary (optional)
7. VASRA Representative (optional)
8. BRHS Administrator/Designee (optional)

## **9.2 SECTION 2. Fiduciary Responsibility**

The Board of Directors will have fiduciary responsibility over the budget, income and expenses. Approval on expenses:

- 1) \$1 - \$49.99 Treasurer approval
- 2) \$50 - \$499.99 Officer approval and coordination with Treasurer
- 3) \$500 - \$10,000 will require a Board majority vote.
- 4) \$10,000 and above will require a unanimous Board vote.

Receipts must be provided for reimbursement. Expense reports are not acceptable unless accompanied with receipt. No Board member has the authority to commit the booster club to any financial obligation outside of the budget, except upon prior approval and the vote of the full Board.

## **10 Article X MEETINGS**

### **10.1 SECTION 1. General Membership Meeting**

The general membership shall meet at the call of the President, following the end of the regular rowing season within thirty (30) days not later than July 31st for the purpose of electing officers/directors and conducting BRCrew business. If one-fifth (1/5) of the members petition, the President shall call a meeting within thirty (30) days of receipt of such petition. Voting is restricted to custodial parent or guardian, one vote per athlete member, coach and officer. One-tenth (1/10) of the voting membership shall constitute a quorum.

### **10.2 SECTION 2. Board Meetings**

The Board shall meet at the call of the President at least annually. The presence of a simple majority of Club Officers currently serving shall be required to constitute a quorum for the transaction of business.

- Board Members
- BRHS Administrator/Designee (optional)

### **10.3 SECTION 3. Committee Meetings**

Committees appointed by the President shall meet at the call of the designated committee chairperson. BRCrew committees may include, but need not be limited to:



- Administration Committee
- Communications Committee
- Hospitality Committee
- Membership Committee
- Fundraising Committee
- Equipment Committee

#### **10.4 SECTION 4. Special Meetings**

The President, or in the absence of the President, the Vice President, may call a special meeting of Club Officers at any time and shall do so upon the request of a majority of the serving officers.

#### **10.5 SECTION 5. Notice of Meetings**

Reasonable notice of each meeting/practice shall be given to each member of the Club. A minimum of ten (10) days' notice for regular club business meetings is recommended, but not required.

#### **10.6 SECTION 6. Order of Business**

The following order of business is included in these by-laws only as an aid to the presiding officer in the conduct of a meeting:

- Call to Order
- Old Business
- New Business
  - Secretary's Report
  - Treasurer's Report
  - Board Activity Report
  - Committee Reports
- Next Meeting Date and Time
- Adjournment

### **11 Article XI RECORDS**

#### **11.1 SECTION 1. Club Documents**

Copies of the organization papers of the BRCrew, its by-laws and any amendments there to, and the membership records of the Club shall be reserved in a place of safekeeping. The membership rosters of the Club shall not be sold or provided to facilities in which off-water activities are held or any other organization without written approval of individuals on the roster.

The following is an inventory of documents to be carried by the club. All documents are intended to be living documents and are expected to change over time.

1. Incorporation
  - a. Article of Incorporation with Commonwealth of Virginia
  - b. EIN from the IRS
  - c. 501(c)(3) IRS Letter of Determination
  - d. LegalZoom.com Registered Agent Service
  - e. By-Laws
  - f. Annual Budget (Estimate and/or Actuals)
  - g. Annual Financial Report
  - h. Meeting Minutes
  - i. Virginia Charity Solicitation Permit
  - j. Sales & Use Tax Exemption Certificate
  - k. Tier 3 Memorandum of Agreement (MOA)
2. Officers
  - a. Coaching Contracts if available (Head Coach and Assistant Coaches)
  - b. Equipment Inventory
3. General Information
  - a. Student Athlete and Parent Roster
  - b. Organizational Chart (personnel and functions)
  - c. General Calendar of Events
  - d. Website: [www.broadruncrew.com](http://www.broadruncrew.com) or [www.broadruncrew.org](http://www.broadruncrew.org)

## **11.2 SECTION 2. Annual Audit**

Club Officers shall initiate an audit of the BRCrew financial records and inventory of the club's property to be taken annually and at such other times as it may be necessary.

## **11.3 SECTION 3. Annual Financial Report**

Club Treasurer or President will provide an annual report of finances to be made available to the membership at the end of the season and upon written request to the Board of Directors.

## **11.4 SECTION 4. Accounting Period End Date**

Accounting Period End Date is December 31 of each year.

## **12 Article XII IDEMENIFICATION PROVISION**

The corporation (BRC) shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided

that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

### **13 Article XIII DISSOLUTION**

Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c) (3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **14 Article XVI AMENDMENTS**

These by-laws may be amended at a meeting of the Board of Directors or at any special meeting called for that purpose by a two-thirds (2/3) vote of the membership present, provided that notice of the intent to offer amendments, and description of the particular amendments to be proposed have been given each member at least ten (10) days and not more than thirty (30) days in advance of such a meeting.

The following amendments were made and approved on April 10, 2019:

- **Article II Section 2** - Changed: The size of the membership is at the discretion of the Head Coach and the Board of Directors.
- **Article VII Section 1** - Added Optional 2<sup>nd</sup> Secretary (no vote); BRHS designee optional

- **Article VII Section 4c** - Added Vice President of Equipment (optional)
- **Article VII Section 4d** - Change sentence to “preparation of annual budgets and financial reports”
- **Article VII Section 4e** - Added a sentence for an additional optional co-secretary to help with the workload
- **Article VII Section 4g** - Changed 2<sup>nd</sup> sentence to: A Broad Run High School Administrator/designee may be appointed by the administration at the request of the Broad Run Crew Board.
- **Article X Section 2** – Changed BRHS Administrator/Designee to (optional)
- **Article IX Section 1 (3)** - Changed title to Vice President of Operations or Vice President of Equipment (optional); **(6)** – Added 2nd Secretary (optional); **(8)** BRHS Administrator/Designee (optional)
- **Article IX Section 1c** - Changed to 501(c)(3) IRS Letter of Determination
- **Article XI Section 1g** - Changed to Annual Financial Report
- **Article XI Section 1i** – Added Virginia Charity Solicitation Permit
- **Article XI Section 1j** - Added Sales and Use Tax Exemption Certificate
- **Article XI Section 1k** – Added Tier 3 Memorandum of Agreement (MOA)
- **Article XI Section 2c** – Deleted Tier 3 Memorandum of Agreement (MOA)
- **Article XI Section 3** - Changed title to Annual Financial Report; Changed sentence to: Club Treasurer or President will provide an annual report of finances to be made available to the membership at the end of the season and upon written request to the Board of Directors.

The following amendment was made and approved on June 19, 2019:

- **Article 12** - Changed to Article 13
- **Article 13** - Changed to Article 14
- **Article 12** – Added Indemnification Provision

We, the Board of Directors of Broad Run Crew Inc. (BRC), do hereby declare that on this 19<sup>th</sup> day of June 2019, the amended proceeding by-laws from the previous version on the 10<sup>th</sup> day of April 2019 will serve as the doctrine and rules of our organization. Furthermore, we promise to uphold these by-laws in good faith and in honor to ensure the integrity, validity, and future of all those who participate from this day forward.

**Board Members Signatures on File**

**06/19/2019**