



AMENDED BYLAWS OF AUSTIN ROWING CLUB

ARTICLE I

CORPORATION OFFICE

1.1 Principal Office. The principal office of the Austin Rowing Club (hereinafter referred to as the "Corporation") shall be located at the boathouse on Lady Bird Lake, at the foot of Trinity Street, Austin, Texas.

1.2 Other Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine.

1.3 Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Non-Profit Corporation Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II

MEMBERS

2.1 Membership. Membership in the Corporation shall be open to all individuals who have paid their dues as established by the Board of Directors. A Regular Member is a person paying standard fees for rowing privileges or satisfying requirements in lieu of such fees as set by the Board. Regular Members in good standing may also benefit from kayak and SUP use as determined by the Board of Directors. In addition to such Regular Members, the Board of Directors may designate other types of membership, including, for example, non-rowing, fitness, non-resident, , and the like, and such other types may or may not have membership fees or dues, only as determined by the Board of Directors. Only Regular Members are voting members of the Corporation.

2.2 Membership Fees and Dues. The Board of Directors may set and change the amount of an initiation and other fees, if any, and the dues payable by the members. The Board of Directors shall also set the times and terms for payment of any fees and dues.

2.3 Sanction, Suspension, or Termination of Members.

(a) The Board of Directors may set rules for member's conduct and for use of equipment and facilities and may establish procedures for withdrawal of privileges of equipment and facility use, or for imposing reasonable sanctions on members, for cause.

(b) The Board of Directors may suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes, but is not limited to, a material and serious violation of the Corporation's articles of incorporation including any and all amendments, bylaws, member handbook, safety protocols, or rules, or of municipal, county, state or federal law and/or ordinance. Other than for non-payment of fees or dues, the Board of Directors may not take any action against a member to suspend or expel without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 14 days prior to the hearing. However, shorter notice may

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be deemed adequate if the Board of Directors determines that the need for an expedited timely hearing outweighs the prejudice caused to the member and if a statement of the need for an expedited timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested; the notice may be via hand-delivery, facsimile transmission or electronic means. The Board of Directors may suspend a member or expel a member only by vote of a simple majority of directors who are present and voting.

2.4 Resignation. Any member may resign from the Corporation by submitting a written resignation to the administrative office. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

2.5 Transfer of Membership. Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right.

2.6 Voting Rights. Membership in the Corporation shall entitle members in good standing to vote on any issue properly presented for vote. A "member in good standing" is a Regular Member who has paid all required fees and dues, or satisfied requirements in lieu of such fees or dues, no later than fourteen (14) days before the date of a meeting, and who is not suspended as of the date of the meeting.

2.7 Other Rights and Privileges. Membership in the Corporation does not confer any rights or privileges with regard to use of equipment or facilities of the Corporation. Use of equipment and facilities by members shall be in accordance with the rules established by the Board of Directors for the safe and proper use of same, and privileges may be withdrawn according to Section 2.3(a).

2.8 Waiver of Interest in Corporation Property. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation.

2.9 Dissolution. In the event of dissolution of the Corporation, all assets of the Corporation will be distributed as set forth in the Amended Articles of Incorporation, and all laws pertinent to non-profit corporations.

ARTICLE III

MEETING OF MEMBERS

3.1 Annual Meeting. The Board of Directors shall hold an annual meeting of the Regular Members at 7:30 p.m. on the first Wednesday of September each year or at another time that the Board of Directors designates. If the day fixed for the annual meeting is a legal holiday in the State of Texas, the meeting shall be held on the second Wednesday of September. At the annual meeting, the Regular Members shall elect Directors and transact any other business that may come before the meeting. If, in any year, the election of Directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of officers. Not less than 20 days prior to the date of the Annual Meeting the Secretary shall post an agenda for the meeting in a conspicuous place in the Clubhouse and email a copy to all the voting members.

The President shall present the annual report to the Club at the annual meeting.

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- The Treasurer shall present the annual financial report to the Club at the annual meeting.
- The Committee Chairs shall submit annual reports to be made available at the annual meeting

3.2 Special Meetings. Special meetings of the Regular Members for any purpose or purposes may be called by the President and shall be called by the President or Secretary at the request of a majority of the Board of Directors, or at the written request signed by not less than 15 percent of all the members entitled to vote at the meetings. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes stated in the notice. A special meeting of the members may be held in conjunction with an annual or monthly meeting.

3.3 Place of Meetings. The Board of Directors may designate any place within Austin, Texas, as the place of meeting for any annual meeting, monthly meeting or special meeting scheduled or called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the principal clubhouse of the Corporation. The Board of Directors may designate that any meeting of the Members may be held telephonically or electronically via internet or other service allowing virtual meetings.

3.4 Notice. Notice of any meeting of the members stating the place, day, and hour of the meeting shall be delivered in writing to each member not less than fourteen nor more than forty days before the date of the meeting, either personally or by mail or by electronic transmission, at the direction of the President, the Secretary or other officer or persons calling the meeting.

3.5 Quorum. At any meeting of the Regular Members of the Corporation, one-tenth of such members being present in person or by proxy shall constitute a quorum for all purposes, except when otherwise provided by law, the Corporation's Amended Articles of Incorporation, or these bylaws. If a sufficient number of members are not present to constitute a quorum, the members present may, from time to time, adjourn the meeting until a quorum is retained.

3.6 Withdrawal of Quorum. If a quorum is present at any meeting, the vote of a majority of the members entitled to vote, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by express provision of the statutes or by the Articles of Incorporation or these bylaws the members present at a meeting at which a quorum is present may continue to transact business until adjournment, despite the withdrawal of members after the commencement of the meeting which withdrawal leaves less than a quorum remaining at the meeting.

3.7 Voting. Each Regular Member shall have one vote at any meeting of the Corporation's members and such vote may be cast either in person or by written proxy. Written proxies will be accepted for voting on any issue presented to the membership for vote which has been previously announced in an open meeting or in the notice of the meeting, unless the prior announcement has prohibited proxy votes.

3.8 Actions of Membership. The membership shall try to act by consensus. However, the vote of a majority of voting Regular Members in good standing, present in person or by proxy and entitled to vote at a meeting at which a quorum is present in person or by proxy, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law, the Corporation's amended Articles of Incorporation, or the bylaws. A "member in good standing" is a Regular Member who has paid all required fees and dues no later than fourteen (14) days before the date of the meeting, and one who is not suspended as of the date of the meeting. All required notices shall be submitted to the Regular Members prior to any and all general membership meetings and a list of regular members in good standing shall be maintained and available to the Regular Members. Voting at the meeting shall be by ballot, show of hands, electronic, email, or voice as determined by the President, except that for any

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election of Directors in which more than one person is nominated for a position the voting shall be by ballot, electronic means or by email. All votes by ballot, electronic means or email by a member must clearly identify the name of the individual making the vote.

3.9 Proxies. A member entitled to vote may vote by proxy executed in writing by the member on any issue before the membership stating the member's vote on that issue or designating the member who can exercise the proxy vote on that issue. No proxy shall be valid after forty-five (45) days from the date of its execution.

3.10 Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is presented via hard copy or electronic means to the Secretary at the meeting before the voting begins. The Secretary shall keep records for a reasonable time of the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a member who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs: (a.) an instrument revoking the proxy is delivered to the Secretary; (b.) the proxy authority expires under the terms of the proxy; or (c.) the proxy authority expires under the terms of the bylaws.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Management of Corporation. The business and affairs of the Corporation and all corporate powers shall be managed by the Board of Directors, subject to any limitation imposed by statute, the Amended Articles of Incorporation, or the bylaws as to actions which requires authorization or approval by the members.

4.2 Composition. The Board of Directors shall consist of not more than 13 Directors. The Board shall be composed of the President, Vice-President, Secretary, Treasurer, and Executive Director, Equipment Director, Outreach Director, Marketing & PR Director, Development Director, Facilities Director, Programming Director and two Members-at- Large.

4.2 Executive Director. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports as the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this section.

4.3 Qualification. To be qualified to serve on the Board of Directors as Outreach Director, Marketing & PR Director, Development Director, Facilities & Operations Director, Programming Director, or Member-at-Large, a person must be an adult Regular Member in good standing of the Corporation as defined in Section 2.6 hereinabove, for not less than six (6) months prior to the date of election or



appointment to the office. To be qualified to serve on the Board of Directors as Treasurer, a person must be an adult Regular Member in good standing of the Corporation, as defined in Section 2.6 hereinabove, for not less than one (1) year prior to the date of election or appointment to the office and must have experience in finance. To be qualified to serve on the Board of Directors as Secretary or Vice- President, a person must be an adult Regular Member in good standing of the Corporation, as defined in Section 2.6 hereinabove, for not less than one (1) year prior to the date of election or appointment to the office. To be qualified to serve on the Board of Directors as President or the Equipment Director a person must be an adult Regular Member in good standing of the Corporation, as defined in Section 2.6 hereinabove, for not less than one (1) year prior to the date of election or appointment to the office and must have served on the Corporation's Board of Directors in an official capacity for at least six (6) consecutive months at any point prior to election or appointment as President or Equipment Director. The Executive Director shall need no other qualifications to serve on the Board of Directors other than to be employed by Austin Rowing Club.

4.4 Election. The Board of Directors shall be elected at the annual meeting of the members for a term of two calendar years, January 1 to December 31, except for Members-at-Large which shall be elected for one calendar year in accordance with Article V of these bylaws, and each Director elected shall serve until his/her successor has been elected and qualified. Terms of office shall be staggered so that not all Directors are elected at the same time. In odd years, the positions of Vice President, Treasurer, Outreach Director, Development Director, Programming Director and both Members-at-Large shall be up for election. In even years, the positions of President, Secretary, Equipment Director, Facilities Director, Marketing & PR Director and both Members-at-Large shall be up for election. The Executive Director position shall be a non-elected position, as the role will automatically be filled by whomever serves as the Executive Director for the Club. In electing members of the Board of Directors, members shall not be entitled to cumulate their votes. Unless any person so elected shall, within ten days after notice of his or her election signify his or her refusal to act as a Director of the Corporation, he or she shall be presumed to have accepted his/her election as a Director.

4.5 Removal. Directors may be removed in accordance with Article V of these bylaws. If a Director fails to appear at three consecutive meetings of the Board of Directors or any four meetings within a nine-month period, that Director may be removed as a Director by a majority vote of the Directors. Additionally, the Executive Director shall be removed from the Board if the person serving in the role is terminated from their employment at Austin Rowing Club.

4.6 Annual Meeting. An annual meeting of the Board of Directors may be held, as determined by the Board, without notice other than these bylaws. The annual meeting of the Board of Directors shall be held as soon as possible after the annual meeting of Regular Members, but, in no event, later than December 31. The location for the meeting shall be chosen by the Board of Directors.

4.7 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held in Austin, Texas, and shall be held at the clubhouse if the resolution does not specify the location of the meetings. Further, a regular meeting of the Board of Directors may be held virtually via telephonic or internet. Notice of regular meetings of the Board of Directors shall state the time, place of the meetings, and instructions on how to access a telephonic or internet-based meeting. Regular members of the Corporation may observe the Regular Meetings of the Board of Directors; however, the President may close the meeting to only directors for executive session or to maintain privilege.

4.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to each of the Directors as required in



these bylaws. Regular members of the Corporation may observe the Special Meetings of the Board of Directors; however, the President may close the meeting to only directors for executive session or to maintain privilege.

4.9 Notice. Notice of any regular and special meetings of the Board of Directors shall be given by the Secretary to each Director by mail, by telephone, by email, or by other electronic means established by the Board of Directors for such purpose, not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. In the case of an emergency or expedited meeting notice may be shortened and by any means available. Any meeting of the Board of Directors may be held telephonically or electronically via internet or other service allowing virtual meetings.

4.10 Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the Board of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board of Directors present may adjourn and reconvene the meeting one time without further notice. With advance approval of the Board, attendance of Directors by telephonic means or the like may count in determining a quorum.

4.11 Duties of the Board of Directors. Directors shall each exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members of the Corporation. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation. The Executive Director shall recuse themselves from any vote or action on matters related specifically to their performance, salary or employment status.

4.12 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Board of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. The President may abstain from voting if his/ her vote will result in a tie and failure of the motion. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

4.13 Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation, may be made without a meeting. A decision without a meeting may be made if consent to the decision is indicated by all of the Directors or committee members entitled to vote on the matter. The original consents or records of consents communicated by electronic means or otherwise, shall be kept with the Corporation's records.

4.14 Proxies. A Director may not vote by proxy at meetings of the Board of Directors.

4.15 Compensation. Directors shall not receive compensation for their services on the Board.

4.16 Increase or Decrease in Number. The Board of Directors may be increased or decreased in

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number from time to time by amendment to the bylaws but no decrease shall have the effect of shortening the term of any Director. Any position on the Board of Directors to be filled by reason of an increase in the number of the Board of Directors shall be filled by election at an annual or special meeting of the Regular Members of the Corporation, or by interim appointment according to Sec. 5.5.

4.17 Meetings Open to Members. Meetings of the Board of Directors under Sec. 4.7 and Sec. 4.8 will be open to Regular Members in good standing of the Corporation, except when the Board is in executive session for discussion of personnel matters or the like.

ARTICLE V

DIRECTORS

5.1 No person shall hold more than one Director position at the same time. The qualifications required to hold the Director positions shall be as described in Sec. 4.3 The Board of Directors may elect assistant officers and agents as it shall deem necessary, including interim Directors according to Sec. 5.5, who shall hold their offices at the pleasure of the Board of Directors and shall have such authority and exercise such powers and perform such duties as, shall be determined from time to time by the Board of Directors by resolution not inconsistent with the bylaws.

5.2 Nomination of Directors. A nominating committee may be established by the President to consider possible nominees and make nominations for each election of Directors. The President may endeavor to include on the nominating committee members representing various rowers, e.g., outgoing board members, a member of the competitive crew, a recreational crew member, and a junior representative, etc. The secretary shall give notice to membership of Director positions to be elected, and any adult Regular Member qualified under Section 4.3, including any existing Director, who requests to be nominated to a position will be so nominated. The Secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs. Any person seeking office shall notify the nominating committee of his intent; the nominating committee shall determine if the member seeking nomination qualifies under the Bylaws for said nomination. In the event there are no qualified candidates for a particular position qualified by the nominating committee, at the meeting at which the election of officers occurs, a voting member in good standing, as defined in Section 2.6, may nominate a person qualified under Section 4.3 with a second of any other voting member in good standing for such particular position.

5.3 Election of Directors. A person who meets the qualification requirements to be a Director and who has been duly nominated may be elected. Directors shall be elected by the vote of the membership of the Corporation at the annual meeting of members or at a special meeting if necessary.

5.4 Term of Service. The Directors of the Corporation shall be elected for a term of two years or one year according to Section 4.4. Each Director shall hold office until a successor is elected and qualified or until death, resignation or removal from office. A Director may be elected to succeed himself or herself as Director. A member may be elected to serve on the Board for no more than four consecutive two-year terms, and during that period, be elected to the same position on the Board for no more than two consecutive two-year terms; provided, however, that beginning six months after the end of a period of four consecutive elected two-year terms, the member may be again elected or appointed to the Board. A person may serve on the Board for more than eight consecutive years in any of the positions, however, if nomination of such person is approved by a majority of 2/3 of the Board. The role of Executive Director is exempt from elections and thus the terms of service requirements.

5.5 Vacancies. Any vacancy occurring in a Director position, and any Director position to be filled due to the creation of a new Director position, shall be filled by the affirmative vote of the regular

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members in good standing present at the annual meeting of members or special meeting. The Board may appoint an interim Director who shall serve until the next annual or special meeting of the membership. A Director elected or appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office.

5.6 Removal of Directors. The regular members qualified to vote may vote to remove a Director at any time, with or without good cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in Article III of these bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of a majority of the regular members present and entitled to vote.

5.7 Authority. Directors and agents shall have the authority and perform such duties in the management of the Corporation as may be provided in these bylaws or as may be determined by the Board of Directors, not inconsistent with the Bylaws.

5.8 President. The President shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have general superintendence and direction of all other offices of this corporation and see that their duties are properly performed. The President shall be an ex-officio member of all standing committees and shall have the power and duties usually vested in the office of President. The President shall sign, as President, all contracts and instruments which have first been approved by the Board of Directors. In addition, the President shall have primary responsibility for liaison with the City of Austin, University of Texas, United States Rowing Association, and other organizations with which the Corporation interacts. The President, with the consent of a majority of the Board of Directors, may delegate his or her duties under this section to the Executive Director, but such delegation may be removed by the Board of Directors at any time by majority vote.

5.9 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.10 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of regular members, record all the proceedings of the meetings of the Board of Directors and of the annual and special meetings of the regular members, and promptly prepare minutes for distribution and posting. Minutes of all the Directors' meetings shall be delivered to the Board of Directors for review prior to their consideration for adoption, as directed by the Board. The Secretary shall, when required, give, or cause to be given, notice of all meetings of the regular members and the Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President.

5.11 Treasurer.

a. The Treasurer shall have custody of the Corporate funds and shall oversee the maintenance of full and accurate accounts and records of receipts, disbursements, and other transactions

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in books belonging to the Corporation, and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

b. The Treasurer shall oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, when the President or Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation.

c. The Treasurer shall prepare a monthly financial statement of the Corporation and present it to the regular members at least annually.

d. The Treasurer shall oversee the writing of checks and disbursement of funds to discharge obligations of the Corporation based on proper documentation.

e. The Treasurer shall oversee the preparation of any and all tax returns of the Corporation.

5.12 Equipment Director. The Equipment Director will make recommendation on purchases of all types of boats including, but not limited to rowing equipment; coaching launches; boats; kayaks; SUPs and boathouse equipment and tools; will oversee the work of boat repair; plan and supervise work days to organize and repair the boats; will communicate with the responsible staff members regarding oversight of the boathouse, safety launches, and race course equipment; will purchase and repair equipment used in boat races; and organize teams to lay out race courses on the lake.

5.13 Facilities Director. The Facilities Director will provide oversight for infrastructure that supports the daily Boathouse operations including information technology systems; will oversee the upkeep of the facilities; and will serve on the Finance Committee to ensure that the systems are in place for proper internal controls.

5.14 Development Director. Development Director will promote Boathouse activities in the community and encourage Boathouse vendors to promote their activities with Austin hotels, nearby businesses, and other organizations. The Development Director will assist the Board in fundraising and donor management, seek ways to enhance the Boathouse events, regattas and other fundraising activities and will work to obtain grants from organizations that support community boathouses, youth programs, educational programs and other sources related to boathouse activities.

5.15 Outreach Director. This Board member will be responsible for coordinating volunteers for activities and community assistance and special groups who may wish to use the Boathouse for events on a programmatic basis. This Director will work with the Programming Director to ensure a diverse array of programming.

5.16 Marketing and Public Relations Director. This Board member will work with the President and staff to develop a marketing strategy and communications vision for the Boathouse; ensure that the information is being presented to the public in a timely and accurate manner; and will evaluate the effectiveness of the campaigns.

5.17 Programming Director. This Board member will ensure that there is a broad range of programs at the boathouse that encompass multiple sports and uses reflective of the Austin Rowing Club's vision for the Boathouse as a gateway for access to Lady Bird Lake and its trails.

5.18 Members-at-Large. The two Members-at-Large on the Board will serve to head up ad-hoc committees and support other Board members and the staff in oversight of the Facility and Programs.

5.19 Compensation. Directors of the Corporation shall not receive compensation for their services on the Board. A Director may serve the Corporation in any other capacity and receive compensation for those services.



ARTICLE VI

COMMITTEES

6.1 Standing Committees. There will be two standing committees of the Board of Directors: (1) an Executive Committee comprised of the President, who will serve as chair; the Vice-President, Secretary and Treasurer, who will be charged with acting when it is not feasible to convene a meeting of the entire Board. This Committee will have the ability to make decisions on behalf of the Board except where noted in section 6.2 below. (2) In addition, a Finance Committee chaired by the Treasurer and composed of the Facilities Director as well as club members will be charged with overseeing preparation of taxes, the annual operating budget, periodic financial reports and independent audits as needed.

6.2 Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more other committees and may or may not delegate specified authority to a committee. If the Board of Directors delegates any of its authority to a committee, said delegation of authority shall be specifically stated by Board of Directors resolution and the majority of the committee shall consist of Officers of the Corporation. The Board of Directors shall appoint a chair for each such committee and may appoint other members or allow the chair to name further members of such committee. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual member thereof, of any responsibility imposed by the bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- a. Amend the articles of incorporation.
- b. Adopt a plan of merger or a plan of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of a property or assets of the Corporation.
- d. Authorize the voluntary dissolution of the Corporation.
- e. Adopt a plan for the distribution of the assets of the Corporation.
- f. Amend, alter, or repeal the bylaws.
- g. Enter into contracts on behalf of the Corporation.
- h. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Article VIII, below.
- i. Take any action outside the scope of authority delegated to it by the Board of Directors.
- j. Take final action on a matter that requires the approval of the members.

6.3 Term of Office. Each Chair and member of a committee appointed by the President or the Board of Directors shall continue to serve on the committee at the pleasure of the President or Board of Directors.

6.4 Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee may be designated as the vice-chair. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, a vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

6.5 Notice of Meetings. Notice of committee meeting shall be delivered to each member of a committee in the manner deemed appropriate by the chair.

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6.6 Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws.

6.7 Proxies. A committee member may vote by proxy.

6.8 Compensation. Committee members shall not receive compensation for their services. A committee member may serve the Corporation in any other capacity and receive compensation for those services.

ARTICLE VII

TRANSACTIONS OF THE CORPORATION

7.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.2 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

7.3 Authorization to Disburse Funds. 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, of the Corporation as set out in these bylaws or as determined by resolutions of the Board of Directors.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

8.1 Purpose. The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

8.2 Austin Rowing Club adopts the City of Austin conflict of interest policies including changes as they are made, and the Board is authorized to adopt procedures that conform to said policies.

8.3 Further, an ARC Board of Director or officer may not also act as a board of director, officer or member of another rowing club that is located within 100 miles of 74 Trinity Street, Austin, Texas 78701 or any other location that acts as a boating location for ARC.

ARTICLE IX



BOOKS AND RECORDS

9.1 Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b. A copy of the current bylaws, including any amendments.
- c. Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- d. A list of the names, addresses, and telephone numbers of the members, officers, and any committee members of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the five most recent fiscal years.
- f. A financial statement showing the income and expenses of the Corporation for the five most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's five most recent tax years.

9.2 Inspection and Copying. Any members in good standing of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. A person entitled to inspect the Corporation's books and records may do so at a reasonable time. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members.

9.3 Audits. Any member in good standing shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE X

FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the Corporation shall begin in the first day of January and end on the last day in December in each year.

ARTICLE XI

AMENDMENTS TO BYLAWS

11.1 Amendments. The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include notice of the proposed bylaw alteration, amendment, or repeal. Provided, however, the following types of bylaw amendments may be adopted only



by the members at an annual or a special meeting held pursuant to Article III of these bylaws:

- a. Changing the methods of electing or removing officers.
- b. Increasing or extending the terms of officers.
- c. Increasing the quorum for membership meetings.

11.2 Membership Repeal. Any bylaw alteration, amendment, repeal, or restatement adopted by the Board of Directors may be repealed and nullified by majority vote of the members at an annual or a special meeting called pursuant to Article III of these bylaws no later than sixty (60) days after the Board of Directors' adoption.

ARTICLE XII

Indemnification of Directors, Officers, and Employees

12.1 In the event of suits or claims in which one or more current or past officers, directors, or employees of the Corporation are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the Corporation will, directly or through insurance secured for the benefit of such officers, directors, or employees, secure counsel to act on behalf of and provide a defense for such officers, directors, or employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors, or employees with respect to any liability or damages assessed or incurred as a result of such claim, suit, or action.

12.2 The above stated defense and indemnification of officers, directors, and employees extends to those individuals when serving at the request of the Corporation as a director, officer, or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

12.3 Additional Rights. The right to indemnification and the advancement and payment of expenses conferred in this section shall not be exclusive of any other right which an indemnified director, officer or employee may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation and its amendments, these Bylaws, and any amendments thereto, or an agreement, vote of disinterested Directors or otherwise.

12.4 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any indemnified director, officer, or employee whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this section.

12.5 Survival. Indemnification under section shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity under this section.



12.6 Savings Clause. If this section or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each person to the full extent permitted by any applicable portion of this section that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

13.1 Legal Authorities Governing Construction of Bylaws. The bylaws shall be construed in accordance with the laws of the state of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.2 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

13.3 Headings. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

13.4 Seal. The Board of Directors may provide for a corporate seal.

13.5 Power of Attorney. A person may execute any instrument related to the Corporation by means of a special power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

13.6 Parties Bound. The bylaws shall be binding upon and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

13.7 Notice. Any requirement herein for notice shall be deemed waived as to form, content or timing, or otherwise, if written objection thereto is not given to the Board within 60 days following any meeting or event to which said notice pertains.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Austin Rowing Club and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the Board of Directors, and by the Members of the Corporation at a meeting held on the 18th day of October, 2020.

Sabelyn Arden, Secretary of the Corporation

(Amended 2020)



Approved:

Stacy Elizabeth Hundley

Stacy Elizabeth Hundley

T. Lichtenstein

Tatjana Lichtenstein

Sabelyn Arden

Sabelyn Arden

Jen Lord

Jen Lord

Jim Ruddy

Jim Ruddy

Eoghan O'Sullivan

Eoghan O'Sullivan

Mark Eaton

Mark Eaton

John Derrick

John Derrick

Kevin Hight

Kevin Hight

Carol Baxter

Carol Baxter

Colette Novak

Colette Novak

Karen Jones

Karen Jones

Kevin A. Reinis

Kevin A. Reinis