

WESTERVILLE ROWING CLUB, INC. BY-LAWS

Adopted: August 9, 2015

Revised: December 7, 2024

ARTICLE I - NAME

This organization is a nonprofit corporation under the laws of the State of Ohio and shall be known as the Westerville Rowing Club, Inc (WRC). The organization is also commonly known as Westerville Crew.

ARTICLE II - OBJECTIVES AND PURPOSES

Section 1. Internal Revenue Code Section 501(c)(3) Purposes

The corporation is organized and established to provide opportunities for the community to participate in the sport of rowing and other related crew functions that are provided exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Objectives and Purposes

The objectives and purposes of the Westerville Rowing Club, Inc are:

1. To foster interest in the sport of rowing by means of organizing, training and competing in local, state, national, and international regattas.
2. To encourage, support, develop and aid the development of amateur athletes, regardless of race, color, age, national origin, ancestry, religion or gender.

ARTICLE III - OFFICES

Section 1. Principal Office

The principal office of the Corporation will be:

- 752 North State Street #202, Westerville, Ohio 43082.

Section 2. Change of Address

The Board of Trustees may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not deem, nor require, an amendment of these Bylaws.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Membership

The number of the Board of Trustees of the corporation shall number three or greater and shall be fixed from time to time at any meeting of the Board of Trustees, or at any special meeting of called for the purpose of selecting trustees. No reduction in the number of trustees shall have the effect of removing any trustee from the Board prior to the expiration of his term of office.

Section 2. Qualifications

Trustees shall be of the age of majority of the state of Ohio.

Section 3. Term of Office

Trustees commit for a term of three years. Each officer shall hold office until they resign, is removed, is otherwise disqualified to serve, or until their successor shall be nominated and qualified, whichever occurs first.

Section 4. Powers

Subject to the limitations of the Articles of Incorporation, these By-laws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Trustees of the corporations, all corporate powers shall be exercised by or under the authority of the Board of Trustees, and the management and affairs of the Corporation shall be controlled by the Board of Trustees.

Section 5. Duties

It shall be the duty of the Trustees to:

- (a) To enter into contracts, if within the scope of their duties and powers.
- (b) To establish bank accounts as may be deemed advisable by the Board.

(c) To keep and maintain detailed, full, and accurate books and records showing in chronological order all receipts, expenses, or disbursements pursuant to appropriate specificity and Itemization

(1) to permit examination thereof at any reasonable time by any of the Members

(2) to cause a complete audit to be made of the books and accounts by a competent public accountant.

(d) To carry on the administration of the corporation and to do all of those things necessary and desirable to carry out the purpose of the corporation.

Section 6. Vacancies

(a) Vacancies on the Board of Trustees shall exist

(1) on the death, resignation or removal of any Trustee,

(2) whenever the number of authorized Trustees is increased.

(3) upon expiration of their elected term and desire not to renew.

(b) Any Trustee may resign their office at any time by delivering their resignation in writing to the Board of Trustees. It will take effect at the time specified therein, or if no time specified, it will be effective at the time of its receipt by the Corporation. No Trustee may resign if the Corporation would be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice of the Office of the attorney General or other appropriate agency of this state.

(c) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval by the Board of Trustees. If the number of Trustees in office is less than quorum, a vacancy on the Board may be filled by approval of a majority of the trustees then in office or by a sole remaining Trustee. A person elected to fill a vacancy on the Board shall hold office for a three-year term, with option to renew, until resignation or removal from office.

Section 7. Removal and Resignation

Any officer may be removed, with cause, on the affirmative vote of the majority of the Board of Trustees, at any time. Any trustee may resign at any time by giving written notice

to the Board of Trustees. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which have been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.

Section 8. Compensation

No trustee of the Board shall be entitled to or shall receive any compensation for attendance at meetings of the Board or for other services rendered to the Club as a trustee. Trustees shall be entitled to reimbursement of expenses reasonably and necessarily incurred in the performance of their duties as trustees as reviewed and approved by the President or Treasurer of the Board.

No trustee shall be required to furnish any bond or surety for the faithful performance of their duties.

Section 9: Liability of Trustees

No Trustee or any other person acting by the direction of or with the approval of the trustee shall be liable to the Club or to any other person for any loss or damage resulting from any action taken or not taken, except for their own gross negligence or willful misconduct.

Section 10. Meetings of the Board of Trustees

(a) Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place as may be designated from time to time by the resolution of the Board of Trustees.

(b) Special meetings of the Board of Trustees may be called by any two Trustees, or if different, by the persons specifically authorized under the laws of the state of Ohio to call special meetings of the board. Such meetings shall be held at the principal office of the Corporation or at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Trustees:

(a) Regular Meetings: no notice need be given of any regular meeting of the Board of Trustees.

(b) Special Meetings: at least one day prior notice shall be given to each Trustee of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice: whenever any notice of a meeting is required to be given to any Trustee of this Corporation under provision of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the Trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

Unless otherwise required by law, a majority of the Trustees of the Board shall constitute a quorum for the transaction of business, and the acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later, without further notice to the Trustees. At any adjourned meeting, whether or not a quorum was originally present, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Conduct of Meetings

(a) Meetings of the Board of Trustees shall be presided over by a chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by such procedures as may be approved from time to time by the Board of Trustees insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 14: Action by Unanimous Written Consent

Any action that may be authorized or taken at a meeting of trustees may be authorized or taken without a meeting with the unanimous affirmative vote or approval of, and in writing(s) signed by, all of the trustees who would be entitled to notice of a meeting for such purpose, and which writing(s) shall be filed with or entered upon the records of the Club.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer.

Officers shall be elected by the Board of Trustees. Other officers with such titles as “At-Large” may be

deemed appropriate and elected by the Board of Trustees from time to time.

Section 2. Duties of President.

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the Corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Unless another person is specifically appointed as Chairperson of the Board of Trustees, the President shall preside at all meetings of the Board of Trustees and, if this Corporation has

Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees.

Section 3. Duties of Vice President.

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

Section 4. Duties of Secretary.

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation or at such other place as the Board may determine:
 - (1) the original, or a copy, of these Bylaws as amended or otherwise altered to date.
 - (2) a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees and of Members, recording therein the time and place of holding whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 - (3) a Membership Book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, record such fact in the Membership Book together with the date on which such Membership ceased.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- (c) Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this Corporation.
- (d) Exhibit at all reasonable times to any Trustee of the Corporation, or to their agent or attorney, on request therefore, the Bylaws, the Membership book, and the minutes of the proceedings of the Trustees of the Corporation.
- (e) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

Section 5. Duties of Treasurer.

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Trustee of the Corporation, or to their agent or attorney, on request thereof.
- (f) Render to the President and Trustees, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

ARTICLE VI - EXECUTION OF INSTRUMENTS, DEPOSITS, FUNDS AND PROPERTY

Section 1. Execution of Instruments

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any instrument.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer. Any checks, drafts, promissory notes, order for payment of money, and other evidence of indebtedness of the Corporation over \$2500 shall require the signature of the Treasurer as well as another Trustee authorized as a signatory.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts, Donations, and Contributions

Gifts, donations, and contributions of cash, securities, or other property from any source whatever, either outright or in trust, may be made to or accepted to enable the Club to carry out its purposes set forth in its Articles of Incorporation. The Club may accept

devises, bequests, gifts, donations, and contributions of property of any kind and may agree to administer the same in accordance with any conditions that the testator or donor may impose, provided that any conditions of any such devises, bequests, gifts, donations, and contributions shall be approved and accepted by the trustees and shall be consistent with and in furtherance of the purposes and within the powers of the Club.

Section 5. Property

The trustees, except as herein otherwise provided, shall have unlimited discretion in all matters relating to the acquisition, holding, management, control, investment, and disposition of the property of the Club. The following enumeration of specific powers of the Trustees shall not be deemed a limitation of the generality of the foregoing, except as specifically so provided.

The trustees may, on such terms and conditions and at such time or times as they may decide, retain and hold property of any kind given to the Club by will, deed, gift, or otherwise; manage, control, and exercise all rights of ownership with respect to any funds or property or proceeds of the sale of property coming to the Club from any source; invest or reinvest the same in such loans, stocks, bonds, securities, or other property of any kind as they shall from time to time determine; and compromise, settle, and adjust any claims on behalf of or against the Club arising from or by reason of any devises, gifts, contributions, or donations of property to the club.

ARTICLE VII - CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep at the principal office of the Corporation or at such other place as the Board may determine:

(a) Minutes of all meetings of Trustees, committees of the Board, and if this Corporation has Members, of all meetings of Members, indicating the time and place such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each Member and the termination date of any Membership.

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at scheduled regular meetings.

Section 2. Officers' Inspection Rights

(a) Every officer shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation.

(b) Every officer may obtain from the Secretary of the Corporation upon written demand stating the purpose and the copies of records sought. Such purpose must be reasonably related to such person's interest as an officer.

Section 3. Members' Inspection Rights

If this Corporation has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

(a) To inspect the record of all Members' names, addresses and voting rights, upon written demand on the Secretary, at any scheduled regular meetings, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Corporation, upon written demand, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, address and voting rights of those Members entitled to vote for the election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for

which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any scheduled regular meeting the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member.

Section 4. Right to Copy and Make Extracts

Any inspection under the provision of this Article may be made in person or by an agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Reports

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 1: Indemnification

The Club shall indemnify, to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reasons of the fact that he is or was a trustee or officer, or is or was serving at the request of the Club as a trustee or officer of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise .

The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the articles of incorporation, or any agreement, vote of disinterested trustees or otherwise, both as to action in official capacities and as to action in other capacity while they is a trustee or officer.

The indemnification provided hereby shall continue as to a person who has ceased to be a trustee or officer of the Club, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2: Insurance

The Club may, to the full extent then permitted by law and authorized by the trustees, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article VI against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify such person against such liability.

ARTICLE IX - IRC 501(c)(3) TAX EXEMPTION PROVISIONS INCLUDING DISSOLUTION

Section 1. Limitations on Activities

(a) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Trustee or Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets.

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation:

- (a) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code.
- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- (d) Shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code.
- (e) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X - AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be altered, amended, or repealed at any meeting of Members of the Corporation by a majority vote of all the Members represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.

ARTICLE XI - CONSTRUCTION AND TERMS

(a) If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

(b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

(c) All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certification of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

(d) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XLL -- MISCELLANEOUS

Section 1: Unless otherwise ordered by the trustees, the Chairman in person or by proxy or proxies appointed by him or her shall have full power and authority on behalf of the Club to vote, act, and consent with respect to any shares or other securities having voting rights issued by other corporations and which the Club may own.

Section 2: The Club's fiscal year shall be the calendar year.

Section 3: In case any provision of these Regulations shall be inconsistent with the Articles, the Articles shall govern.