



Bylaws of the Yorktown Crew Boosters, Inc.

**Originally approved by the Yorktown Crew Boosters Inc. membership, Feb. 17, 1999**

**Revisions approved by the Yorktown Crew Boosters Inc. membership, Oct. 15, 2009**

**Revisions approved by the Yorktown Crew Boosters Inc. membership, Jun. 13, 2014**

**Revisions approved by the Yorktown Crew Boosters Inc. standard membership, March 5, 2025.**

## **ARTICLE I - NAME AND OFFICE**

The name of the corporation is the Yorktown Crew Boosters, Inc., hereinafter referred to as “the Corporation.” The registered office of the Corporation shall be located in the County of Arlington in the Commonwealth of Virginia.

## **ARTICLE II – PURPOSE**

The purpose of the Corporation is to foster and sustain rowing in cooperation with the Arlington Public School (“APS”) school officials at Yorktown High School in Arlington, Virginia (“YHS”) for (i) students of YHS; (ii) students of other APS schools that are allowed to participate in YHS athletics pursuant to APS policy; and (iii) as space permits, eighth grade students of YHS feeder schools. This support shall include financial aid, assistance and encouragement of the parents or guardians of such students, former students of these schools, and any other person who has expressed or demonstrated interest in the welfare of the rowing program at YHS.

## **ARTICLE III – MEMBERSHIP**

### **SECTION 1. CLASSES OF MEMBERS**

The Corporation shall have the following classes of membership with such rights and responsibilities as shall be established by the bylaws (“Bylaws”) hereof.

- A. Standard Membership. Each student participant in the rowing program at YHS shall be represented by a single standard membership. The parents or guardians of each student participant who have agreed to support this organization, to abide by the provisions of the Bylaws, and who have paid the established membership dues for the current year shall collectively represent the standard membership associated with that student participant. All standard memberships in good

standing shall have the right to vote on (a) the annual meeting of the Corporation to elect a board of directors (“Board”); (b) whether to approve amendments to the Bylaws; and (c) removal of an Officer or Director in accordance with Article IV Section 3.B.

- B. Contributing Membership. The Board or the Executive Committee (both defined below) may offer contributing memberships to individuals who volunteer to assist or otherwise support the Corporation and do not have a child currently participating in the rowing program at YHS. Contributing memberships do not have any voting rights.

## SECTION 2. DUES

The amount and due date of the annual standard membership dues shall be established and publicly announced by the Board at least fourteen (14) days prior to the specified due date. Contributing members are not required to pay membership dues.

## SECTION 3. SUSPENSION OR TERMINATION OF MEMBERSHIP

- A. Termination Due to Non-Renewal: Standard memberships that are not renewed by the due date may be terminated. The right of a member to vote, and any rights and privileges, shall cease on the termination of membership.
- B. For Cause Suspension or Termination: For cause, membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be any violation of the Bylaws, rules or practices properly adopted by the Corporation or any other conduct prejudicial to the interests of the Corporation. Such suspension or expulsion shall be by at least two-thirds (2/3) vote of the Board, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the representative of the membership at least fifteen (15) days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the representatives of the membership shall have the opportunity to appear in person or by that person’s representative to present a defense to such charges before action is taken. The suspension or removal for cause of a standard membership shall not require the athlete associated with such standard membership to be separated or removed from the YHS crew program.
- C. Termination Due to Athlete’s Separation: If an athlete separates or is removed from the YHS rowing program, then the standard membership corresponding to the athlete shall immediately terminate.

## **ARTICLE IV -BOARD OF DIRECTORS**

### **SECTION 1. POWERS**

The business and affairs of the Corporation shall be managed by the Board. The Board shall consist of a President, both Vice Presidents, Treasurer, Secretary, Registrar and at least five additional directors (“Directors”) of the Board, all of whom shall be elected by at least a majority vote of the standard membership represented at the Annual Meeting or special meeting (as set forth below) to replace a vacant Board position.

### **SECTION 2. LEGAL COUNSEL.**

A legal counsel may be appointed to advise the Board as necessary. The legal counsel need not be a member of the Corporation.

### **SECTION 3. REMOVAL AND VACANCIES**

- A. Removal for Absenteeism. If an Officer or Director is absent from one-half of the scheduled Board meetings during an academic school year, the position of that member may be declared vacant by at least a majority vote of the Board provided the Officer or Director being voted on has been given at least seven (7) days advance written notice of such vote.
- B. Removal With or Without Cause. Any Officer or Director may be removed from office, with or without cause, at any meeting of the Board by the affirmative vote of either (a) at least a two-thirds (2/3) vote affirmative vote of the Board (determined without including the affected Officer or Director) or (b) at least sixty percent (60%) of all standard members in good standing at a special meeting. For both votes provided in subsections (a) and (b), the Officer or Director being voted on shall be given at least seven (7) days advance written notice of such vote.
- C. Cessation of Service. Officers and Directors shall cease to serve immediately if they are (a) removed in in their role as Officer or Director in accordance with this Article IV, Section 3 and/or (b) removed or suspended in accordance with Article III, Section 3.
- D. Vacancies. A vacancy of any Officer or Director may be filled by at least a majority vote of the Board for the unexpired portion of the term.

## **ARTICLE V - OFFICERS AND EXECUTIVE COMMITTEE**

### **SECTION 1. PRESIDENT**

The president (“President”) shall be the principal operating officer of the Corporation and shall preside (when present) at meetings of the Corporation and Board and perform all

duties usually appertaining to such an office. The term “Officers” shall be used to collectively refer to the President, Vice Presidents, Secretary, Treasurer, and Registrar.

## SECTION 2. VICE PRESIDENTS (2 POSITIONS)

There shall be two vice presidents “(Vice Presidents)”. The Vice Presidents shall assist the President and shall perform such other duties as may be prescribed by the Executive Committee and/or Board.

## SECTION 3. SECRETARY

The secretary (“Secretary”) shall keep the minutes of all meetings of the Corporation and the Board, conduct the correspondence of the Corporation, carefully preserve all books, documents, and papers pertaining to the office of Secretary, shall deliver same to the Secretary’s successor in good condition, and perform such other duties as may be prescribed by the Executive Committee and/or Board.

## SECTION 4. TREASURER

The treasurer (“Treasurer”) shall: be responsible for the maintenance of the books of the Corporation; receive all dues; deposit all funds in the name of the Corporation in some depository satisfactory to the Board; disburse the funds of the Corporation upon the authorization and approval as set forth in these Bylaws; submit a proposed annual budget to the Board and present a financial status report at all meetings of the Board and standard membership. If required by the Board, the Treasurer shall give bond for the faithful discharge of the Treasurer’s duties in such sum and with such surety or sureties as the Board shall determine at the expense of the Corporation. The Treasurer shall deliver to the Treasurer’s successor, when duly qualified, all books, papers and monies pertaining to the office of Treasurer.

## SECTION 5. REGISTRAR

The registrar (“Registrar”) shall be responsible for maintaining an accurate roster of all memberships with the correct addresses of the individuals representing each standard membership and providing updates on the roster to the coaches, the Board, the YHS activities office and to the Virginia Scholastic Rowing Association (VASRA).

## SECTION 6. EXECUTIVE COMMITTEE.

The executive committee (“Executive Committee”) shall consist of the President, both Vice Presidents, Treasurer, Secretary, and up to one (1) other Directors of the Board that are elected by at least a majority of the Board to serve on the Executive Committee. The Executive Committee shall be responsible for (a) appointing committees (except for the Executive Committee), (b) assisting the President in managing the day-to-day operations of the Corporation; and (c) all other duties provided for in these Bylaws. No members of the Executive Committee shall be related by blood, marriage, or through domestic partnership.

## ARTICLE VI - MEETINGS

### SECTION 1. MEETINGS

- A. Annual Meeting. The Corporation shall hold an annual meeting (“Annual Meeting”) at least once an academic school year. The Secretary shall notify the representatives of the standard memberships in writing at least 10 days in advance, giving the time and place of the Annual Meeting. The Officers and Board shall be elected at the Annual Meeting by at least a majority of the standard members in good standing that are in attendance in the meeting.
- B. Regular Meetings. The Board shall hold at least seven (7) regular meetings of the Board throughout the academic school year. The Secretary shall publicly announce the schedule of meetings (including any modifications to the schedule) reasonably in advance of the scheduled meetings. The representatives of all memberships in good standing of the Corporation are invited and encouraged to participate in regular meetings.
- C. Special Meetings. Special meetings of the standard membership or the Board may be called by (a) the President, (b) by at least a majority of the Board, or (c) or by written petition signed by 20% (twenty percent) of the standard memberships in good standing. The representatives of each standard membership shall be notified of the time, place and purpose of such meeting at least seven (7) days in advance of such special meeting.
- D. Form of Meetings. All meetings under these Bylaws (including regular meetings of the Board, the Annual Meeting, and special meetings) may be conducted by telephone, videoconference, or other electronic means.
- E. Presentation of Budget and Approval. On an annual basis, the Treasurer shall present the proposed budget to the Board at the Annual Meeting, a regular meeting, or special meeting. The budget shall be approved if a majority of the Board votes affirmatively. These Bylaws use the term “Budget” to refer to the approved budget.

### SECTION 2. QUORUM

A quorum for transaction of business by the Board (including regular meetings) shall consist of at least a majority of Directors currently serving on the Board.

### SECTION 3. ACCEPTANCE OF CONTRIBUTIONS, GIFTS, AND DONATIONS

The Board may solicit and accept contributions, gifts and donations from any and all persons, firms, corporations, and entities, in order to raise funds to be used exclusively for the purpose of the Corporation as set forth in Article II.

### SECTION 4. PRESUMPTION OF ASSENT

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director member files written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation within two (2) days of the publication of the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **ARTICLE VII -ELECTIONS AND TERM OF OFFICE**

### **SECTION 1. NOMINATING COMMITTEE**

The Executive Committee shall appoint a nominating committee ("Nominating Committee") composed of not less than three individuals that are representative of the standard members who shall submit to the Executive Committee a slate of nominees for the officers and Board not less than 15 days before the Annual Meeting. The slate shall consist of one or more standard member per Officer and Board position. The secretary shall include the names of the nominees for the Board in the notice of the Annual Meeting sent to the standard members at least 15 days before the Annual Meeting.

### **SECTION 2. NOMINATIONS**

Nominations may be made from the floor by any standard member in good standing at the Annual Meeting.

### **SECTION 3. ELIGIBILITY**

Only standard memberships in good standing may vote. Except for the legal counsel provided in Article IV, Section 2, only standard memberships may be nominated and serve in the roles of Officers and Directors.

### **SECTION 4. VOTING**

Those candidates receiving the highest number of votes of those standard memberships at the Annual Meeting will be elected as Officers and to the Board. At any special meeting, the Board may request a vote to establish a new Director position and the candidate receiving the highest number of votes from those standard memberships will be elected. The Secretary will record all votes of the membership and certify the results of the election. Each family gets one vote for each child they have on the team. Voting is conducted by a parent or guardian. Electronic voting mechanism can be used as long as the Secretary provides advance notice to enable such electronic voting.

### **SECTION 5. TERM OF OFFICE**

The term of office for each Officer and member of the Board shall commence immediately upon the close of the Annual Meeting at which the Officer or member of the

Board is elected and shall continue until that individual's successor shall be elected and qualify, or until the Officer's death, resignation, or removal.

## **ARTICLE VIII - CONTRACTS, LOANS, DEPOSITS AND GIFTS**

### **SECTION 1. CONTRACTS**

To enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation requires the signature of the President and written approval of one other Executive Committee member.

### **SECTION 2. LOANS**

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution passed by at least a majority of the Board. Such authority may be general or confined to specific instances.

### **SECTION 3. CHECKS, DRAFTS, ETC.**

For amounts under a threshold set by the Board, the signature of the President with the written approval of another Executive Committee member are required for any checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation. The Board may set separate thresholds for amounts that may be approved by (a) a majority of the Executive Committee; (b) a majority of the Board; or (c) a majority of the standard membership in attendance at the Annual Meeting, a regular meeting, or a special meeting.

### **SECTION 4. DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

### **SECTION 5. GIFTS**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE IX - FISCAL YEAR**

The Corporation shall maintain its finances on a fiscal year set by the Board.

## **ARTICLE X - AUDITING**

All books and accounts shall be reviewed at least once each year by either (a) an independent auditor or (b) an independent certified public accountant performing

financial review. The independent auditor or independent certified public accountant shall disclose the results to the Board.

#### **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable not-for-profit corporate law of the Commonwealth of Virginia, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XII - AMENDMENTS**

Proposed amendments to these Bylaws shall be submitted in writing to the standard members in good standing at least 10 days before the meeting at which they are to be voted on by the standard members. The affirmative vote of at least 2/3 (two-thirds) of the votes cast by the standard members shall be necessary to approve amendments.

#### **ARTICLE XIII - RULES**

The order of business may be altered or suspended at any meeting by at least a majority vote of the standard members present. Each decision-making body (including committees) will establish rules of order to ensure that business is conducted in an orderly and consistent manner. All rules established are subject to the laws of the Commonwealth of Virginia, the articles of incorporation, and these Bylaws.