



BYLAWS OF ORLANDO ROWING ASSOCIATION, INC

As Last Amended May 23, 2012

ARTICLE I - NAME AND PURPOSE

Section 1. NAME. The name of this not-for-profit corporation is Orlando Rowing Association, Inc. (hereinafter called ORA).

Section 2. PURPOSE. The purpose of ORA is as set forth in the Amendments to the Articles of Incorporation: "to promote the sport of rowing among individuals and crew teams at the high school, college, and post college levels in the State of Florida with its initial efforts directed toward the promotion of crew teams in the high schools of Orange County, Florida.

A. The primary purpose of ORA is to support and manage the Edgewater Crew Youth Scholastic Rowing Program. All other rowing programs are intended to be secondary and supportive of this mission.

B. The Edgewater Crew Youth Scholastic Rowing Program is comprised exclusively of Athlete Members who are eligible to compete in athletics at Edgewater High School.

C. The sale of any ORA asset resulting in more than 33% of the inventory as valued at the start of the fiscal year must be approved by a majority vote of the full membership.

ARTICLE II - MEMBERSHIP AND VOTING

Section 1 MEMBERSHIP CLASSES. There are three active classifications of membership in ORA, namely General Members, Athlete Members, and Alumni Members. Any one person who is a member of multiple membership classes is, nevertheless, entitled to only one vote.

Section 2. GENERAL MEMBERS. The General Members of ORA are the parents and/or legal guardians of the Athlete Members of ORA, (with a 4 member per family limit), due to situations where there may be two or more parents or legal guardians. The voting rights of the General Members shall accrue upon the payment by or on behalf of the student of all applicable membership dues established by the Board of Directors of ORA. General Members who have voting rights are eligible to hold office and be elected to the Board of Directors of ORA.

Section 3. ATHLETE MEMBERS. The Athlete Members of ORA are all Edgewater High School students who have indicated an interest in participating on the Edgewater High School Crew team and who have paid all applicable membership dues that shall be established by the Board of Directors of ORA. Athlete Members do not have voting rights and are not eligible to hold office or be elected to the Board of Directors of ORA.

Section 4. ALUMNI MEMBERS. The Alumni Members of ORA are all persons who have previously been a member of the Edgewater High School Crew Team, their parents, and all friends and organizations that support Edgewater High School Crew. Coaches hired by ORA, members of the faculty, and administration of Edgewater High School are not eligible to be Alumni Members. Alumni members must pay annual membership dues that shall be established by the Board of Directors of ORA. Each Alumni Member shall be entitled to one vote upon payment of the established dues by the later of November 1 or 30 days after requesting membership in ORA. However, in no case may an Alumni Member be eligible to vote unless membership is established and dues paid six months prior to the Annual Meeting of Members. Alumni members who have voting rights are eligible to hold office and be elected to the Board of Directors of ORA.

Section 5. CAPITAL MEMBERS. Capital Membership of ORA is an inactive classification with the 2008 retirement of the CNL Bank Loan dated January 6, 2005. Capital Members were those who pledged cash accounts as security for loans used to acquire capital property for ORA. Capital Members were eligible to hold office and be elected to the Board of Directors of ORA. There are presently no Capital Members in ORA and



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none of the former Capital Members are in entitled to vote or be elected to the Board of Directors unless he or she is entitled to vote or eligible to be elected to the Board of Directors as a General Member or Alumni Member.

ARTICLE III - DUES

Section 1 ESTABLISHMENT OF DUES. The Board of Directors of ORA shall, on an annual basis and by no later than September 1st of every year, establish annual dues and a payment schedule for those dues for Athlete Members and Alumni Members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. AUTHORITY TO MANAGE AFFAIRS OF CORPORATION. Except as specifically limited in Article IV, below, the business, property, and affairs of ORA shall be managed by a Board of Directors, which shall have all the powers permitted under the applicable laws of the State of Florida.

Section 2. NUMBER AND TERM OF DIRECTORS. The Board of Directors shall be comprised of no fewer than five (5) and no more than fifteen (15) persons who shall be members of ORA. Each director shall hold office for one year and until his or her successor is elected and qualified. The head coaches hired by ORA, the Edgewater High School Crew Team faculty advisor, the Athletic Director of Edgewater High School, and the Principal of Edgewater High School may be non-voting ex officio members of the Board of Directors.

Section 3. ELECTION OF DIRECTORS. The full Board of Directors shall be elected by a majority of the ORA membership who are eligible to vote, who are present in person or by proxy at the ORA Annual Meeting. Each elected member of the Board of Directors shall serve a one-year term to begin the following July 1.

Section 4. ELECTION OF OFFICERS. After the Annual Meeting, the outgoing President will call and preside at a meeting of the newly-elected Board (henceforth referred to as the Board-Elect) for the purposes of selecting a President, at least one Vice President, Secretary, and a Treasurer. If the current President is also a member of the Board-Elect, he or she shall appoint a member of the current Board that is not on the Board-Elect to preside the officers' selection process. After officers have been selected, the Board-elect is authorized to take actions in planning for its year in office, and work with the current Board to ensure a smooth handover of printed and electronic documents and other materials in time for the Board-Elect to take office and fiduciary responsibility on July 1.

Section 5. RESIGNATIONS AND VACANCIES. Written notice of the resignation of any member of the Board of Directors must be received by the President or Secretary and approved by a majority of the remaining voting members before it is effective. Any vacancy on the Board of Directors may be filled for the remainder of the term.

Section 6. MEETINGS. The Board of Directors shall hold meetings at such times and places as the President may designate by written, including electronic, or telephonic notice of at least twelve (12) hours. Any three (3) Directors may also call meetings, upon the same notice.

Section 7. QUORUM. A majority of the Directors shall constitute a quorum of the transaction of business.



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Section 8. ACTION BY UNANIMOUS CONSENT. If and when the Directors shall serially or collectively consent in writing to any action that could be taken at a monthly meeting of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE V - OFFICERS

Section 1. PRESIDENT. The President shall be selected by and from the membership of the Board of Directors of ORA. The President shall be the Chief Executive Officer of the corporation and shall preside over all meetings of the Board and of the members. He or she shall have general and active management of the business of ORA and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 2. VICE PRESIDENTS. At least one (1) Vice President shall be chosen from the membership of the Board. The First Vice-President shall preside at all meetings in the absence of the President, shall perform the duties that usually devolve upon this office, shall serve as chairman of one of the standing committees described in Article VI, and shall assist the President when requested. If the Board chooses to appoint other Vice-Presidents, those officers shall perform the duties and exercise the powers of their office as defined by the Board and shall, in order of their seniority, perform the duties and exercise the powers of the President and First Vice President in the absence of those officers.

Section 3. TREASURER.

The Treasurer shall be selected by and from the membership of the Board of Directors of ORA. The Treasurer will have custody of all corporate funds, securities, and obligations and shall keep in books belonging to the corporation, full and accurate accounts of all receipts and disbursements. The Treasurer shall render to the President and Directors at regular meetings of the Board and whenever requested by them, an account of all transactions and of the financial condition of the corporation. The Treasurer will keep a complete roster of all members of ORA and account for each of them the status of their dues payments. The Treasurer shall prepare a list of members eligible to vote prior to all meetings of the members of ORA. The Treasurer shall preserve all financial and membership records in books belonging to the corporation and shall arrange for the orderly transfer of all such records upon the end of his or her term of office.

Section 4. SECRETARY

The Secretary shall be selected by and from the membership of the Board of Directors of ORA. The Secretary shall attend all meetings of the Members and of the Board of Directors and shall preserve in books of the corporation true minutes of proceedings of all such meetings and any written resolutions that may be required. He or she shall give all notices required by statute, by-laws, Articles of Incorporation, or resolution of the Board and shall perform other duties as may be delegated by the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1. STANDING COMMITTEES

By September 1 of each year, the Board shall appoint the standing committees described in the following sub sections and the chairpersons of those committees. The chairpersons of these committees should, but need not, be members of the Board of Directors. The chairpersons of these committees must be members of ORA and must report to the Board on a monthly basis. The Board shall dissolve and reconstitute or add members to the committees as necessary to ensure that the tasks assigned to the committees are accomplished.



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- A. **ALUMNI.** This committee shall develop a plan for outreach to former rowers of the Edgewater High School crew team, promote their membership and support in ORA, and serve as a liaison with and for all Alumni Members.
- B. **ATHLETICS.** This committee shall be responsible for all athletic endeavors, including, but not limited to, serving as the liaison between and among the Board, the coaching staff, the Edgewater High School Athletic Department, and the Principal of Edgewater High School. The committee shall also; 1) Ensure the procurement of appropriate uniforms for the athletes; 2) Coordinate the participation of the athletes in the various races; 3) Plan and implement the transportation and lodging, if appropriate, of the athletes for racing events; 4) Recommend to the board a plan to ensure compliance with any requirement of the City of Orlando that ORA sponsor a rowing camp. The chairperson of this committee shall designate a member of this committee to oversee and report to the committee regarding the development and implementation of adequate safety standards, including but not limited to ensuring that all necessary medical, waivers, and permission forms for each rower are transported to every rowing event.
- C. **COMMUNITY RELATIONS.** This committee shall develop a plan to establish and maintain contact with local print, television, radio and online media to publicize Edgewater Crew and ORA activities. The committee shall work with team captains to assure appropriate recognition in the Edgewater High School yearbook and newspaper, and keep information up to date on the Edgewater crew website.
- D. **DEVELOPMENT.** The purpose of this committee is to plan events and programs to raise funds for ORA and Edgewater Crew. The committee shall develop, promote and coordinate all revenue producing activities including but not limited to, carwashes, garage sales, and corporate sponsorships. Activities that provide revenue to individual member accounts are addressed by the Finance Committee.
- E. **FINANCE.** This committee is responsible for management of the corporation's budget for the Fiscal Year which runs from July 1 to June 30. The means and methods of collecting dues and fees from the membership are overseen by this committee, as well as the proper documentation of all expenses and deposits. This committee also coordinates activities carried out by members to directly fund their own accounts, including but not limited to, arena/citrus bowl concessions, poinsettia sales, ad book advertising and support a rower.
- F. **HOSPITALITY.** This committee shall plan for and supply the food and drinks provided to the athletes during the racing events. The committee shall also plan and implement: 1) The provision, if any, of food and drinks to supporters at the rowing events; 2) Plan the Pre-Race dinners, if any; 3) Plan the annual team banquet; and 4) any other similar events.
- G. **MEMBERSHIP.** This committee is responsible for keeping accurate records of the membership, distributing a listing of each members name, address, phone number and email to the membership, coaches and athletic department at Edgewater High School. This committee also ensures that all required forms necessary for membership and participation at athletic events are available, distributed, recorded and transported as needed.
- H. **MERCHANDISE.** This committee is responsible for the acquisition of merchandise used by members and coaches. The types and amounts of merchandise acquired is subject to the needs and interests of the membership.
- I. **PROPERTY.** This committee shall maintain records of physical property for ORA, shall report to the Board the maintenance and repair of all property and equipment, and shall coordinate with the coaches the transportation of the equipment to and from all events. This committee shall also coordinate, supervise, and report the Board as necessary maintenance, repair, and additions to the boathouse property leased by ORA. The committee shall work with the athletics committee to determine whether the procurement of additional property is advisable,



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and if so work with the Finance Committee and/or Development Committee to develop a plan to acquire the recommended property.

J. **RECRUITING.** This committee shall develop and implement plans to increase the membership of ORA and Edgewater Crew. Such plans will be carried out on a year-round basis, with exposure both on the school Campus, in the community where Edgewater students live and at middle schools (public and private) which traditionally supply students to Edgewater High School.

K. **TRAVEL.** This committee shall plan and implement the transportation (and when applicable, lodging) of athletes to ORA and Edgewater Crew events. The committee shall see that all requirements issued by OCPS and Edgewater School for travel are met and insure that qualified chaperones are present and have sufficient instructions to carry out their responsibilities.

Section 2. TASK COMMITTEES. The Board will appoint members to the following committees which are created to carry out a specific purpose at a specific time of the year.

A. **BUDGET.** The Officers of ORA together with the chairpersons of the standing committees shall prepare a budget for ORA by no later than September 1 of each year.

B. **COACHING.** A subset of the Board will review the needs for the corporation's coaching staff, advertise for and interview candidates and make hiring recommendations to the full Board for approval. The committee may add nonboard members with coaching expertise to assist in the search and interview process.

C. **NOMINATING.** This committee shall be appointed by April 1st to develop a list of members willing to serve on the Board of Directors in the following year. This list should be submitted to the full Board no later than May 1 or one week before the Annual Meeting, whichever deadline comes first. The committee should consist of at least 3 persons, one of which should not be serving on the current Board. All members of this committee should disqualify themselves from being on the list.

Section 3. SPECIAL COMMITTEES. The Board at its discretion may constitute and dissolve committees that function independently of the standing committees, generally to carry out a specific project that has a finite existence.

ARTICLE VII - MEETING OF MEMBERS

Section 1. TIME AND PLACE OF ANNUAL MEETING. The Annual Meeting of the Members of ORA shall be held at such place as the Board by designate in either April, May or June of each year.

Section 2. BUSINESS TO BE CONDUCTED AT ANNUAL MEETING. At the Annual Meeting of the Members of ORA, the Board shall present a report of the corporation, including a summary of business conducted during the year, a summary of the financial condition of the corporation, including any debts incurred during the year and a statement by the Board of the plans it believes the corporation should pursue in the coming year. The Board shall present its nominees for election to the Board of Directors for the coming year. Other nominees for the Board of Directors may be submitted by the membership from the floor at the Annual Meeting. Nominees from the floor must be present to audibly demonstrate their willingness to serve. If there are more nominees than current slots on the Board, an election by secret ballot will be held of those members present. The secret ballot may be waived by a majority of those members present and voting. Other business may also be conducted at the meeting.



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Section 3. QUORUM. Presence in person or by proxy of 20% of the members of ORA shall constitute a quorum for the transaction of business at any meeting of the members.

Section 4. NOTICE OF ANNUAL MEETING OF MEMBERS. At least ten days prior to the date designated pursuant to Section 1 of this Article for the holding of the annual meeting of the members of ORA, written or electronic notice of the date, time, and location of the meeting shall be provided to each member of ORA who is eligible to vote at that meeting.

Section 5. DELAYED ANNUAL MEETING. If for any reason the annual meeting of the members shall not be held as designated by Section 1 of this Article, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting, name, not less than a 5 day notice.

Section 6. SPECIAL MEETINGS OF MEMBERS. A special meeting of the members of ORA may be called at any time by the President, or by a majority of the Board of Directors, or upon written petition signed by at least 20% of the members presented to the President or any member of the Board. Written or electronic notice of such special meeting shall be provided to each member of ORA at least 2 days prior to the date fixed for the meeting. The notice must include date, time, location, and purpose of the meeting. No business not mentioned in the notice shall be transacted at such meeting.

ARTICLE VIII - AMENDMENT OF BY-LAWS

These by-laws may be amended, altered, changed, added to, or repealed by a resolution adopted by two-thirds of the Board of Directors and subsequently approved by a majority of the members of ORA who are present and voting or voting by proxy. The approval of the membership of ORA may be obtained at either the annual meeting of the members or at a special meeting, assuming a quorum is present.

(Bylaws History)

1967, Established

05/23/2012, Amendments to Article I., Section 2., adding Sub-Sections A, B, and C.