

OAK RIDGE ROWING ASSOCIATION, Inc. BY-LAWS

AS AMENDED December 02, 2022

ARTICLE 1

MEETING OF MEMBERS

1.0 Shareholder. An individual who has reached the age of majority in the State of Tennessee, and whose membership account with Oak Ridge Rowing Association is paid in full or who has a payment plan with a current account on file with the Treasurer, is considered a Shareholder in the organization.

1.1 Annual Meeting. The annual meeting of the Shareholders shall be held at such time and place, either within or without this state, as may be designated from time to time by the Directors.

1.2 Special Meetings. Special meetings of the Shareholders may be called by the President, a majority of the Board of Directors, or by not less than one-tenth (1/10) of all the Shareholders entitled to vote at such meeting. The place of said meetings shall be the principal office of the Association unless otherwise designated by the Directors.

1.3 Notice of Shareholder Meeting.

For any Shareholder Meeting, personal, written, printed, or electronic notice must be made to each member in good standing. That notice will include the place, day and hour of the meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting. That notice shall be delivered at the direction of the President, Secretary, officer, or person calling the meeting to each Shareholder entitled to vote at the meeting.

Regardless of the mechanism for delivery, such notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting.

If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the books of the Association, with postage thereon prepaid.

If delivered electronically, notice shall be deemed to be delivered when submitted to the member's email address registered with the Association.

The person giving such notice shall certify that the notice required by this Section has been given.

1.4 Quorum Requirements. One third (1/3) of the association Shareholders shall constitute a quorum for the transaction of business, except during the annual meeting where a majority of Shareholders present may elect Directors to the Board regardless of whether or not a quorum is

present. A meeting may be adjourned despite the absence of a quorum and notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. When a quorum is present at any meeting, a majority in interest of the Shareholders there represented shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Charter, these By-Laws, or by the laws of Tennessee, a larger or different vote is required, in which case, such express provision shall govern the decision of such question.

1.5 Voting and Proxies. Each Shareholder shall be entitled to one vote. Every Shareholder entitled to vote at a meeting shall do so in person.

ARTICLE II

BOARD OF DIRECTORS

2.1 Qualification and Election. To be considered, Directors must have reached the age of majority (18) in the State of Tennessee. Elected Directors shall serve three (3) year terms. A Nominating Committee composed of members in good standing shall be appointed by the Board of Directors prior to the annual meeting. The number of members composing the Nominating Committee is within the discretion of the Board of Directors. The Nominating Committee shall present the names of candidates for new Directorships to the Board of Directors. If individually approved by the Board of Directors, the candidates shall be presented to the membership present at the annual meeting. At the annual meeting, a single vote of the Shareholders shall be taken to approve the slate of candidates. A majority of Shareholders present at the annual meeting may approve or disapprove the slate of candidates. If the Shareholders approve the slate of candidates, they will be installed as Directors at the conclusion of the annual meeting. If the Shareholders disapprove the slate of candidates, the Nominating Committee shall propose new candidates for the approval of the Board of Directors, as described above, within thirty (30) days of the annual meeting, and the Shareholders will approve or disapprove this slate by a vote, the means of which is at the discretion of the Board of Directors, without the need for additional meetings of the membership. Each Director shall hold office until the expiration of the term for which they are elected and qualified. The number of candidates on the slate is at the discretion of the Nominating Committee and the Board of Directors subject to Section 2.2 regarding the allowable number of directors on the board.

2.2 Number. The number of Directors shall be no less than nine (9) and no more than fifteen (15).

2.3 Meetings. The annual meeting of the Board of Directors shall be held prior to the annual meeting of the members, at which time the officers of the Association shall be elected. The Board may also designate more frequent intervals for regular meetings. The President of the Board or any two (2) Directors may call Special Meetings at any time.

2.4 Notice of Directors Meetings. Notice of annual, regular or recurring meetings will be made in accordance with Section 1.3. Special Meetings shall be held upon notice sent in the manner of regular meetings not less than three (3) days before the Special Meeting.

2.5 Quorum and Vote. The presence of a majority of the Directors shall constitute a quorum for the transaction of business. If a quorum is present at a meeting, business may be conducted despite the loss of the quorum prior to adjournment. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed thirty (30) days in any one adjournment. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the Charter, these By-Laws, or the laws of Tennessee for a particular action.

2.6 Executive and Other Committees. The Board of Directors, by a resolution adopted by a majority of its members, may designate an executive or other committee, consisting of two (2) or more persons, who may or may not be Directors, and may delegate to such committee or committees any and all such authority as it deems desirable, including the right to delegate to an executive committee the power to exercise all the authority of the Board of Directors in the management of the affairs and property of the Association.

2.7 Eligibility for Officers and Directors. In addition to the Qualifications described in Section 2.1, only Association members whose dues are paid in full or have a payment plan with a current account on file with the Treasurer may be officers or Directors.

2.8 Powers of the Board. The Board of Directors shall have all such powers necessary to promote the sport of rowing, including, but not limited to, the ability to hire an Executive Director and other employees as needed, enter into contracts, and sue on behalf of the Association.

2.9 Conflicts of Interest. No Director shall seek a financial or personal interest in any proposed business or transaction of the Association unless such interest is fully disclosed and the Board approves such transaction. The interested Director shall abstain from such vote. Whenever any matter involving the financial or personal interest of a Director shall arise in deliberations or voting, such Director shall disclose the nature and extent of such interest and shall be disqualified from participation in such deliberations or voting. No Director shall accept any gift, whether in the form of service, money, thing, favor, loan, or promise, that would not be offered or given if such person were not a Director. Failure to comply with this section will result in the disqualification of any Director(s) involved. As used in this section, “financial interest” means any interest which shall yield, directly or indirectly, a monetary or other material benefit to the Director or any person employing or retaining the services of the Director; “personal interest” means any interest arising from family or marriage relationships or from close business association whether or not any financial interest is involved. Nothing in this section shall be construed to preclude a Director from receiving reasonable compensation for service to the Organization.

2.10 Fiduciary Duties. Board members owe a fiduciary duty to the organization to act with reasonable care, in good faith and loyalty. Board members have a duty to disclose to the Board any information that is material to the discharge of the decision making or oversight functions.

Each Board member shall at all time when acting on behalf of the organization act in the organization's best interest and not for personal or third-party gain or financial enrichment.

2.11 *Confidentiality*. Each Board member will protect the information afforded them by their position on the Board or provided to them as a consequence of the position on the Board. No Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the organization or obtained by virtue of such Board member's position on the Board and each Board member will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board. No member of the Board will use any information provided by the organization or acquired as a consequence of the board member's service to the organization in any manner other than in furtherance of his or her duties as a member of the Board. Each board member shall abide at all times by the ethics policy of Oak Ridge Rowing Association.

2.12 *Ex Officio Directors*. The Board of Directors, by a resolution adopted by a majority of its members, may designate a person who previously served as a board member as an Ex Officio Director, with all rights and responsibilities of a Director. Ex Officio Directors shall not be entitled to vote in Board matters. Ex Officio Directors are not subject to Section 4.4 *Cause for Removal of Directors* due to absence from regular Board meetings. Ex Officio Directors shall fulfill a term of one (1) year, which may be extended by mutual agreement and a resolution adopted by a majority of the Board of Directors members.

ARTICLE III

OFFICERS

3.1 *Number*. The Association shall have a President, Vice-President, Treasurer, and Secretary, and such other officers, as the Board of Directors shall from time to time deem necessary. The same person may hold any two (2) or more offices, except the President.

3.2 *Election and Term*. The Board, following the annual meeting, shall elect the officers. Each officer shall serve until the expiration of the term for which they are elected, and thereafter until their successor has been elected and qualified.

3.3 *Duties*. All officers shall have such authority and perform such duties in the management of the Association as are normally incident to their offices and as the Board of Directors may from time to time provide.

3.4 *Requirements*. The officers shall be elected from among the Board of Directors.

3.5 *President's Term*. The President shall serve for one (1) year and thereafter until their successor has been elected.

ARTICLE IV

RESIGNATIONS. REMOVALS AND VACANCIES

4.1 Resignations. Any Officer or Director may resign at any time by giving written notice to the President of the Board or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon its acceptance by the Board of Directors.

4.2 Removal of Officers. The Board may remove any officer or agent whenever in its best judgment the best interests of the Association will be served thereby.

4.3 Removal of Directors. Any or all of the Directors may be removed either with or without cause by a proper vote of the Shareholders, subject to the quorum requirements described in Section 1.4, and may be removed with cause by a majority vote of the entire Board.

4.4 Cause for Removal of Directors. After a Director has more than two (2) absences from announced meetings during one (1) year of term of office they will be deemed a Director in absentia. The remaining Directors shall vote to determine whether the Director in absentia will remain on the Board or will be removed. After such vote, if the Director in absentia remains on the Board, they will be deemed to have no absences at that point in time. Per Section 4.3, Directors may also be removed when it is in the best judgment of the Board and the best interests of the corporation will be served thereby.

4.5 Vacancies. Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in any office or directorship for any reason, including removal of an officer or Director, may be filled by the vote of a majority of the Directors then in office, even if less than a quorum exists.

ARTICLE V

MEMBERSHIP

5.1 Membership fees. Any person that has reached the age of majority in the State of Tennessee, upon board approval, whether a resident of this state or not, may become a member upon payment of an annual membership fee as established by the Board of Directors from time to time. The Treasurer may, at their discretion, create a payment plan for membership fees such that a person is entitled to the full benefits of membership. The Board of Directors without notice may drop any member who has not paid their annual fee or whose payment plan account is not current.

ARTICLE VI

ACTION BY CONSENT

6.1 Notational voting. Whenever the Directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so

taken, signed by all the Directors voting thereon. Such action and written consent may be taken electronically. Any action so taken shall be filed in the minutes of the next regular Board meeting.

ARTICLE VII

AMENDMENT OF BY-LAWS

7.1 By-Laws may be amended, added to or repealed either by: (1) a majority vote of the members represented at any duly constituted Shareholder meeting where a quorum is present, or (2) a majority vote of the entire Board of Directors.

7.2 This document replaces the version of the Oak Ridge Rowing Association, In. By-Laws dated February 2020.