

BY LAWS OF
KNOXVILLE ROWING ASSOCIATION
Amended December 9, 2008

ARTICLE I
NAMES AND PURPOSES

Section 1. Name. This corporation shall be known as Knoxville Rowing Association (“Association”).

Section 2. Purposes. The Association is formed for the purpose of promoting rowing instruction to members and the public at large; by providing education about the benefits of rowing; and by offering opportunities to participate in the sport within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

The Association may engage in any activity in connection with the above stated purposes for which a nonprofit corporation may be organized under the **Tenn. Code Ann. §§ 48-51-101 et seq.** However, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

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

ARTICLE II
MEMBERSHIP

Section 1. Membership in the Association shall be open to all interested persons. The Association does not discriminate. No interested person shall be denied membership based on a person’s race, color, national origin, religion, ethnic background, age, sex, disability or other personal characteristics. All Membership in the Association shall be on an annual basis.

Section 2. In order to afford pleasant, friendly and congenial relationships and association between members, all members of the Association must conduct themselves in consideration of others. Demeaning language is inappropriate and will not be tolerated. Any comments or conduct relating to a person’s race, color, national origin, religion, ethnic background, age, sex, disability or other personal characteristics which fail to respect the dignity and feelings of the individual are considered harassment and are prohibited. Unwelcome sexual advances (either verbal or physical) including but not limited to requests for sexual favors constitute sexual harassment. Other verbal or physical conduct of a sexual nature which create a hostile, offensive or intimidating environment are also considered sexual harassment and are prohibited. The Board of Directors shall have full authority to suspend or expel any member for using demeaning language, engaging in harassment or sexual harassment, or for any misconduct or acts wheresoever or whensoever committed, which in the sole opinion of the Board of Directors are prejudicial to the reputation or best interests of the Association.

Section 3. There shall be five categories of membership:
Learn-to-Row Members. Learn-to-Row members are those individuals who are participants in

KRA sponsored Learn-to-Row programs. They have no Association privileges beyond those being allowed to row in these programs, and do not pay dues. There may be a program fee for these members. They must submit a duly executed official KRA insurance waiver indemnifying the KRA prior to their initial participation.

Guest Members. Guest members are individuals who wish to row as guests of individual members. An individual may row as a guest of a member three (3) times in total prior to seeking membership. All guests must submit a duly executed official KRA insurance waiver indemnifying the KRA prior to their initial participation.

Youth Members. Youth members are under the age of 18. Youth members shall have access to Association equipment and facilities under supervision. Youth members may not vote in Association matters nor hold office in the Association.

Collegiate Members. Collegiate members are actively matriculated in an undergraduate program. Collegiate status may not exceed a cumulative of five (5) years. These members are those individuals who have satisfied the following requirements: a) submitted a completed form (i.e., contact information and insurance waiver) and paid all appropriate fees and b) demonstrated a minimum level of competency in sweep rowing and/or sculling.

Full Membership. Full members shall have access to Association equipment and facilities. Full members over the age of 16 shall have the right to vote in Association matters and hold office in the Association.

Full members are those individuals who have satisfied the following requirements:

- a) submitted a completed form (i.e., contact information and insurance waiver) and paid all appropriate fees;
- b) demonstrated a minimum level of competency in sweep rowing and/or sculling; and
- c) agreed to serve on at least one standing committee.

Section 4. Annual membership in the Association shall become effective upon submission to the Association of the annual dues and all executed forms required by the Association. Only persons that have paid the annual Association membership dues and submitted the required forms (e.g., waivers) shall be considered members of the Association for that year.

Section 5. No member shall use equipment of another member without the explicit written permission of the owner of such equipment. No member shall use Association equipment or facilities without demonstrating competence in rowing a specific type of equipment. Competence is demonstrated by evidence of prior rowing history, completion of a rowing course, or observation by a Board member. The Secretary shall maintain current a listing of members and their demonstrated competencies. A member(s) that damages Association equipment may be required to pay the cost of repair or replacement as determined by the Equipment & Facilities Committee. The Association shall not be responsible for damage caused to a member's equipment stored on Association property.

Section 6. Any member who fails to comply with these bylaws, including but not limited to Sections 2 and 5 above, or any other rules of the Association that have been approved by a majority of the members, may be terminated from the Association and ineligible for future membership in the Association. Such termination shall be by the Board of Directors and shall be based on a 2/3 affirmative vote by the Board. An alleged violation of the bylaws or Section rules shall be submitted in writing by a member of the Association to the Board of Directors. The Board of Directors shall notify the alleged violator and provide him or her with a copy of the

written allegation received by the Board of Directors. The alleged violator shall have 14 days to provide the Board of Directors with a written response. Upon consideration of the alleged violation and response, if any, the Board shall in its sole discretion, either schedule a meeting in which both sides will be entitled to state their position or make a determination, based on the written allegation and response, if any. In either event, the Board shall make its determination within 30 days of the receipt of the alleged violation or 30 days from receipt of a timely response thereto, whichever is later. The decision of the Board shall be final.

ARTICLE III MEMBERSHIP DUES

Section 1. Annual Association dues shall cover the year from January 1 to December 31.

Section 2. Annual Membership dues for the Association shall be as set forth by Resolution of the Association's Board of Directors when the needs of the Association require it, but shall not be changed more than once per year.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Business Meetings. There shall be at least one business meeting of the full membership of the Association each year in the month of December. The general purpose of this meeting is to discuss activities and programs and to elect the Association officers.

Section 2. Special Meetings. Special meetings of the members for any purpose may be convened at any time by majority vote of the Directors or members, or at the request of the President.

Section 3. Quorum. At any meeting of the members, those members present shall comprise a quorum for the transaction of business.

Section 4. Place and Notice of Meetings. Meetings may be held within or outside the State of Tennessee. Written notice shall be given of any special meeting of the members. Such notice shall be personally delivered, or shall be communicated by electronic mail, or shall be mailed to the addressee at his or her last appearing address on the records of the Association, not less than ten (10) days nor more than two (2) months prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

Section 5. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 6. Voting. At all meetings of the members when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except when a larger vote may be required by law or by the Charter or Bylaws, decide any question brought before that meeting.

ARTICLE V OFFICERS

Section 1. Principal Officers. The principal officers of the Association shall consist of a President, a Vice-President/Treasurer, and a Secretary, and such additional officers as the Directors may from time to time deem desirable. The officers shall be elected by a majority of the members present at the Association meeting in the month of December. Officers shall assume their duties immediately and serve one year terms.

Section 2. Nominations. Nominations for Association offices will be the responsibility of the Nominating Committee, appointed as needed by the President. A list of nominees will be made available at least one week before the elections. Further nominations will be accepted from the floor.

Section 3. President. The President shall be the chief executive officer of the Association and shall preside over all meetings of the Board of Directors and the Association. The President, with Board concurrence, shall appoint all chairpersons and be an ex-officio, non-voting member of all standing committees. The President shall perform such other duties as may be specified from time to time by the Directors.

Section 4. Vice-President/Treasurer. The Vice-President/Treasurer shall perform the duties and exercise the authorities of the President during any absence or disability of the President. The Vice-President/Treasurer shall: a) have custody of the funds and other property of the Association; b) keep accurate records of all property, receipts and disbursements of the Association in financial books to be maintained for that purpose; c) invoice and collect fees (e.g., membership, equipment storage, regatta), assessments, and any other miscellaneous income in a timely fashion; d) deposit all assets in the name and to the credit of the Association with such depositories as shall be designated by the Directors; e) disburse the funds of the Association; f) coordinate the preparation of an annual budget; g) provide written acknowledgement of all gifts to the Association; and h) render such reports to the Directors as they shall prescribe. All books, records and vouchers of the Association shall be open to the inspection of any Director. The Vice-President/Treasurer shall, at least once per year, and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Association and the changes, if any, since the last report of the Vice-President/Treasurer. The Vice-President/Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 5. Secretary. The Secretary shall give notice of each meeting of the Directors, or members of the Association as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the Association; shall maintain the membership list and demonstrated competencies of all members; and shall perform such other duties as may be specified from time to time by the Directors.

Section 6. Removal. Any Officer may be removed from office for cause by a vote of two-thirds of the members of the Board of Directors. For purposes of this provision, "cause" shall mean final conviction of a felony, declaration of unsound mind by court order, education of bankruptcy, non-acceptance of office, conduct prejudicial to the interests of the Association, or

absence from three (3) or more consecutive meetings of the Board. Removal of a director shall constitute removal as an Officer of the Association and as a member of all committees of the Board.

Section 7. Vacancies. Any vacancy in any office of the Association may be filled for the unexpired portion of the term by a majority vote of the Directors at a meeting of the Directors called for such purpose. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the authorities and duties of that office, during the period of such absence or disability, to another person.

Section 8. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the Association.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Eligibility. To be eligible for election as an Officer or Director of the Association, an individual shall be a Full Member in good standing. No employees of the Association shall serve as a member of the Board.

Section 2. Number and Terms of Directors. The Board of Directors shall consist of the principal officers, chairpersons of the standing committees, and the immediate past president, who shall be an exofficio member of the Board without voting privileges. Each director shall serve a one-year term. A Director shall serve no more than three (3) consecutive terms in the same capacity.

Section 3. Authorities and Duties. The Board of Directors shall have the complete and exclusive care, custody and fiduciary responsibility for the Association's properties and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Tennessee, the Charter and the Bylaws. The entire management of the Association, its affairs, its properties and assets, is vested exclusively in the Board of Directors.

The Board of Directors shall have the authority to decide to whom and in what amounts and at what times and under what conditions contributions, payments and distributions shall be made in furtherance of the pursuits and objects of the Association. The Board of Directors shall make such contributions, payments and distributions of the Association's assets and income as may be decided upon from time to time by a decision of the majority of the Board as contained in its minutes. In lieu of making contributions, payments and distributions in the form of cash moneys, the pursuits and objects of the Association may be accomplished by distribution of the properties in kind as the Board sees fit. The Board may also undertake projects, establish scholarships or similar funds, or sponsor scientific research and studies, but all nevertheless strictly of the type permitted under the Charter and the Bylaws.

The Board of Directors shall have the authority to hire and pay wages or other compensation to individuals for personal services actually rendered to further the purposes of the Association. Such wages shall not be in excess of a reasonable allowance for such services rendered.

Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board of Directors' authorities, prerogatives, duties and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to carry out, perform and accomplish the pursuits and objects of the Association. Their authorities are expressly limited so

as to do nothing nor accomplish any act which would be in contravention or derogation of the pursuits and objects stipulated herein or in the Charter.

Section 4. Removal. Any Director may be removed from office for cause by a vote of two-thirds of the members of the Board of Directors. For purposes of this provision, "cause" shall mean final conviction of a felony, declaration of unsound mind by court order, education of bankruptcy, non-acceptance of office, conduct prejudicial to the interests of the Association, or absence from three (3) or more consecutive meetings of the Board. Removal of a director shall constitute removal as a Director of the Association and as a member of all committees of the Board.

Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Association. The resignation shall become effective upon the date specified in the notice, or if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 6. Vacancies and Additional Directors. In the event of a vacancy in the Directors due to any cause (including a vacancy caused by an increase in the number of directors) the remaining directors of the Association, by majority vote, may elect an individual to fill the vacancy until the next annual meeting.

If two or more Directors resign within the calendar year, the Association membership shall fill these vacancies at a Special Meeting of the Members of the Association as set out above.

Section 7. Action by Unanimous Written Consent. If and when the Directors shall unanimously consent in writing to any action to be taken by the Board, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 8. Compensation. No Director shall receive compensation for any services that may be rendered to the Association as Director. However, Directors may be reimbursed for expenses incurred in performance of their duties as Directors.

Section 9. Conflict of Interest. No Director shall seek any financial or personal interest in any proposed business or transaction of the Association unless such interest is 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, tangibles, favor, loan, or promise, that would not be offered or given if such person were not a Director.

Section 10. Authority to Make Bylaws. The Board of Directors shall have the authority to make and alter any Bylaw or Bylaws, including the fixing and altering of the number of Directors, provided, that the Board shall not make or alter any Bylaw or Bylaws fixing the qualifications, classifications or term of office of any member or members of the then existing Board. Any change or alteration shall be approved by a vote of the members in accordance with Article XI of these by-laws.

Section 11. Authority to Appoint Agents. The Board of Directors shall have the authority to appoint such agents as the Board may deem necessary for transaction of the business of the Association.

Section 12. Delegation of Authorities. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the authorities and duties of any officer to any other officer or Director. But no officer or Director shall execute, acknowledge, or act in more than one capacity.

Section 13. Indemnification. Each person who is or was a Director or Officer of the Association (including the heirs, assigns, executors, administrators or estate of such person) shall be indemnified by the Association to the full extent permitted by the Non-Profit Corporation Law of the State of Tennessee against any liability, cost or expense incurred by him/her in his/her capacity as a Director or Officer or arising out of his/her status as a Director or Officer. The Association may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE VII

MEETING OF DIRECTORS

Section 1. Meetings. The Directors shall meet at least annually to transact such business as may be appropriate. The meetings shall be held at such place and hour as the Directors shall from time to time determine.

Section 2. Special Meetings. The Directors shall meet before each business meeting of the members. Special meetings of Directors may be convened at any time by majority vote of the Directors or at the request of the President. When deemed necessary the board may conduct an email vote on pressing issues.

Section 3. Quorum. At any meeting of the Directors, a majority of the entire number of such directors shall comprise a quorum for the transaction of business.

Section 4. Place and Notice of Meetings. Meeting may be held within or outside the State of Tennessee. Written notice shall be given of any special meeting of the Directors. Such notice shall be personally delivered, or shall be communicated by electronic mail, or shall be mailed to the addressee at his or her address last appearing on the records of the Association, not less than seven (7) days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

Section 5. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of the meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 6. Voting. At all meetings of the Directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required by law, decide any question brought before that meeting.

Section 7. Action Without Meeting. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.

Section 8. Telephone Conferences. A Director may participate in a meeting of Directors by a conference telephone or similar communication device the same as being actually present at the meeting.

ARTICLE VIII STANDING COMMITTEES

Section 1. Definition. There shall be four (4) standing committees as follows:

- 1 Activities
- 2 Equipment & Facilities
- 3 Outreach
- 4 Regatta

Section 2. Committee Members. Each Committee chair may select the members of his/her committee from the general membership. Committee members must be in good standing with the Association and may include those under the age of 18. Members may be removed from committees at any time by a vote of the Board.

Section 3. Duties of Committees.

A. The Activities Committee shall consist of a minimum of three members in good standing.

The Activities Committee is responsible for the following:

- Receiving completed membership forms;
- Documenting competency level of all Full Members;
- Publishing and maintaining the Association roster, with the assistance of the Secretary and the Treasurer; maintain membership forms;
- Preparing, maintaining and delivering to prospective and new members, information regarding the Association including membership application, rules of the Association, and other information, as appropriate;
- Conducting membership drives as appropriate;
- Maintaining a list of prospective members and maintain contact with prospects until prospects make a decision regarding joining the Association;
- Preparing reports at least annually or at the request of the Board regarding status of members and prospective members;
- Developing a slate of Officers and other Directors which will be presented to the Association members prior to the annual membership meeting in accordance with Article IV, Section 1 of these by-laws;
- Providing an annual budget request to support the activities of the committee in fulfilling its responsibilities.
- Supporting the club's open rows to encourage participation and organization;
- Developing and implementing rowing programs, including the Learn-to-Row program ;
- Providing an annual budget request to support the activities of the committee in fulfilling its responsibilities;

Assist with development of juniors program

B. The Equipment and Facilities Committee is responsible for the following:

- Establishing, publishing and disseminating to the Association rules pertaining to use of Association equipment;
- Advising the Board regarding equipment needs, including recommendations regarding purchase or sale of Association equipment;
- Maintaining an inventory of Association equipment;
- Maintaining equipment usage logs;
- Keeping equipment repaired in a timely manner;
- Conducting work parties;
- Conducting classes on repairs and maintenance of equipment as appropriate;
- Reporting to the Board violations of rules on using equipment and recommending any necessary action;
- Maintaining the physical appearance of the boat house, docks, and grounds;
- Based on guidelines established by the Board of Directors, assign storage for all Association and private equipment as follows:
 - i. Association equipment shall be assigned space first, then private equipment shall be assigned space.
 - ii. Members may store private equipment upon payment of the appropriate storage fee and completion of a liability waiver relieving the Association of any liability in the event of equipment damage.
 - iii. A waiting list of members desiring storage space for private equipment shall be maintained when the usage of existing space is at capacity. The list shall be maintained in order of the date of request for such space.
 - iv. A member will be required to remove his/her equipment from Association facilities if that member's dues and storage fees are not current. The Board must be advised in advance if any member is so required to remove his/her equipment. If the equipment is not removed within 60 days of notice, the Board may decide the disposition of said equipment.
 - v. A member's space is reserved as long as the space is utilized, the individual's dues and storage fees are current and the member is in good standing with the Association.
 - vi. If any member removes Association equipment for repairs, races, etc., the Committee Chair shall be notified.
 - vii. Members may use other than their assigned space only with the approval of the members concerned and the approval of the Committee Chair.
- Providing an annual budget request to support continuing maintenance of the boathouse, grounds, equipment and projected equipment acquisitions;
- Planning and conducting all construction projects, upon Board approval.

C. Outreach - The Outreach Committee is responsible for the following:

- Making recommendations to the Board regarding contemplated fundraising projects;
- Organizing and conducting fundraising projects approved by the Board;
- Updating and maintaining sponsorship literature regarding the Association;
- Working with the Head of the Tennessee Committee to establish sponsorship for the Head of the Tennessee regatta;
- Maintaining all records regarding all current and prospective sponsors not associated

with the Head of the Tennessee regatta (i.e., general sponsors)

- Corresponding and following-up with all prospective general sponsors;
- Providing an annual budget request to support the activities of the committee in fulfilling its responsibilities.
- Interfacing with the community at large including elected officials and governmental bodies for the purposes of education regarding matters of general benefit to the Association;
- Developing and distributing press releases, advertising and other promotional activities, except those associated with the Head of the Tennessee regatta, to the various media;
- Developing and updating materials for new and prospective members;
- Developing and maintaining the Association Website;
- Developing and publishing the Association newsletter;
- Providing an annual budget request to support the activities of the committee in fulfilling its responsibilities.

F. Regatta Committee – The Regatta Committee is responsible for conducting all aspects of the Head of the Tennessee regatta. The Committee shall also provide an annual budget request to support the activities of the Committee in fulfilling its responsibilities.

ARTICLE IX FINANCES

Section 1. Funds. It shall be the duty of the Board of Directors to provide adequate funds for the operations of the Association by means consonant with the tax-exempt status of the Association.

Section 2. Books and Records. Books and records of the Association shall be set up in a manner which shall produce proper records for reports to the government and to the Board of Directors and enable an accurate annual financial review of the finances of the Association.

Section 3. Corporate Administration. The Board of Directors shall have the authority to employ suitable custodians, accountants, counsel and agents and to pay reasonable expenses and compensation.

Section 4. Annual Financial Review. The Board of Directors shall require an annual financial review of the financial records of the Association by an independent, qualified individual(s).

Section 5. Fiscal Year. The fiscal year of the Association shall begin on the first day of January, and end on the last day of December of each year.

Section 6. Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Association by such officers or agent or agents as the Board of Directors shall from time to time designate for that purpose. Any expenditure in excess of an amount to be determined annually by the Board shall be cosigned by the Vice-President/Treasurer and any other principal officer.

ARTICLE X

ASSET DISTRIBUTION UPON TERMINATION, DISSOLUTION, OR WINDING UP

In the event of termination, dissolution, or winding up of the Association in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the remaining assets of the Association to an entity or organization which is then exempt under Sections 501(c)(3) or 170(c)(2) of the United States Internal Revenue Code of 1986 as amended (or the corresponding provisions of any previous or future United States internal revenue law), or to more than one such entity or organization; or to the State of Tennessee, or any governmental subdivision thereof, exclusively for public purposes.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those members attending any duly constituted meeting of the members, provided that the substance of the amendment has been stated in the notice of such meeting and has been presented to each member entitled to vote at least twenty days prior to the date of the meeting.

This the 9th day of December, 2008.

President