

**BYLAWS
OF
ORLANDO ROWING CLUB, INC.
(a Florida not for profit corporation)**

ARTICLE I - GENERAL

Section 1.01. Name. This organization shall be known as Orlando Rowing Club, Inc. (the "Corporation").

Section 1.01. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding sections of any future federal tax code (the "Code") and to foster local, national, or international amateur rowing competition within the meaning of Sections 501(c)(3) and 501(j) of the Code, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to, the following purposes: (i) supporting and developing amateur athletes for local, national, or international rowing competition; (ii) fostering amateur rowing through education and instruction; (iii) implementing effective educational programs, sports training principles and strategies; (iv) hiring qualified athletes or professionals to develop programs or teach rowing; and (v) other activities consistent with the Corporation's charitable purposes.

Section 1.02. Fiscal Year. The fiscal year of the Corporation shall be January 1-December 31.

ARTICLE II - OFFICES

Section 2.01. Registered Office. The registered office of the Corporation in the State of Florida shall be 2200 Lee Road, Orlando, Florida, 32810, or such other location as may be determined by the Board.

ARTICLE III - MEMBERS

Section 3.01. Additional Programs. In addition to programs which support and achieve the stated purpose of the Corporation as defined in Section 1 01 above, collaborative programs may be sponsored. Presently this includes the Dragon Boat program. Specifics relationships, responsibilities, and expectations between the Corporation and collaborative programs will be defined in separate documents in the form of a Memorandum of Agreement.

Section 3.02. Membership. The Corporation shall have one class of membership ("**General Members**"), consisting of members that have met their membership dues obligations to the Corporation.

Section 3.03. Conditions of Membership. General Members in good standing have full voting rights, may represent the Corporation at regatta events, and may serve on the Board or committees of the Corporation. Good standing shall be defined as having no outstanding balance owed to the Corporation in excess of 30 days. Any exceptions must be validated and approved by the President and Treasurer. Other conditions of membership may be periodically reviewed and adopted by resolution of the Board.

Section 3.04. Membership Dues. The Board shall determine from time to time the amount of membership dues payable to the Corporation to establish membership in the Corporation.

Section 3.05. Other Fees. The Board shall determine from time to time the amount of other fees that may be assessed to the General Members of the Corporation.

Section 3.06. Membership Meetings. An annual meeting of the membership shall be held during the month of June, at the time and place determined by the Board. At the meeting, the General Members of record shall elect Directors to hold office until the next succeeding annual meeting and transact such other business as may properly be brought before the meeting. Any other meetings of the General Members shall be held when called by the President or any two (2) members of the Board at such places and at such times as be designated by the Board. At such meetings, the General members shall transact such business as may be properly brought before the meeting.

Section 3.07. Voting. Each General Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. The affirmative vote of a majority of the General Members represented at the meeting shall be the act of the members unless otherwise provided by law.

At each elections of Directors, every General member of record shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected at that time and for whose elections such members has a right to vote. There shall be no cumulative voting for the election of directors.

Section 3.08. Proxies. A General member, other person entitled to vote on behalf of a General Members pursuant to Section 617.0721 of the Florida Statutes, or a General member's attorney-in-fact, may vote either in person or by proxy in accordance with the provisions of the section.

A General member may appoint a proxy to vote or otherwise act for him by signing an appointment form either personally or by such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable by the member, except where the appointment form conspicuously states that it is irrevocable and the appointment is coupled with interest.

The authority of the holder of a proxy to act shall not be revoked by the incapacity or death of the member who executed the proxy unless, before the authority is exercised, notice of such death or incapacity is received by the Corporation's Secretary or other office or agent authorized to tabulate votes.

Section 3.09. Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by not less than the minimum number of General Members necessary to authorize or take such action at a meeting at which all General members were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated, and signed by the requisite number of approving General members, and delivered to the Corporation by delivery to its principal office in this state, its principal place of business, the Corporation's Secretary, or other officer or agent of the Corporation having custody of the Corporation's minute books. No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent delivered in the manner required by this Section, written consents signed by the number of holders required to take action are delivered to the Corporation by delivery as set forth in this Section.

Any written consent may be revoked prior to the day the Corporation receives the required number of consents to authorize the proposed action provided that such revocation is in writing and received by the Corporation as provided within this Section.

In the event the action to which the General Members consents is such that a certificate would be required to be filed under applicable law if such action had been voted on by General Members at a meeting thereof, the certificate to be filed under applicable law shall state that written consent has been given in accordance with the provisions of Section 617.0701 of the Florida Statutes.

The written consent of the members consenting to an action pursuant to this Section or the written reports of inspectors appointed to tabulate such consents shall be filed with the minutes of the proceeding filed with the Corporation.

Section 3.10. Property Rights. No member shall have any right, title, or interest in any of the property or assets of the Corporation, including any earnings or investment income of the Corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 3.11. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment toward the payment of such debts, liabilities, or obligations.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01. Duties and Powers. The government of the Corporation, the direction of its business and programs, and the control of its property and finances shall be vested in its Board of Directors (the "**Board**"). The Board shall have the authority to establish committees and to delegate authority to those committees as may be necessary to carry out the purposes of the Corporation and to select members to serve on those committees. The Board may, but is not required to, set out policy guidelines for use by members, staff, and committees. The Board shall

be responsible to make plans to raise sufficient funds for the ongoing operation of the Corporation.

Section 4.02. Qualifications.

(a) Each director must be a natural person who is twenty-one (21) year of age or older, a resident of the State of Florida, a General Member of the Corporation in good standing as defined in section 3.02, and must have agreed to accept the responsibilities of directorship.

(b) A director shall discharge his/her duties as director, including his/her duties as a member of a committee:

(i) In good faith;

(ii) With the care an ordinary prudent person in a like position would exercise under similar circumstances, and

(iii) In a manner he/she reasonably believes to be in the best interest or the Corporation.

(c) In discharging his/her duties, a director may rely on information, opinions, reports, or a statement and other financial data if prepared or presented by:

(i) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

(iii) A committee of the Board of which he/she is not a member if the director reasonably believes the committee merits confidence.

(d) A director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4.02 unwarranted.

(e) A director is not liable for any action taken as a director, or any failure to take action, if he/she performed the duties of his/her office in compliance with this section.

Section 4.02. Authority. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into 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 by the Board, 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 amount in excess of \$250. No Board member shall make public statements on behalf of the Board of Directors without authorization of the Board to do so.

Section 4.04. Approval. The Board must approve all offers for grant applications, contracts, subcontracts and agreements with other agencies, companies, or persons affecting the operations of the Corporation. The Board may delegate authority to the President or other officer to enter into grant applications, contracts, subcontracts, agreements with other agencies, companies, or persons, as it deems appropriate.

Section 4.05. Number. The Board shall consist of not more than thirteen (13) directors, all appointed or elected as set forth in Section 4.06 below. The Board may, from time to time, change the number or make up of the Board set forth in this Article by resolution. In no case shall the Corporation have less than three (3) directors and no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 4.06. Election and Term of Directors. Commencing in June 2015, the General Members shall elect up to seven (7) directors to serve two (2) year terms of office and up to six (6) directors to serve one (1) year term. Subsequently, at each annual meeting of the members, the General Members shall elect up to six (6) directors in even years (i.e., 2016, 2018, 2020...) to hold two (2) year terms and up to seven (7) directors in odd years (o., 2017, 2019, 2021...) to hold two (2) years terms. Terms of office will conclude on June 30 of the appropriate year.

If, for any reason, a director shall cease to hold the office set forth above, then such director's term of office shall be deemed terminated and the new holder of such office shall, upon resolution of the Board, be seated as a director of the Corporation to serve the remainder of the term.

The Nominating Committee shall present to the Board a list of candidates for the incoming Board nominees no later than thirty (15) days prior to the conduct of the annual meeting. Any member of the Board may propose additional nominations for election to the Board. A director, other than the nominee or the director making the nomination, must second each nomination. General Members in good standing may nominate themselves as additional candidates for election. The names of all director nominees shall be arranged on a ballot in alphabetical order per last name. The ballot will be presented by the President to the General Members at the annual meeting. Additional nomination for election to the Board may be made by the General Members from the floor. Unless waived by the General Members, election will be by secret ballot and those nominees with the greatest number of votes shall be deemed elected. The newly elected directors will take office on July 1.

Section 4.07. Compensation. A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No member of the Board or any committee whose jurisdiction includes compensation matters and received compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to nay committee regarding compensation.

Section 4.08. Vacancies. Vacancies on the Board shall exist (a) on the resignation, removal, or death of any director, and (b) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice as defined in Section 5.05 to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise prohibited by the Articles of Incorporation, a Board vacancy of an elected director shall be filled for the unexpired term by vote of the Board upon recommendation of the President, by a majority of those voting at a Board meeting.

Section 4.09. Removal. Any Board member may be removed for cause. As used herein, "Cause" shall mean (i) an act or acts of personal dishonesty taken by the director, (ii) the conviction of the director for any criminal act which is a felony, (iii) the director is found by a court of law to be guilty of or pleads guilty to or no contest to fraud, conversion, embezzlement, intentionally falsifying records or reports, or a similar felony, or (iv) any act or omission which the Board in its sole and exclusive discretion, believes to adversely affect the integrity, reputation, stature, or credibility of the Corporation. The Corporation shall cause a special meeting of the Board to be called and held at a time mutually convenient to the Board and the director, but in no event later than ten (10) business days after the director's receipt of the notice of such Board meeting. The director in question shall receive written notice as defined in Section 11.01 of the meeting and the specific charges being made against him/her. The director shall have the right to appear before such special meeting of the Board with legal counsel of his/her choosing to refute any determination of Cause specified in such notice, and any termination of director's service as a Board member by reason of such Cause determination shall not be effective until such director is afforded the opportunity to appear. Upon a two-thirds (2/3) vote of a quorum of the Board finding Cause, the director shall be deemed removed.

Any Board member who is absent three (3) consecutive meetings or four (4) meetings during a fiscal year shall be deemed to have resigned as a director, unless an exception is approved by a majority of the Board at the next regularly scheduled Board meeting.

Section 4.10. Liability. Board members shall not be personally liable for money damages to any person or any statement, vote, decision, or failure to take an action regarding corporate management or policy by an officer or director, or for the debts, liabilities, or other obligations of the Corporation unless:

- (a) The director breached or failed to perform such director's duties as a director; and
- (b) The director's breach of, or failure to perform such director's duties constitutes:
 - (i) A violation of the criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(iii) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 4.11. Conflicts of Interest. A policy for Conflicts of Interest will be established by the Corporation. This policy will supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Each director, and member of a committee with delegated powers from the Board, shall annually sign a statement which affirms such person:

(a) Has received a copy of the Conflicts of Interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands that the Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE V - MEETINGS OF THE BOARD

Section 5.01. Regular Meetings. Meetings of the Board will be held quarterly or more often depending upon the needs of the Corporation as determined by the members of the Board. The last meeting prior to June 30 of each year shall be designated as the annual meeting with proper notice to the General Members. A review of accomplishments, current / projected financial status, and upcoming programs will be presented to the members. Additionally, club officers and committee chairs will be available to answer questions from the General Members.

Section 5.02. Special Meetings. Special meetings of the Board may be called at any time by the President or, in his/her absence, by the Vice-President, or upon written receipt of a request signed by any two (2) directors.

Section 5.03. Place of Meetings. Meetings of the Board, annual or special, may be held within or without the State of Florida at such place or places as the Board may from time to time by resolution designate.

Section 5.04. Telephone of Similar Meetings. The directors may participate in, and hold meetings by means of conference telephone, e-mail correspondence, or similar communications such that all persons are able to participate in the meeting. A director participating in a meeting by such means shall be deemed to be present in person at such meeting.

Section 5.05. Notice. Written notice of all regular meetings of the Board will be communicated to members at least ten (10) days prior to the day such meeting is to be held. Written notice of all special meetings of the Board will be communicated to members at least two (2) days prior to the day such meeting is to be held.

Written notice communications may be transmitted electronically, by e-mail, by facsimile, by hand delivery, by mail, or by any other manner authorized by the Board and reasonably calculated to provide actual and timely notice to the members or appropriate parties.

Notice of a meeting of the Board need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections of the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting (or promptly upon such director's arrival), any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.06. Quorum. A majority of the directors present at any meeting of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board.

Section 5.07. Voting. Each member of the Board shall be entitled to one (1) vote on a properly made motion at a regular or special meeting. In the event of a tie, that President shall be empowered to cast an additional vote to break the tie.

Section 5.08. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board or a committee of the Board where corporate action is taken is deemed to have assented to the action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 5.09. Parliamentary Law. For all meetings of the Board, and all Standing Committees (hereinafter defined), all questions or disputes arising from voting procedures and parliamentary procedures shall be determined according to Robert's Rules of Order, Revised, except in cases where the rules are in conflict with these Bylaws.

ARTICLE VI - OFFICERS

Section 6.01. Officers. The officers of the Corporation will be the President, one or more Vice Presidents, the Secretary, and the Treasurer, and may also consist of one or more assistant secretaries or assistant treasurers, all of whom must be members of the Board, and such other officers as the Board may from time to time consider necessary for the proper conduct of the business of the Corporation.

Section 6.02. Election. At the Board's first regular meeting subsequent to July 1 of each year, the Board shall elect all officers by a majority vote of a quorum of the directors present at the meeting.

Section 6.03. Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of the Corporation may fill the pending vacancy before the effective date if the Board provides the successor does not take office until such effective date.

Section 6.04. Removal. Any officer may be removed for Cause (as defined in Section 4.09) by the Board by a vote of a two-thirds (2/3) of a quorum at a properly noticed regular or special meeting of the Board. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and the officer affected at least ten (10) days prior to the meeting.

Section 6.05. Vacancy. Any vacancy caused by resignation, removal, disqualification, death, or otherwise, of any officer shall be filled for the remainder of the term of office by a majority vote of a quorum of the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy in accordance with the aforementioned procedure.

Section 6.06. Officer Terms. Officers shall serve a one (1) year term as long as he/she is eligible to be a member of the Board. Additional one (1) year terms may be served by an officer as long as he/she is eligible to be a member of the Board. Each officer shall hold office until his/her successor has been duly elected.

Section 6.07. The President. The President will be the Chief Executive Officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board, and shall preside at all meetings of the Board and the General members. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President may sign, with the Secretary or other officer duly authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board except in cases where the signing and execution thereof shall have been expressly delegate by the Board, by the Bylaws, or by law to some other officer or agent of the Corporation.

Section 6.08. The Vice President(s). The Vice President will have the responsibility of acting in the absence or disability of the President and will perform such duties as may be assigned to him/her by the President or the Board. In the absence of the President, the execution by the Vice President on behalf of the Corporation of any instrument will have the same force and effect as if the President executed it on behalf of the Corporation. The Vice President will serve as the Chairman of the Board's Nominating Committee.

Section 6.09. The Secretary. The Secretary will be responsible for overseeing the Corporation's records and legal documents relating to the business of the Corporation except those of the Treasurer. The Secretary will present at each annual meeting of the Board a full report of the transactions and affairs of the Corporation for the proceeding year and will also prepare and present to the Board such other reports as the Board may desire and request at such time or times as the Board may designate. The Secretary will also be responsible for making complete and accurate records of the proceedings at each meeting of the members, the Board, and the Executive Committee and shall transcribe these records into minutes that reflect those proceedings within seven (7) days following each meeting and submit them to the appropriate person for proper distribution. The Secretary shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board or the President. Upon retirement of the Secretary from office, such person shall turn over to his/her successor or to the President of the Corporation all records, legal documents, and any other property of the Corporation in his/her possession. The Board may appoint an assistant or recording secretary, not necessarily a member of the Board.

Section 6.10. The Treasurer. The Treasurer shall have custody of all the Corporation's funds and financial records, shall keep full and accurate records of receipts and disbursements, and render accounts thereof whenever required by the Board or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board or the President. The Treasurer shall be responsible for all duties inherent in that position including overseeing timely reporting to funding agencies and government entities. The Treasurer shall present to the Board a financial summary at each regular meeting of the Board and an annual itemized report of all records and funds and shall present a summarized report at the annual meeting. The Treasurer shall be responsible for filing all annual reports and tax returns as required under state and federal law. If so required by the Board, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board may deem appropriate. If no Treasurer is elected by the Board, then the Secretary shall perform the duties of the Treasurer. Upon retirement of the Treasurer from office, such person shall turnover to his/her successor or the President of the Corporation all funds, books of account, and any other property of the Corporation in his/her possession.

Section 6.11. Delegation. Any officer of the Corporation, in addition to the powers conferred upon him/her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

ARTICLE VII - COMMITTEES

Section 7.01. Number and Purpose. The President or the Board, by resolution, may designate from among its directors one or more standing committees of which must have at least two (2) members and may designate advisory committees as the Board shall determine. The committees shall be organized as deemed necessary and appropriate to conduct the business of the Corporation.

Section 7.02. Appointment, Authority, and Vacancies. Unless otherwise specified herein, the President shall appoint all committee chairmen. The committee chairman for each particular

committee may appoint committee members. Committee appointment shall serve at the will and pleasure of the committee chairman and the Board. No committee chairman appointment shall exceed a period of twelve (12) months from the time the appointment was made. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. In the event that any member of a standing committee shall resign, the committee chairman may appoint another director to serve on such standing committee; in the event that any member of an advisory committee shall resign, the committee chairman may appoint another member to serve on such advisory committee.

Section 7.03. Limitation on Authority. No action by a director or a committee chairman shall be binding upon, or constituted an expression of the policy of, the Corporation until such action shall have been approved or ratified by the Board. Further, no standing or advisory committee shall have the authority to:

- (a) Approve or recommend to members action or proposals required by law to be approved by members;
- (b) Fill vacancies on the Board or any committee thereof; or
- (c) Adopt, amend, or repeal the Bylaws

Section 7.04. Standing Committees. The Corporation shall have the following standing committees.

(a) Executive Committee. An Executive Committee shall be established to possess and exercise all powers of the Board between meetings of the Board, except as otherwise provided in these Bylaws. The Executive Committee shall report its observations, reaction, or actions at the next meeting of the entire Board. The President, Vice President, Secretary, Treasurer and one (1) additional Board member elected by the majority of the Board shall comprise the Executive Committee.

Meetings of the Executive Committee may take place from time to time as called for by the President. No vote may take place without a quorum of Executive Committee members present. A quorum for the Executive Committee shall be defined as a majority of the members of the Executive Committee members. The Board by majority vote shall fill vacancies on the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

(b) Finance Committee. The Finance Committee shall be responsible for establishing the financial records for the Corporation; producing the Corporation's financial statements as required by the Board, preparing the annual budget and supervising an annual financial audit or review, as the case may be. The Treasurer shall serve as the Chairman of the Finance Committee. The members of the Finance Committee may consist of General Members who are

not also members of the Board; shall be either self-nominated or nominated by the President, Vice President, or Treasurer; and subsequently approved by the Board.

Section 7.05. Advisory Committees. The Corporation shall have such advisory committees as may from time to time be designated by resolution by the Board or the President. These committees may consist of General Members who are not also members of the Board and shall act in an advisory capacity to the Board regarding the subject matter of such advisory committee, but shall have no authority of the Board. General Membership in good standing is the criteria to serve as members on all committees. Such committees may include, but are not limited to:

(a) Nominating Committee. The Nominating Committee shall have the primary responsibilities to recruit General Members to serve on the Board and to recommend Board members to the General Members for elective office. These responsibilities will be met by ensuring that the full range of member and community views and values are incorporated into the Corporation's decision-making, through the effective recruitment of prospective Board members and by the elective officers of the Board. The Nominating Committee also may develop and make recommendations regarding nomination for board officers. Minutes or reports of relevant issues and meetings of the Nominating Committee will be presented at the next regular Board meeting.

The Nominating Committee is chaired by the Vice President. It is recommended that it shall consist of the Vice President and at least four (4) members of the Board or General Members.

(b) Rowing Development Committee (RDC). The RDC, with Board approval, establishes and oversees the rowing development programs offered by the Corporation. This includes curriculum development, marketing, scheduling, enrollment, coach selection, and management. The RDC also acts as a liaison for issues related to the Corporations programs and coaches. Program participants will direct any issues related to program or coaches to the RDC for review and resolution. The RDC will be the Corporation's authority over all crews / rowers that use club boats, oars, and equipment. The scope of the RDC's work will be defined by its policies and procedures. The Board at its discretion may modify or assign additional responsibilities to the RDC from time to time. . The Corporation's Rowing Directors, Sculling and Sweep, shall also serve as members of the RDC. The RDC is responsible, together with the Equipment Committee, for the establishment and enforcement of the club equipment usage policy. The RDC is also responsible for the establishment and enforcement of a guest rower policy and rules that encourage safe rowing. Minutes or reports of relevant issues and the RDC meetings will be presented at the next regular Board meeting.

(c) Facilities Committee. The Facilities Committee is responsible for all property of the Corporation, other than rowing and coaching related equipment. The Facilities Director shall serve as the chairman of the Facilities Committee and shall manage efforts for keeping the Corporation's property in good order and shall establish and enforce all boathouse rules, including a private boat storage policy, subject to adoption by the Board. The Facilities Committee is responsible for distributing and collecting boathouse keys to/from members. Safety rules shall be posted at the boathouse. Nothing in this section shall be construed as

placing upon the Corporation the responsibility of ensuring the safety of members. Minutes or reports of relevant issues and Facilities Committee meetings will be presented at the next regular Board meeting.

(d) Equipment Committee. The Equipment Committee shall include participation by the Facilities Director, the Sweep Director, and the Sculling Director. The Equipment Committee is responsible for making recommendations to the Board about acquiring equipment for the benefit of the General Members. The Equipment Committee is also responsible for overseeing the maintenance of all of the Corporation's rowing and coaching related equipment including shells, oars, launches, motors, boats, trailers, cox boxes, ergometers, and related rowing equipment. This includes evaluation, purchase, transportation, maintenance, and safekeeping. The Equipment Committee shall also be responsible, together with the RDC, for the establishment and enforcement of an equipment usage policy. . Minutes or reports of relevant issues and the Equipment Committee meetings will be presented at the next regular Board meeting. .

(e) Membership Committee. The Membership Committee is responsible for disseminating all information concerning the Corporation and its activities to current and prospective members, keeping the membership list current and making such a list available to the General Members. The Membership Committee is responsible for organizing events and activities which promote communications and camaraderie among current and prospective members. Minutes or reports of relevant issues the Membership Committee meetings will be presented at the next regular Board meeting.

(f) Regatta Committee. The Regatta Committee is responsible for identifying the regattas at which the Corporation's members will participate during the year, communicating a regatta schedule, coordinating/submitting the registration of members wishing to participate in such regattas and the collection of all related fees, , organizing the loading/unloading of equipment on trailers, arranging for boat transportation to/from regatta or the rental of equipment at the regatta site, and when appropriate coordinating hospitality services (together with the Membership Committee) at race events on behalf of members. Minutes or reports of relevant issues and the Regatta Committee meetings will be presented at the next regular Board meeting.

Section 7.06. Other Committees. The Corporation shall have such other committees, standing or advisory, as may from time to time be designated by resolution of the Board or by the President.

Section 7.07. Quorum. Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be an act of the committee.

Section 7.08. Policies and Rules. The Board may adopt policies and rules governing the conduct of each committee. Each committee shall abide by the policies and rules adopted by the Board; provided, however, that such policies and rules shall be consistent with these Bylaws.

Committees shall keep written minutes of all meetings and proceedings, copies of which shall be provided to the Board on a timely basis.

ARTICLE VII - FUNDS, DEPOSITS, AND CHECKS

Section 8.01. Annual Budget. At least thirty (30) days prior to the beginning of the fiscal year, the Finance Committee shall prepare and present a budget of estimated expenses and revenue for the coming fiscal year, including a specific amount for each committee operation and submit them to the Board. The new budget shall be approved no later than thirty (30) days after the start of the fiscal year. The budget shall become the appropriation measure of the Corporation. No committee or task force may exceed its appropriation with the authority of the Board.

Section 8.02. 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 may select.

Section 8.03. Disbursements. Upon approval of the budget, the President, the Treasurer, and/or authorized officers will make disbursements on accounts and expenses provided for by the budget without additional approval of the Board. The Board may authorize a petty cash fund. Disbursements shall be made by check in accordance with the Corporate Resolution on file at each depository that shall include either the President or Treasurer or other authorized officers as a signatory. The Board shall approve designated signatories. Disbursements over \$500 shall require the signatures of two (2) signatories, as designated by the Board and incorporated into said Corporate Resolutions, except that the President, the Treasurer, and/or authorized officers shall have the authority to make disbursements not exceeding \$500, in a single transaction or in a series of related transactions in the ordinary course of business, without prior Board approval. Any disbursement made by the President, the Treasurer, and/or authorized officers in excess of \$500, in a single transaction or series of related transactions shall require prior Board approval.

All disbursements of corporate funds exceeding \$500 using the Corporation's credit card, in a single transaction or in a series of related transactions, require prior Board approval. All disbursements of corporate funds using the Corporation's debit/credit card for any transaction require the prior approval of the Treasurer or the President for any transaction.

ARTICLE IX - CONSTRUCTION AND TERMS

Section 9.01. Conflicts in Charter Documents. If there are any conflict between the provisions of the Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Section 9.02. Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions an portions of these Bylaws shall be unaffected by such holding.

Section 9.03. Ambiguity. To the extent there is any ambiguity or conflict in these Bylaws or the Corporation's Articles of Incorporation, the Board may, in its sole and exclusive discretion,

resolve any such ambiguity or conflict as it deems appropriate and in the best interests of the Corporation.

ARTICLE X - POWERS AND RESPONSIBILITIES

Section 10.01. Power to Indemnify. The Corporation shall indemnify and hold harmless any member of the Board, officer, or former member of the Board or officer, from any suit or damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his/her capacity as a Board member, officer, employee, committee member or ex-officio, except in cases involving willful misconduct to the full extent permitted under Section 617.0831 of the Florida Statutes. The Corporation will have the power to purchase or procure insurance for such purposes.

Section 10.02. Books and Records. The Corporation shall keep correct and complete books and records of accounts, including its Articles of Incorporation and its Bylaws, and amendments thereto currently in effect; its most recent annual report delivered to the Department of State required by Section 617.1622 of the Florida Statutes; accounts of its properties, and business transactions and accounts of its assets, liabilities, receipts, disbursements, gain and losses; minutes of all meetings of directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and absent and the proceedings thereof; and it will keep at the registered or principal an alphabetical record giving the names and addresses of the General Members entitled to vote.

Section 10.03. Right to Copy and Make Extracts. Every member or their designated agent or attorney shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. This right shall not include the release of any personally identifiable information in order to safeguard protection of members from identity fraud, theft, or misuse. The right to copy shall include the cost at such member's expense and will be attended by the President or authorized member of the Board. The President or authorized member of the Board must be given forty-eight (48) hours written notice of intent.

Section 10.04. Periodic Reports. The Board shall cause any annual report or periodic report requested under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within sixty (60) days following the end of the fiscal year or calendar year or annually on such date as is otherwise provided by the Bylaws. The report shall include a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

Section 10.05. Dissolution. Upon the dissolution of the Corporation, after the payment or provision for the payment of all the liabilities of the Corporation, all of the assets of the

Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes. In no event however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE XI - MISCELLANEOUS

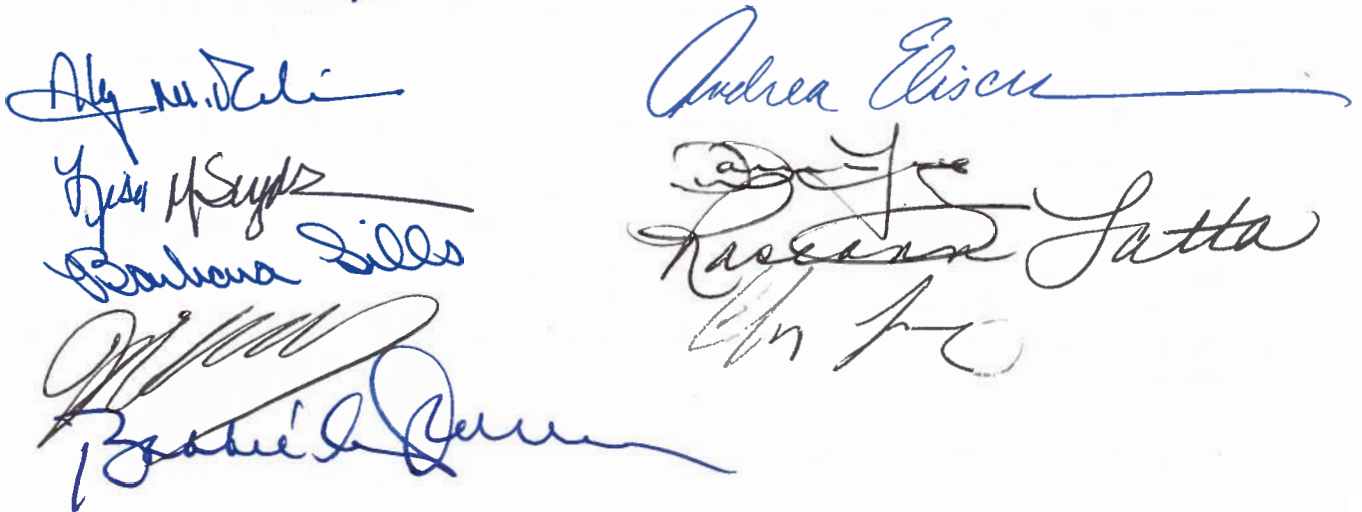
Section 11.01. Notice. As used in these Bylaws, "written notice" or "notice" shall include notice by e-mail, facsimile, other electronic transmission.

Section 11.02. Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon may be described by law or by the Board. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

ARTICLE XII - AMENDMENTS

Section 12.01. Amendment of Bylaws. The Board may amend these Bylaws to include or omit any provision that they could lawfully include or omit at the time the amendment is made. The Bylaws may be amended and repealed and additional bylaws added or adopted by a majority vote of the entire Board at a special or regular meeting of the Board called for that purpose. Notification of the proposed Bylaw changes will be provided to all General Members of the Corporation at least two (2) weeks prior to any meeting at which a vote will be taken on such changes.

The Bylaws were duly adopted at a regular meeting of the Board of Directors of the Corporation held on April 21, 2015.



Handwritten signatures of board members in blue ink. On the left side, from top to bottom: Aly M. D'Elia, Lisa H. Sudds, Barbara Liles, and a signature that appears to be "Barbara Liles" written in a stylized cursive. On the right side, from top to bottom: Andrea Eiscu, a signature that appears to be "Rosa J. Latta", and another signature that appears to be "Rosa J. Latta" written in a stylized cursive.