

## **BY-LAWS OF PRINCE WILLIAM CREW ASSOCIATION, INC**

### **ARTICLE I – NAME AND PURPOSE**

Section 1.01: Name. The name of this corporation is Prince William Crew Association, Incorporated, hereinafter referred to as PWCA.

Section 1.02: Purpose. PWCA is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purpose of this organization shall be to coordinate the efforts of its member organizations by providing a cohesive entity to administer those physical assets (boathouse and storage areas) leased to this organization by Prince William County Park Authority of Virginia; and to provide guidance, aid, assistance, and encouragement to member organizations; and to provide an interface with County and public school officials of the County of Prince William, Virginia, for the support of the rowing teams of Prince William County high schools. To the extent that they support scholastic rowing teams, PWCA will provide guidance and similar support to other Prince William County rowing organizations.

### **ARTICLE II – FISCAL YEAR, ADDRESS, AND REGISTERED AGENT**

Section 2.01: Fiscal Year. The fiscal year of PWCA will begin on the first day of July each year and end on the last day of June in the following year.

Section 2.02: Corporate Address. The official address of PWCA will be published separately each year following the election of the Board of Directors. The mailing address of PWCA is P.O. Box 2393, Woodbridge, Virginia 22195.

Section 2.03: Registered Agent. The registered agent of the PWCA shall be the Treasurer of the PWCA, unless the Board of Directors appoints some other person.

### **ARTICLE III – MEMBERSHIP**

Section 3.01: Membership. PWCA is composed of three types of members: Full, Associate, and Honorary.

3.01(1): Full Membership. Full Membership in the PWCA shall be capped to those high school rowing clubs currently members (Forest Park, Gar-Field, Hylton, Potomac, Woodbridge, and Colgan provided that they remain in good standing) until such time as additional rowing facilities become available or a club is dissolved or terminates its membership. Once additional facilities become available, membership shall be open to any organization that functions exclusively as a non-profit boosters club in support of a single Prince William County high school rowing team. Full membership status is contingent on being duly constituted as described in Article VII, Section 7.01. and acquiring rowing assets.

3.01(2): Associate Membership. Associate Membership status shall be open to any Prince William County, Virginia organization duly constituted as described in Article VII, Section 7.01. and that functions to further the sport of rowing. This includes, but is not limited to, high school rowing booster clubs and community rowing clubs.

3.01(3): Honorary Membership. Honorary Membership may be conferred upon an individual who, having made an outstanding contribution to PWCA, has been proposed by an active Full Member organization representative to the PWCA Board of Directors. Approval requires the consent and approval of 2/3 of the Board of Directors present at the regular meeting. An Honorary Member shall have the privileges of PWCA including the right to hold office. The Honorary Member shall only have the right to vote on questions if elected to an officer position. Honorary Memberships are conferred for life.

Section 3.02: To maintain membership in good standing, a Full Member organization must comply with these By-Laws and PWCA agreements made pursuant to these By-Laws.

3.02(1): Membership revocation. PWCA retains the right to revoke membership of any member organization or Honorary member by two-thirds (2/3) vote of voting members of the Board of Directors. Examples of grounds for revocation may be disregard and flagrant safety violations; failure to meet financial responsibilities; failure to comply with PWCA By-Laws and other approved directive/guideline documents. All PWCA rights and privileges due that member organization will be forfeited as the revocation of membership date. A good faith effort to contact the affected member will be made to notify the member of the upcoming vote. The affected member will be afforded the opportunity to discuss the motion for membership revocation.

Section 3.03: Application. Application for membership in PWCA may be made in writing to the Board of Directors at any time. The Board of Directors shall bring such application for membership before the full PWCA membership for consideration at the next quarterly meeting.

Section 3.04: Notification. Every organization admitted to membership shall be notified immediately in writing and furnished with a copy of these By-Laws and other pertinent documents.

Section 3.05: Each organization admitted into membership shall agree to follow PWCA By-Laws, policies, guidance, agreements and procedures developed to support PWCA.

Section 3.06: Disagreements and Arbitration: It is the intent of these By-Laws that the member organizations shall both agree upon the interpretation of these By-Laws and abide by the procedures established in these By-Laws. Failure of a member organization to do so may ultimately result in revocation of the organization's membership in accordance with Section 3.02.

In the event of a disagreement between PWCA and a member organization which has resulted in notification of intent to vote on revocation of the member organization's membership under Section 3.02, the following arbitration procedure is established to be used when applicable:

1. The member organization may request arbitration in writing setting forth specific disagreements(s) with PWCA to be arbitrated.
2. To qualify for arbitration, the organization must be in good standing.
3. The arbiter(s) may be the combined Activity Directors of the schools of the member organizations, or the Prince William County Park Authority, or a mutually agreed neutral third party.
4. Role of the arbiter is to hear evidence concerning the dispute and to make a decision based on the evidence and the By-Laws of PWCA.
5. The decision of the arbiter shall be binding on the member organization and PWCA.
6. The costs of arbitration, if any, shall be divided equally between the member organization and PWCA.

## **ARTICLE IV – BOARD OF DIRECTORS AND CORPORATE OFFICERS**

Section 4.01: Representation. PWCA shall be governed by a Board of Directors composed of the President and Treasurer of each Full Member organization for a total of two (2) voting representatives from each Full Member organization. Each of these representatives must be knowledgeable of recent PWCA issues and proceedings, knowledgeable of their own organization's recent issues and proceedings, and empowered by his/her member organization to act on any business before the Board of Directors. Associate Member organizations may have up to two (2) non-voting representatives on the Board of Directors who shall meet the same knowledge requirements listed above.

Section 4.02: Officers. The PWCA Corporate officers shall consist of a President, Vice President, Treasurer, and Secretary. The Corporate Officers may meet independently as an Executive Board to address PWCA business not requiring a Board of Directors vote.

Section 4.03: Election and Term of Office. The Board of Directors of PWCA shall elect officers from among the Full Member Organization members and Honorary members of the Board at its last regular meeting of each fiscal year. The officers shall be elected for a one-year term coinciding with the fiscal year. Voting may, but need not be, by secret ballot. A Member organization that has a representative elected as a PWCA Corporate Officer shall be entitled to replace that individual as a voting member for that organization.

Section 4.04: Vacancies. Vacancies in any of the corporate officer positions shall be filled by selection by the Board of Directors as soon as possible, but not later than the next regular meeting. Any such person elected shall serve the remainder of the term.

Section 4.05: Removal of Corporate Officer. Any Corporate Officer of the Board of Directors may be removed for cause by a two-thirds (2/3) vote of the voting members of the Board of Directors. A good faith effort to contact the affected member will be made to notify the member of the upcoming vote. The affected member will be afforded the opportunity to discuss the motion for membership revocation.

Section 4.06: Duties of Officers.

Section 4.06(1): The President shall preside at all meetings and shall serve as Chairman of the Board of Directors.

Section 4.06(2): The Vice President shall assist the President in the discharge of his/her duties, and shall officiate in the President's absence. The Vice President shall chair the Standing Committee on Operations and Boathouse Maintenance.

Section 4.06(3): The Secretary shall keep a complete journal of the proceedings. The Secretary shall be responsible for notifying Board members of all regular and special meetings and shall keep an accurate membership roster including telephone numbers. The Secretary is responsible to provide all members of the Board of Directors with draft minutes of PWCA Board of Director meetings within a reasonable time period (approx. 1 week) following the conclusion of the meeting. The secretary shall be responsible for maintaining all official PWCA Documents to include the Master Eligibility Lists from which boathouse proportional representation is derived.

Section 4.06(4): The Treasurer shall receive all monies paid to the PWCA, deposit such monies in a

financial institution approved by the Board of Directors and disburse monies by the authority of the Board of Directors. He/She will keep regular accounts of receipts and expenditures of PWCA, and present a financial statement to the Board of Directors at each regular meeting. The Treasurer shall, with the assistance of other members of the Board, prepare all other financial reports required from PWCA to operate under the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The Treasurer shall also be responsible for maintaining vital records, currency of all insurance policies, and required state and local documents. The Treasurer will chair the Standing Committee on Fees and Budget.

## **ARTICLE V – COMMITTEES**

Section 5.01: Creation. The Board of Directors is hereby empowered to create such committees it deems necessary. Such a committee may be a Standing Committee or Temporary Committee. The committee chair of the Standing Committee shall be determined by these By-Laws. The committee chair for a Temporary Committee shall be appointed by the President of PWCA. Committee members may be, but need not be, members of the PWCA Board or its member organizations. Full member organizations will identify by name individuals who will be capable of consistent attendance to all standing committees.

Section 5.02: Standing Committees. Two standing committees shall be created: the Standing Committee on Fees and Budget and the Standing Committee on Operations and Boathouse Maintenance.

Section 5.02(1): Standing Committee on Fee and Budget. This committee shall have one consistent representative from each Full Member organization and will be chaired by the PWCA Treasurer. This committee shall meet by June 10<sup>th</sup> each year to recommend a budget for PWCA for the next fiscal year and recommend boathouse revenues, other standard allocations and usage fees, and any other appropriate revenues needed to fund PWCA activities and any reserves deemed prudent. This committee shall annually recommend to the Board of Directors fiscal guidance concerning payment of unscheduled or unplanned expenses. These recommendations will be presented to the Board of Directors for approval at the first meeting of the next fiscal year. The committee may meet as necessary at other times of the year to facilitate its business or respond to requests of the Board of Directors.

Section 5.02(2): Standing Committee on Operations and Boathouse Maintenance. This committee shall have one consistent representative to be identified from each Full Member organization and will be chaired by the PWCA Vice President. This committee shall meet as needed throughout the year to effect policies established by the Board of Directors. The committee will interface with Prince William County Park Authority; will develop Standard Operating procedures and protocol for boat and launch operations in the vicinity of the PWCA boathouse; and will oversee safety, scheduling, rack and storage space operations. The committee shall have oversight of ongoing facility operations and maintenance and such other special projects as designated by the Board of Directors. The committee shall develop and maintain an Operations Handbook outlining the procedures to be followed by all PWCA members for boathouse operations.

## **ARTICLE VI – MEETING and VOTING**

Section 6.01: Regular Meeting Dates. The PWCA Board of Directors shall hold the first meeting of the fiscal year during the month of July, at a suitable and convenient time and place for a majority of the members. Subsequent meetings shall be on a date and at a time agreed to by the Board of Directors of PWCA, in the months of November, February, and June.

Section 6.02: Special Meetings. Special meetings may be called by the Secretary at the direction of the President of the PWCA. A request for a special meeting may be made by any member organization to the President, who will determine if such a meeting is necessary or if the matter may be dealt with at a regularly scheduled meeting.

Section 6.03: Notice of Meetings. The Secretary of the PWCA shall notify each Board member of the date, time and place of each regular and special meeting. Written notice should be provided, whenever possible, at least seven (7) days but not more than twenty-one (21) days prior to the meeting. Delivery of notice by any means shall be considered complete and adequate service of notice. E-mail is considered a valid notification upon receipt by the Secretary of an e-mail in acknowledgement of receipt of notification.

Section 6.04: Voting Members. The voting members of the Board of Directors shall be two (2) for each Full Member organization, as defined in Section 4.01, plus the members of the Executive Board, as defined in Section 4.02. Voting procedures shall be in accordance with Section 6.06.

Section 6.05: Quorum. A quorum shall be two-thirds (2/3) of the voting members of the PWCA Board of Directors and Corporate Officers and must include at least one representative from each Full Member organization. If at any meeting a quorum is not present, the President shall reschedule the meeting for a new date not less than seven days and not more than twenty-one days later. The Secretary shall then provide each Board member not present with the notice of the newly scheduled meeting date, time and location.

Section 6.05(1): Failure to achieve a Quorum. If a Member Organization fails to be represented at a scheduled meeting after due notification (Section 6.03), the President of PWCA will reschedule that meeting at a date no later than three weeks from the initially scheduled meeting. The Member Organization responsible for this rescheduling will be formally censured. If the Member Organization fails to send a representative to any further meeting during the Fiscal Year, then that Member Organization will have its voting privileges revoked for the remainder of the Fiscal Year and also not be included in the calculation of quorum for that period. If a Member Organization remains unrepresented for an entire Fiscal Year, then that organization's membership in PWCA is automatically revoked.

Section 6.06: Voting. Each voting member of the PWCA Board of Directors and each Corporate Officer present at a meeting shall be entitled to cast one vote on each question. The vote of the majority of the members present shall decide any question brought before the Board of Directors, except for the amendment of the Articles of Incorporation and these By-Laws and revocation of membership (Section 3.04). Associate Member representatives or Honorary members not in a Corporate Officer position shall not be entitled to vote on any question.

Section 6.07: Proxies and Delegates. (amended 1/2017) When necessary, a Board member can be represented by and cast his/her vote through a knowledgeable (see Section 4.01) proxy/delegate from his/her member organization by providing written (including email) notice of the name of such proxy/delegate to the PWCA President at least 24 hours prior to any PWCA meeting. Each Full Member organization shall, however, endeavor to have two members of their organization present at each PWCA meeting. In the absence of the PWCA President, his/her duly authorized proxy/delegate (per the written notice procedure outlined previously in this section) can cast his/her vote, but the chair of the meeting devolves to the PWCA Vice President, Secretary, or Treasurer (in that order).

Section 6.08: Order of Business. The order of business at all PWCA meetings shall be:

- a. Roll call of members to establish a quorum
- b. Reading/amendment/acceptance of minutes of preceding meeting
- c. Election of officer (June meeting only)
- d. Approval of the Budget (July meeting)
- e. Reports of officers and committees
- f. Unfinished business
- g. New business
- h. Open time: crews discussion
- i. Adjournment

## **ARTICLE VII – MEMBER ORGANIZATIONS**

Section 7.01: Formation of Member Organizations. Organizations may be designated a Full Member at any time upon meeting the eligibility requirements of Section 3.01 and being duly constituted as described in this paragraph. An organization shall be duly constituted when by-laws or a constitution for its operation are adopted, officers required by those by-laws are duly elected, and the organization is incorporated in the state of Virginia.

Section 7.02: Associate member organizations meeting the eligibility requirements in Section 3.01(2) and duly constituted as described in this paragraph may be designated at any time. An associate Member organization shall be duly constituted when by-laws or a constitution for its operation are adopted and officers required by those by-laws are duly elected.

Section 7.03: Application for membership: Application for membership shall be made as directed in Article III, Section 3.05 and in accordance with eligibility requirements detailed in Article III, Section 3.01 and 3.02. Organizations accepted for membership within a fiscal year are immediately eligible for representation on the PWCA Board of Directors as described in Article IV, Section 4.01. However, the PWCA officers presiding at the time of acceptance of a new member organization shall fill out their terms.

Section 7.04: PWCA Expenses. Member organizations in the PWCA are required to share in all PWCA corporate expenses, both budgeted and unplanned or unscheduled. Such expenses as voted upon and approved by the PWCA Board of Directors will be billed to the member organizations by the PWCA treasurer.

Section 7.05: Member Organizations Income, Assets, and Liabilities. Member organizations shall be responsible for financing their individual organization's activities. Title to all property assets acquired through the fundraising activities of the member organization, by any means, shall vest in that chapter. All member organizations are expected to share assets as appropriate for the general aid and encouragement of the scholastic rowing, but utilization of specific aspects shall be determined by the individual owning member organizations.

Section 7.06: PWCA Activities: Any activities, fundraising or any other type, done in the name of or the behalf of PWCA, must have the prior knowledge and sanction of the PWCA Board of Directors.

Section 7.07: Member Organization Dissolution. If any member organization dissolves for any reason, that member organization shall so inform PWCA by the most expeditious means. If there are no representatives or registered agent available to inform PWCA of that member's status, PWCA retains the right to revoke membership status after an appropriate period of time without contact with the member

organization. All PWCA rights and privileges due that member organization will be forfeited as of the dissolution or revocation date of membership. All assets of the organization will be removed from PWCA administered locations within 30 days of dissolution or revocation, failure to do so will result in the removal and storage of such items at the expense of the organization.

#### **ARTICLE VIII – OPERATIONS:**

Section 8.01: Activities. All Full and Associate member organizations shall coordinate activities at PWCA controlled facilities with the Board of Directors prior to the activity. PWCA will develop an Operations and Maintenance Handbook which all crews and Associate Member representatives shall be responsible for complying with at all times during boathouse operations.

Section 8.02: Safety. PWCA shall develop and update annually, or as required, safety procedures, and all member organizations shall follow these procedures at all times during all activities.

Section 8.03: Facility Use. The PWCA Board of Directors shall be the determining body for appropriate use of PWCA controlled facilities. This includes but is not limited to leasing and subleasing of racks, storage, boathouse modification, and member activities. Only member organizations will be authorized to store equipment in PWCA controlled facilities.

Section 8.04: Fees. All Full and Associate member organizations will be assessed usage fees as approved by the Board of Directors. Fees are due upon receipt of notification and are delinquent if not paid within 30 days of notification. Following notice of delinquency, members may lose their “membership in good standing” privileges and may be subject to a monetary fine as determined by the Board of Directors.

Section 8.05: Boat Rack Allocation. The Board of Directors will allocate each Full Member organization a proportional share of each type of rack and boat-storage space available in the boathouse as determined by Full Member Organization rower team size over a three-year period as outlined in Section 8.07. Racks capable of holding an “eight” will be designated an “eight” rack; racks capable of holding a “four” will be designated a “four” rack, and other space available for smaller boats will be similarly designated by the Board of Directors. Each category of rack and boat-storage space: “eight”, “four”, “double”, and “single” storage will be allocated according to the proportion of the boathouse population that a Full Member Organization represents. (example: with a total population of 250 rowers a Full Member Organization of 50 rowers would represent 20% of the boathouse rack and space, per rack category that would be 6 of 28 eight racks and 5 of 20 four racks or 74 seats.) **IN ALL CASES**, the Standing Committee on Operations and Boathouse Maintenance (Section 5.02) in accordance with the proportional guidelines shall determine the allocation of space in designated assigned rack and boat-storage location for each Full Member Organization for the year. The use of a rack once designated is at the discretion of the Full Member Organization following notification to the Standing Committee.

Section 8.05(1): In the first and second year of a new Full Member Organization being admitted to PWCA, the Standing Committee on Operations and Boathouse Maintenance will utilize their best estimate of team sizes to allocate racks and boat storage space, in lieu of utilizing the procedure outlined in Sections 8.05, due to the fact that new teams will likely not have a three-year master eligibility list history.

Section 8.06: Implementation of Changes in Fees and Boat Rack Allocation. Changes in fees and boat rack allocations approved by the Board of Directors (Section 5.02) shall go into effect on January 1. Member organizations must vacate boat racks being transferred to other member organizations as part of reallocation.

Section 8.07: Team Size. Team size is defined as the average number of students participating in a Full Member organization's spring rowing program as identified on their Master Eligibility List (MEL). A copy of their MEL shall be submitted to PWCA yearly, prior to the start of the first sanctioned regatta of the spring rowing season. PWCA may impose an MEL verification at anytime following a Members submission.

#### **ARTICLE IX – FINANCIAL RECORDS**

Section 9.01: Audit. At the close of the fiscal year the financial books and records of the PWCA shall be audited by a certified public account or other such person designated by the Board of Directors. A report of such audit shall be prepared in accordance with the requirements of the PWCA Board of Directors prior to the fillings of any and all local, state, and federal corporate reports. Any person who is a member of a PWCA member organization will be furnished a copy of the financial audit upon presentation of a written request to the PWCA Board of Directors.

#### **ARTICLE X – AMENDMENTS**

Section 10.01: 2/3 Majority Vote. These by-laws may be amended by a two-thirds (2/3) vote of all voting members of the Board of Directors.

Section 10.02: Proposal of Amendments. Amendments to these by-laws shall be proposed in writing by any member of the Board of Directors of PWCA or any PWCA Full Member organization