

Colgan Crew Association, Inc.
BYLAWS

ARTICLE I: NAME AND PURPOSE

Section 1. The legal name of this organization is the Colgan Crew Association, Inc., hereinafter referred to in these bylaws as the Association.

Section 2. It shall be the purpose of the Association to encourage, maintain, and further participation of parents / guardians, teachers, adults and students in the community in active support of scholastic rowing primarily, but not necessarily limited to, supporting the Charles J. Colgan High School Crew Program. Said organization is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. The Association shall further promote, assist, and support all rowing activities of the Charles J. Colgan High School Crew Program with financial assistance, human resources, management, and consultative advice.

Section 4. The Association shall be noncommercial, nonsectarian, and nonpartisan. It shall neither endorse a commercial enterprise nor a candidate. The name of the Association or the names of any members in their official capacities shall neither be used in any connection with a commercial concern nor with any partisan interest, or for any other purpose other than the regular work of the Association.

ARTICLE II: GENERAL

Section 1. The Association shall conduct its affairs so as to qualify for tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of the U. S. and laws of the Commonwealth of Virginia, and in such other jurisdictions, if any, where it has operations.

Section 2. The Association fiscal year shall begin on July 1st of one calendar year and end on June 30th of the succeeding calendar year.

Section 3. The Association's Board of Directors shall determine any question as to the proper interpretation of any of the provisions of these bylaws.

ARTICLE III: MEMBERSHIP

Section 1. The Association shall have four types of membership: (1) General, (2) Ex-Officio, (3) Associate, and (4) Honorary.

Section 2. Each parent / guardian of a student-athlete who is a participant on the Charles J. Colgan High School Crew Team during the current fiscal year shall be a General Member. Each such parent / guardian shall be entitled to all privileges of the Association including the right to vote at the annual Association meeting and to hold office as a member of the Board of Directors if elected.

Section 3. An Ex-Officio Membership shall be accorded to all coaches as authorized by the Executive Committee. Ex-Officio Members do not exercise voting privileges nor hold an office in the Association; however, Head Coach/Coach's input is required in all matters pertaining to the Crew Program. Membership fee is waived for Ex-Officio members.

Section 4. An Associate Membership may be accorded to any person to encourage, maintain or further participation of parents / guardians, teachers, adults and/or students in the community in active support of scholastic rowing primarily, but not necessarily limited to, supporting Charles J. Colgan High School Crew Program. Associate Membership will be extended to sponsors, purchasers of advertising, or donors of gifts. Associate Members may neither vote nor hold an office in the Association. In some cases, a nominal fee will be applied.

Section 5. An Honorary Membership may be so designated by the Board of Directors at any regularly scheduled meeting with a two-thirds affirmative vote from an established quorum. Honorary Members may neither vote nor hold an office in the Association. The Principal, Director of Student Activities, and school sponsor (if applicable) at Charles J. Colgan High School will be accorded an honorary membership to the Board, which will be continuing in nature. Membership fee is waived for Honorary members.

ARTICLE IV: GOVERNMENT

Section 1. The Association shall be managed by a Board of Directors, composed of no fewer than seven Directors, including the Officers of the Association as set forth in Section 2 hereof. The remainder of the Board of Directors shall be comprised of Committee Chairpersons as set forth in Section 3 hereof. Duties and responsibilities of Directors are detailed in Article V of these bylaws.

Section 2. The Officers of the Association shall consist of a President, a Vice President for Membership, a Vice President for Administration, a Treasurer, a Volunteer Coordinator, a Communication Secretary, a Recording Secretary, a, Equipment and Logistics Director and Fundraising. Officers shall be elected during the Annual Association Meeting to serve for a term of two fiscal years, up to maximum of two consecutive terms, from among members in good standing within the Association and nominated in accordance with Article X of these bylaws. The President, Vice President for Membership, and Volunteer Coordinator will be elected on odd years. The Vice President for Administration, Treasurer, Communication Secretary, and Fundraising will be elected on even years. Duties and responsibilities of the Officers are detailed

in Article VI of these bylaws. The Association Officers also comprise the Executive Committee as detailed in Article VII of these bylaws.

Section 3. The Committee Chairpersons of the Association shall consist of a Social Chairperson, an Equipment/Logistics Chairperson, and Fundraising Chairperson(s). Committee Chairpersons shall be appointed by the Board of Directors to serve for a term of one fiscal year from among Association General Members in good standing. Duties and responsibilities of the Committee Chairs are detailed in Article VII of these bylaws.

ARTICLE V: DUTIES AND RESPONSIBILITIES OF DIRECTORS

Section 1. Consistent with these bylaws, the Board of Directors shall: (a) transact all Association business; (b) approve an annual financial plan; (c) constitute and appoint standing committees and define the powers and duties of the same as further detailed in Article VII, with the exception of the Executive Committee, which is comprised of the elected Association Officers, and the Nominating Committee, which is to be selected as provided for in Article X; and (d) fill any vacancy in the membership of the Board of Directors to serve until the next Annual Association Meeting.

Section 2. The Board of Directors shall designate the bank, or banks, in which Association funds shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds shall be executed.

Section 3. The Board of Directors shall hold monthly meetings beginning in August and ending in June of each fiscal year. The President may call a special meeting of the Board of Directors at any time and shall also do so on the request of any two Directors.

Section 4. Nine Directors, including no fewer than five Officers, shall constitute a quorum. A simple majority shall approve all actions. The removal of a Director shall require a minimum of two-thirds of the Directors present from within an established quorum. The Director under consideration for removal shall be given an opportunity for an adequate hearing before the aforementioned vote is cast.

Section 5. If any Director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of their duties or obligations to the Association, the Board of Directors may remove that Officer or Committee Chairperson and fill the vacancy as provided in Article V, Section 1(d).

Section 6. In addition to the foregoing enumerated powers, the Board of Directors shall have such other powers, not prohibited by these bylaws or by statute, necessary for the efficient operation and management of the Association.

Section 7. In any proceeding brought in the right of the Association or brought by or on behalf of

members of the Association against a Director or Officer, unless the trier of fact in a court finds the Director or Officer engaged in willful misconduct or engaged in a knowing violation of criminal law, said Director or Officer shall not be liable for damages in such proceeding.

ARTICLE VI: OFFICERS

Section 1. The President shall preside at all Board of Directors and Executive Committee meetings and have general supervision of the affairs of the Association. He or she will execute on behalf of the Association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Association. He or she shall represent the Association at meetings of outside groups or individuals. The President will be responsible as the Board of Directors' primary liaison with the Coaches and the Principal and Director of Student Activities at Charles J. Colgan High School. He or she shall perform such other duties as customarily pertain to the office of President or may be directed to perform by the Board, including, for example, but not limited to: (a) appoint a chairperson and members of all special committees; (b) appoint a member to assume the duties of a vacant office or standing committee until a special election can be held under the provisions of Article V, Section 1(d); and (c) represent the Association at meetings of outside groups or individuals to include VASRA and PWCA. The President shall be responsible for all insurance policies of the organization and will work with the Treasurer to ensure all policies are current.

Section 2. The Vice President for Administration shall be responsible for coordinating the activities of the Charles J. Colgan High School Crew Program with that of VASRA and the Occoquan Local Organizing Committee (OLOC). The VASRA Representative shall sit as a member of the Board of Directors. He or she shall represent the Charles J. Colgan High School Crew Program as a voting member at all VASRA and OLOC meetings and will present the results of those meetings back to the Board of Directors. The Vice President for Administration shall have and exercise all duties and powers of the President during the latter's absence or inability to act.

Section 3. The Vice President for Membership shall be responsible for coordinating all activities requiring Board of Directors liaison with team captains and team members. He or she will maintain an accurate team roster with phone numbers and email addresses for distribution to the Board of Directors. He or she shall also maintain records of all student-athlete alumni as well as those student-athletes who sign up at various interest meetings throughout the year. He or she shall work closely with the Treasurer and Volunteer Coordinator to ensure a proper accounting for membership obligations. He or she shall maintain accurate records for all active rowers. He or she will coordinate with the Equipment and Logistics Director on all away regattas including transportation, lodging, and food. He or she will also perform other such

duties as may be assigned by the President. He or she shall actively plan, promote, and engage in the recruitment of new members throughout the year to ensure a full membership.

Section 4. The Treasurer shall collect, disburse, and maintain custody of all funds, securities, valuable papers, and other non-equipment assets of the Association. The Treasurer shall provide and maintain full and complete records of all Association assets and liabilities, which will be made available to the Board of Directors on request. The Treasurer shall prepare and submit to the Board of Directors an annual financial plan no later than the September Board meeting. The Treasurer shall perform such other duties as customarily pertaining to the Office of Treasurer. The Treasurer will file necessary Internal Revenue Service non-profit reports and will ensure that the bookkeeping system is operated in accordance with standard accepted accounting principles. The Treasurer shall obtain and maintain all necessary property and liability insurances and pay all annual membership dues and fees to the Virginia Scholastic Rowing Association (VASRA), Prince William Crew Association (PWCA), and special regattas.

Section 5. The Communications Secretary shall be responsible for but not limited to, the website, handbook, newsletter, social media, and schedules. He or she shall be responsible for all Charles J. Colgan High School Crew promotion and publicity and communication, and other such duties as may be assigned by the President.

Section 6. The Fundraising Director shall be responsible for determining which activities the club will participate in throughout the year to raise necessary revenue, outside of annual dues. He or she shall plan, organize, and coordinate all fundraising activities and present an annual plan to the Board of Directors no later than the September Board meeting. The Fundraising Director shall form support committees as needed.

Section 7. The Volunteer Coordinator shall be responsible for providing human resources to satisfy personnel requirements generated by fundraising, regattas, and other Colgan Crew Association Program support activities. He or she will be responsible for monitoring parent / guardian involvement, distributing volunteer statements of hours as required, to ensure an equitable distribution of workload and will maintain a log of volunteer participation to be used by the Treasurer to levy fines on members who fail to meet minimum participation requirements. He or she will coordinate directly with the Communications Secretary for support. He or she shall work closely with the Treasurer and VP of Membership to ensure a proper accounting for membership obligations.

Section 8. The Recording Secretary shall finalize agendas, record, prepare, and distribute meeting minutes, and maintain a complete file of all meeting minutes. The Recording Secretary will prepare and maintain the yearly schedule of events in coordination with the Colgan Crew Association Communication Secretary. The Recording Secretary will coordinate the Annual Association Meeting to include procurement of team awards. The Recording Secretary will also act as the Association's historian and maintain all non-financial historical records. The

Recording Secretary will manage SchoolDude reservations, VHSL, VASRA, PWCA, and school calendars.

Section 9. The Equipment/Logistics Director shall coordinate the storage, maintenance, acquisition, and sale of the equipment owned by the Association, in liaison with the President and Head Coaches. The director shall be responsible for maintenance and operation of equipment for practices and regattas. He or she shall be responsible for equipment transportation and trip coordination, working directly with the Vice President for Membership. He or she shall also be responsible for maintaining an up to date inventory and status of all equipment and for developing a capital equipment replacement schedule with the President, Treasurer, and Head Coaches.

ARTICLE VII: COMMITTEES

Section 1. The Executive Committee shall be comprised of the nine Officers of the Board of Directors. This committee shall serve as the central planning group for the Association and as an advisory group to the Association President. Except for the power to amend these bylaws, the Executive Committee shall have full authority to act for the Board of Directors in managing the affairs of the Association during the intervals between meetings of the Board of Directors. Except, the Executive Committee shall not engage in any single financial transaction exceeding \$500.00 without the prior approval of the Board of Directors obtained by a simple majority vote from an established quorum at any regularly scheduled meeting.

Section 2. The Uniform/Spirit Clothing Committee shall be responsible for the design, procurement, and distribution of uniforms and other team spirit clothing and items. The Chairperson of the Uniform/Spirit Clothing Committee shall sit as a member of the Board of Directors. He or she shall coordinate uniform and spirit clothing design with The Fundraising Director and the Head Coaches, to include presenting outside vendor options and associated procurement plans.

ARTICLE VIII: COACHES

Section 1. In accordance with Prince William County Public Schools, Charles J. Colgan High School Crew Program Head Coaches shall be hired by the Schools Activities Director on an annual basis. The Head Coaches will assist in identifying, interviewing, and recommending for contract all assistant coaches, subject to the final approval of the Schools Activity Director and Association President. The Head Coaches shall provide guidance and direction to the overall Charles J. Colgan Crew Program and report to the President on the status of the rowing program, coaching staff, equipment, and facilities. The Head Coaches shall have final authority over the assignment of coaches and the placement of student-athletes in boats. Head Coaches shall coordinate with a designated Athletic Trainer to ensure an accurate Master Eligibility List is

submitted to VASRA within published timelines. Head Coaches will coordinate required events such as swim qualification tests.

Section 2. Charles J. Colgan High School Crew Program Assistant Coaches will be hired by the Activities Director based upon recommendations from the Head Coaches and under the consent of the Association President. Assistant Coaches shall be hired on an annual basis in accordance with Prince William County Public Schools policy and guidelines.

ARTICLE IX: MEETINGS

Section 1. The Board of Directors shall designate the date of the Annual Association Meeting. This meeting will normally be scheduled in May or June in conjunction with a monthly Board of Directors meeting or as a special meeting of the General Membership. The Annual Association Meeting shall be for the purpose of electing the Board of Directors for the following fiscal year, presenting committee reports, and for the transaction of such other business as may be brought before it.

Section 2. Notice of annual and monthly general meetings shall be delivered to all members by email or posted to the Charles J. Colgan High School Crew website at least 2 weeks prior thereto. The notice of the Annual Association Meeting shall include the names of the Board of Directors candidates nominated by the Nominating Committee. The notice of any special meeting shall state the purpose thereof.

Section 3. Only General Members present at any meeting are entitled to vote at that meeting. Proxy voting will not be permitted. Only one vote may be cast per student-athlete, per issue, during any formal voting action. For example, a single General Member who is parent / guardian of two student-athletes on the Charles J. Colgan Crew Team could cast two votes on each issue. However, two parents / guardians attending the same meeting on behalf of their one student-athlete could only cast one total vote between them on each issue.

Section 4. In addition to an established quorum of the Board of Directors, at any meeting of the Association membership, that portion represented in person shall constitute a quorum of membership for the transaction of all business.

Section 5. All meetings shall be conducted under Robert's Rules of Order.

ARTICLE X: NOMINATIONS

Section 1. There shall be a Nominating Committee composed of no fewer than three qualified and knowledgeable General Members of the Association. The Board of Directors shall designate committee members and the general membership shall appoint them no later than the April Board of Directors Meeting. Both boy and girl student-athlete parents / guardians will be represented on the committee. The President of the Association is not eligible to be a part of the

Nominating Committee.

Section 2. The Nominating Committee shall solicit candidates for the Board of Directors from interested members of the Association in good standing. They will submit the slate of candidates with brief biographies to the General Membership for consideration no later than 14 calendar days before the Annual Association Meeting. Further nominations may be taken from the floor or proposed via write-in during the annual Association meeting.

ARTICLE XI: FINANCIAL ADMINISTRATION

Section 1. Budget and Fiscal Year: The Association's fiscal year runs from July 1 through June 30. Each year at the October General Meeting a proposed budget that has been prepared by the Treasurer and approved by the Board shall be submitted to the membership.

Section 2. Review: All books and accounts shall be reviewed at least once every year by a qualified independent auditor who may be a member of the Club. The Treasurer shall provide the necessary materials for this review as well as annually required forms for Charles J. Colgan High School.

Section 3. Disbursements: The approval of the proposed budget constitutes full authority for the Board, through the Treasurer, to make disbursements of Association funds for line items in the budget. Unbudgeted disbursements must be presented to the Treasurer and President and be approved prior to disbursement. Unbudgeted disbursements over \$500.00 must be presented to the Board of Directors and approved prior to disbursement.

Section 4. Dues, Fees, Assessments and special assessments associated with membership shall be determined by a majority vote of the Board. Dues are assessed for annual membership in the Association and are due by a specific date issued by the Association. Refunds of annual dues shall not be available after the final payment date other than for rowers cut from the team due to tryouts. Fees and special assessments shall be paid when due. The Board, pursuant to policies outlined in the Colgan Crew Handbook, may waive dues, fees and special assessments to provide for students who could not otherwise afford to participate on the Colgan Crew Team. The Board may provide for installment payments of annual dues, fees and special assessments in appropriate circumstances, notwithstanding the final payment date provision above. Additional fees are assessed for spring training and other activities (such as out of town trips), as might be provided by the Association. These fees are assessed only for those Association members whose students participate in the activity. All fees and special assessments are payable as determined by the Board.

Section 5. Fundraising and Volunteer support: The fundraising year will be from July 1st to June 30th. Each member is responsible for participating in fund-raising and volunteer activities to

remain a member 'in good standing'. There will be an option for a monetary 'buy-down', in lieu of volunteer participation, to meet the requirements of this section.

Section 6. Disposition of Assets: In the event of cessation of scholastic rowing at Charles J. Colgan High School or the dissolution of Colgan Crew Association, Inc., outstanding obligations will be met from assets on hand at the time of such dissolution. Any assets remaining after satisfaction of such obligations will be made available to Prince William County Public School authorities or to other organizations eligible for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The Board in office at the time of dissolution shall make decisions pursuant to this section.

ARTICLE XII: INDEMNIFICATION

Section 1. Indemnification: Unless otherwise prohibited by law, the Association shall indemnify any director or officer or any former director or officer, and by resolution of the Board of Directors indemnify any employee, against all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses or, where appropriate, may undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or agent against any liability incurred which arises out of such person's status as a director, officer, employee, qualified volunteer conducting activities on behalf of the association in an official capacity, or agent, whether or not the Association would have the power to indemnify the person against the liability under law.

ARTICLE XIII: REVIEW and AMENDMENTS

Section 1. Review: The Board shall conduct a biennial review of the Bylaws, including amendments, and report recommended changes, if any, to the members of the Association at the November meeting of the year in which it is reviewed. The first review following the adoption of these Bylaws shall be presented to the membership ally upon approval of the Board.

Section 2. These Bylaws may be altered, amended or repealed, or new bylaws may be adopted

by the vote of two-thirds of those members present at any regular or special meeting of the general membership, provided notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such meeting.

Section 3. Changes affecting tax-exempt status: No substantive changes shall be made to the defined purpose of the Association in Article 1 of these Bylaws, as long as the Association remains a non- profit corporation under section 501(c)(3) of the Internal Revenue Code.

Section 4. Interpretation: Interpretation of the Articles of Amendment and the Bylaws, including amendments, shall be decided by majority vote of the Executive Board members.

Certification

The foregoing Bylaws were adopted by the Association on 7/14/2022 . The Bylaws were proposed by the Board and submitted to the members electronically.

Signatures on
original held
by Association

Signature

Signature

Signature