

**CODE OF REGULATIONS
OF
UPPER ARLINGTON CREW, INC.**

Article I

Offices

The principal office of Upper Arlington Crew Inc. (the “Corporation”) shall be located in Upper Arlington, Franklin County, Ohio. The Corporation may have such other offices, either within or without the State of Ohio, as the Board of Trustees of the corporation (“Trustees”) may determine or as the affairs of the Corporation may require from time to time.

Article II

Purposes

Section 1. Corporation. In addition to those purposes enumerated in the Articles of Incorporation as may be amended from time to time, the Purpose of the Corporation is:

- a. To provide team members and coaches with the proper equipment and financial resources to field a competitive crew team;
- b. To raise funds to cover capital expenditures and operational expenses;
- c. To assist and provide support for the Upper Arlington High School Crew Program (“Program”);
- d. To own and maintain any assets acquired;
- e. To be a part of and support local and national rowing organizations;
- f. To promote the Program and the sport of rowing in the community; and,
- h. To undertake those things incidental to and necessary for fulfilling the purposes expressed herein.

Article III

Members

Section 1. Membership. Membership shall consist of:

- a. All parents or guardians of team members who are registered to participate in the Program shall be members.

- b. Any student who is registered to participate in the Program shall be eligible for membership in the Corporation if such student is emancipated from their parents or guardian.
- c. Any person whose membership may benefit the Program or the purposes of the Corporation as determined from time to time by the Trustees, including without limitation former members, alumni, or other persons interested in the sport of rowing.

Section 2. Membership Qualifications, Rights and Duties: The Trustees shall establish the qualifications, rules of conduct, benefits, and fees, incident to membership, which shall not be inconsistent with these by-laws. Members in good standing shall be entitled to vote on each matter submitted to a vote of the members. Members shall have one vote per household per team member and the Trustees may establish rules for ascertaining which parent or guardian shall have the right to exercise the vote in the absence of mutual agreement among the parents or guardians. The Trustees may establish non-voting categories of membership, and determine such dues, fees and benefits appropriate for such class of membership.

Section 3. Annual Meeting. A general meeting of the members (all families/parents/guardians are considered members) shall be held annually in May or June at a date and place as shall be set by the Trustees, unless a different time is fixed by the Trustees. The purpose of the Annual meeting is to review the financial condition of the Corporation, report on any committee activity, installation of Trustees and Officers and transaction any old or new business. A current financial report, reports from active committees, slate of Trustees and Officers and old and new business may be disseminated to members by email, newsletter or other means of communication prior to the Annual Meeting. Any action which is permitted or required to be taken by members of the Corporation under the Ohio Non-Profit Corporation Law may be taken by the members at any such annual general membership meeting.

Section 4. General Membership Meetings. General meetings of the members shall be held at such date and place as shall be set by the Trustees. Any action which is permitted or required to be taken by members of the Corporation under the Ohio Non-Profit Corporation Law may be taken by the members at any such regular general membership meeting.

Section 5. Special Meetings. Special meetings of the members may be called by the President, who shall fix the time and place for holding any special meeting of the members.

Section 6. Notice. Notice stating the time and place of any meeting of the members provided for in Sections 3, 4 and 5 of this Article III shall be given by the Secretary by written, facsimile,

electronic or telephone notice to each member at least three (3) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Code of Regulations.

Section 7. Location of Meeting. The Trustees or in the event of a Special Meeting, the President, shall select the location for the meeting, provided the meeting is within the jurisdictional limits of Franklin County Ohio and in a venue large enough to accommodate no less than 50% of the Members.

Section 8. Presiding Officer. At all meetings of the members, the President shall preside, or, in his or her absence or vacancy in the office of President, the first Vice President shall preside. In the event of the absence or vacancy in the office of first Vice President, the second Vice President shall preside.

Article IV

Board of Trustees

Section 1. General Powers. The affairs and operations of the Corporation shall be managed by its Trustees. The Trustees shall manage the operation of the corporation and direct the committees in the performance of their duties. The Trustees shall approve all contracts for the purchase, sale and disposition of assets, the distribution of all funds or other donations and shall manage the corporation for the benefits of the Program. The Trustees may assist the Advisory Board as may be established pursuant to Article VII. Management decisions shall be determined by a majority vote of the Trustees, or as otherwise specified in Sections 10 and 12. Approval, by vote without objection, of a summary of decisions made shall be the equivalent of individual votes on those decisions.

Section 2. Purposes of the Trustees. In addition to the powers described in Section 1 above, the Trustee shall:

- a. Oversee the day to day operation of the Corporation;

- b. Serve as fiduciaries of the Corporation providing oversight of all income, expenses, equipment, and resources;
- c. Review and hire coaches for the club team and to review and make recommendations regarding coaches for the scholastic team;
- d. Establish and enforce policies for the Corporation;
- e. Evaluate the equipment for the Program and obtain financial support therefore;
- f. Attract new Trustees and Committee members to ensure the continuity of the Program; and
- g. Plan for and take action to ensure the continued success of the Program.

Section 3. Number of Qualification. The number of Trustees shall consist of no fewer than five (5) individuals. Each Trustee shall be a voting member of the Corporation as provided in Section 1 of Article III. Each Trustee shall also serve as one of the officers of the Corporation.

Section 4. Election and Term of Office. Trustees shall be elected to one (1) year terms at the Annual Meeting of the members, following nominations by the Nominating committee as provided in Section 4 of Article VI, and/or nomination from the membership at the Annual Meeting. Nominations may also be presented from the floor at the Annual Meeting. In the event more than five (5) individuals are nominated as a Trustee, those candidates receiving the greatest number of votes shall be elected as Trustees. Each Trustee shall hold office until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified or until his or her earlier resignation, removal from office or death.

Section 5. Resignation. Any Trustee may resign at any time by giving written notice of resignation to the President or in the case there is no President or the Trustee resigning is the President, to the Secretary of the Corporation, unless there is no Secretary, in which event to any other Trustee. If there are no other Trustees, the resignation shall be given to the members. Such resignation shall take effect immediately or at such other time as the Trustee may specify. Unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any Trustee may be removed by a two thirds (2/3) vote of the Board of Committee Chairs, as established in Article VI, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 7. Vacancies. Vacancies occurring on the Trustees for any reason shall be filled by a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor, or, if there is no predecessor, until the next annual meeting of the members.

Section 8. Monthly Meetings. Monthly meetings of the Trustees shall be held on a routine, recurring date each month as agreed upon by the Trustees, and in a place as shall be set by the Trustees, unless a different time or an exception is fixed by the Board of Trustees. Any meeting of the Board of Trustees, including special meetings as described in Section 9 below, may be held by conference telephone call or through similar communications equipment by means of which all Trustees participating in the meeting are able to hear each other. Participation in a telephonic or videographic meeting held pursuant to this section shall constitute presence in person at such meeting.

Section 9. Special Meetings. Special meetings of the Trustees may be called by any two Trustees, who shall fix the time and place for holding any special meeting of the Trustees.

Section 10. Notice. Notice of any special meeting of the Trustees shall be given by the Secretary by written, facsimile, electronic or telephone notice to each Trustee, at least three (3) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to a transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice of waiver of notice of such meeting, unless specifically required by law or these Regulations.

Section 11. Quorum. A majority of the Trustees present at a meeting shall constitute a quorum for the transaction of business at any meeting of Trustees. Except as expressly provided otherwise by the laws of the State of Ohio, the Articles or these Regulations, any motions before the Trustees may be decided by a majority of the Trustees present at a meeting at which there is a quorum; however, should the quorum consist of only three (3) Trustees, motions must be decided by the unanimous decision of all Trustees present at such a meeting. Regardless of whether or not a quorum is present, a simple majority of Trustees may adjourn a meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed thirty (30) days.

Section 12. Presiding Officer. The President shall preside at all meetings of the Corporation, members and Trustees, or, in the absence or vacancy in the office of President, a Vice-President shall preside. In the event of the absence or vacancy in the office of all Vice-Presidents, the Secretary shall preside. The President or such other presiding Officer shall be authorized to sign the records of meeting at which he or she presides.

Section 13. Action by Electronic or Written Consent. Any action required by law to be taken at a meeting of the Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent, electronically or in writing, setting forth the action so taken, shall be provided by a majority of not less than three (3) Trustees.

Section 14. Compensation. Trustees shall not receive a salary for their services, but may be reimbursed for ordinary business expenses incurred on behalf of the Corporation as approved by the Trustees. The Corporation shall indemnify each Trustee for expenses and costs, including attorneys fees actually incurred in connection with any claim asserted against such Trustee by third parties for being or having been such Trustee, except in relation to matters as to the Trustee shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Article V

Officers

Section 1. Number and Qualification. The Trustees shall serve as the Officers of the Corporation (“Officers”) and shall consist of these 5 voting members - a President, two Vice-Presidents, a Secretary and a Treasurer, and/or other Officers, such as an immediate Past President and/or President Emeritus, Executive Director, or any other Officer, as the Trustees may from time to time determine. All Officers shall be members of the Corporation as provided in Section 1 of Article III.

Section 2. Election and Term of Office. Officers shall be elected annually by a majority of the Trustees at the annual meeting of members, or as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Trustees. Each Officer shall hold office until their successor shall have been duly elected and qualified or until their resignation or removal from office or death, whichever shall first occur.

Section 3. Resignation. Any Officer may resign at any time by giving written notice of resignation to the Trustees. Such resignation shall take effect immediately or at such other time as the Officer may specify. Unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective. If a Trustee is serving as an Officer, notice of resignation as Trustee shall also serve as notice of resignation as an Officer.

Section 4. Removal. Any Officer elected or appointed by the Trustees may be removed by a two-thirds (2/3) majority of the Trustees whenever in its judgment the best interests of the Corporation would be served thereby. The election or appointment of an Officer for a given term, or a general provision in the Articles of these Regulations with respect to the term of office, shall not be deemed to create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority of the Trustees for the unexpired term.

Section 6. President. The President shall be the principal executive Officer of the Corporation and shall in general supervise and oversee all of the business and affairs of the Corporation. The President shall preside over all meetings of the Company including the members, Trustees and the Advisory Board, appoint chairpersons of ad hoc committees, and aid in the oversight of the activities of all committees. The President may sign, with the Treasurer or any other proper Officer of the Corporation authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Trustees from time to time.

Section 7. Vice-Presidents. The Vice-Presidents shall assist the President as directed, and perform such other duties as from time to time may be assigned by the President or by the Trustees. In the absence or vacancy in the office of the President, the Vice-Presidents in order of seniority shall preside over all meetings of the Officers of the Corporation and assume the duties of the President.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all financial records, funds and securities of the Corporation. It shall be the duty of the Treasurer to: maintain records of all financial transactions of the Corporation and report same at each meeting; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and, deposit all moneys due to the Corporation in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the

Trustees. At the completion of each term of office, the Treasurer shall submit to the Trustees a complete record of all transactions of the Corporation. By approval of the Trustees, the Treasurer may have one or more Assistant Treasurers who may assist the Treasurer in carrying out the duties of the office of Treasurer, provided the Treasurer shall remain ultimately responsible for such duties.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Corporation at all meetings of the Trustees in an electronic record (google drive or other) provided for that purpose. It shall be the duty of the Secretary to: provide a report of the minutes of each such meeting; see that all notices are duly given in accordance with the provisions of these Regulations or as required by law; be the custodian of the corporate records; and, in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Trustees. By approval of the Trustees, the Secretary may have one or more Recording Secretaries who may assist the Secretary in maintaining the minutes of meeting, provided the Secretary reviews and approves all such minutes.

Section 10. Optional Office Positions. As outlined in Section 1, Trustees may approve optional Trustee offices as benefitting the Corporation to ensure future ongoing success of the Corporation. These optional offices may include but are not limited to :

- a) Past President. The Past President is the immediate Past President, filling this role in the year after serving as President. The Past President shall serve as a non-voting officer.
- b) President Emeritus. A past president of the Corporation who may retain this position on an on-going basis beyond the standard one-year term of the Trustees. The President Emeritus shall serve as a non-voting officer.
- c) Executive Director. Provides general operational support in areas that require an ongoing institutional knowledge base.
- d) Director of Rowing. When a member of the coaching staff who is qualified to manage the overall aspects of the program for both men's and women's team programs, the Director of Rowing shall serve as a non-voting officer.

Article VI

The Advisory Board of Committee Chairs

Section 1. Composition of the Advisory Board of Committee Chairs. The Advisory Board of Committee Chairs shall be comprised of the chairpersons of each standing committee of the Corporation and the Trustees.

Section 2. Appointment of Committees. The Trustees shall have the power to create and appoint committees as it deems necessary in order to further the business and the purposes of the Corporation, or eliminate a committee should it no longer prove necessary for the function of the Corporation.

Section 3. Committee Chairs. The President shall, upon advice of the Trustees appoint the Chairperson to each committee. The President may designate Trustees to assist the committee chairs in performance of their duties and to otherwise enable the committees to perform their responsibilities. Trustees may serve as members of one or more committees and as committee chair if so appointed by the President.

Section 4. Committees. With the exception of the Nominating Committee, the Trustees may create such standing committees as it deems reasonable and desirable to the smooth operation of the Corporation. The President may create as many ad hoc committees as is deemed reasonable and desirable. Standing committees shall be established to carry out the continuing day-to-day business of the Corporation. Each committee chair shall report directly to the designated Trustee, as determined by the President. The Trustees shall clearly define the duties of each standing committee and the responsibilities of their respective committee chairs to ensure that the purpose of the committee is met. Actions requiring the approval by the Trustees from a standing committee may be heard without a second to put the question to the Trustees. Actions requiring the approval of the Trustees from an ad hoc committee require a second to be heard by the Trustees, otherwise the Action will be deemed not approved by the Trustees.

Section 5. Terms of Office. Members of standing committees shall serve for one-year terms. Each chairperson shall be approved by the Board of Trustees. Members of ad hoc committees shall be appointed by the President and shall serve until the purposes of the ad hoc committee shall be completed. Members of ad hoc committees shall be established for specific purposes and shall exist only until the specific purposes are completed, but in no event longer the term of the President, unless renewed or extended by the Trustees.

Section 6. Standing Committees. While the Trustees have authority to determine what Standing Committees shall best serve the needs of the Corporation, the following Standing Committees shall be created each year unless otherwise noted in the minutes of the Trustees:

- a. Food Committee: The Food Committee shall plan for and implement actions necessary for feeding the team at competitions. This includes the purchase and preparation of food, and oversight, or appointment of persons for the purpose of oversight, of procedures at the various competitions.

b. Regatta Committee: The Regatta Committee shall have the responsibility to organize transportation and lodging and any other functions necessary at regatta sites selected by the coaches in conjunction with the Trustees. The Regatta Committee is authorized to retain a travel agent or other travel professional when necessary. The Regatta Committee shall be responsible for submitting a budget for each regatta and for operation within the approved budget.

c. Registration Committee: The Registration Committee shall have the responsibility to assemble the necessary registration materials and to present them to the team members and their parents prior to each season, and to collect all such materials. The chair of the Registration Committee shall maintain an accurate database of team members and make that data available to the Trustees.

d. Communications Committee: The Communications Committee shall have the overall responsibility for communicating to the members, media, and other outlets information about the Program, and coordinate recruiting efforts. In addition, the committee shall be responsible for publishing and disseminating a regular newsletter or other regular communication method to communicate with Corporation members

e. Equipment Committee: The Equipment committee shall have overall responsibility of determining the equipment and maintenance needs of the Program in consultation with the coaches, and for the purchase and implementation of those needs. The committee shall prepare an annual budget which shall be presented to the Trustees at the beginning of each fiscal year and approved by the Trustees at a duly-constituted meeting of the Trustees.

f. Fundraising Committee: The Fundraising Committee shall have the overall responsibility of raising funds from outside resources for purposes as determined by the Trustees. The committee shall work with the Treasurer to prepare a plan compatible with the long and short-term needs of the program.

g. Social Media / Public Relations e: The Social Media / Public Relations committee shall be responsible for maintaining a website and all social media outlets for the dissemination of UA Crew-related activities.

h. Volunteer Committee: The Volunteer Committee shall be responsible for coordinating information from various sources to determine staffing needs at events where volunteers are needed, for recruiting in order to meet those needs, and for ensuring Corporation Members meet their volunteer obligations.

i. Blake Haxton Fall Regatta Committee: The Haxton Committee shall organize and implement plans for the yearly Haxton regatta, and shall vigorously recruit sponsors for the event.

j. Clothing/Uniforms: The Clothing/Uniform Committee shall be responsible for organizing and coordinating the purchase of all team clothing and uniforms, yard signage,

as well as oversight and implementation of a mechanism for the sale of spirit wear to parents and team members.

k. Event Planning: The Event Planner shall be responsible for organization and planning for the various non-competitive events of the Corporation, such as Meet the Team & Parents' Information Night, the Haxton Hospitality Suite, the year-end recognition ceremony, team picnics, and other special events as required.

l. Finance Committee: The Finance Committee shall be responsible for assisting the Treasurer in performance of his/her duties. The committee shall review and consider the details of the annual budget which shall be prepared by the Treasurer and presented to the Trustees for approval.

m. Alumni Relations Committee: The Alumni Relations Committee shall be responsible for developing an alumni/alumni parent database, work with Trustees and coaches to implement and manage capital campaigns, plan an alumni event in conjunction with Haxton Regatta and others, as needed, and facilitate general communication with members of the database.

n. Safety Committee: The Safety Committee shall be responsible for assuring that all safety guidelines adopted by the Corporation are being implemented and adhered to, including without limitation, water safety, food safety and equipment safety.

Section 7. Ad Hoc Committees. Each ad hoc committee shall be created for the purpose delineated by the President. The size, composition and function of each ad hoc committee shall be determined in consultation with the Board of Trustees. Chairs of ad hoc committees shall not be entitled to vote and are not members of the Advisory Board of Committee Chairs. Chairs of ad hoc committees are permitted to attend any meeting of the Advisory Board of Committee Chairs, but may be excused by a simple majority at any such meeting.

Section 8. Nominating Committee. The Nominating Committee shall be appointed by the President and shall consist of at least five (5) members, of which not less than three (3) shall be Trustees one of whom shall serve as the chair. The nominating committee shall be approved by the Advisory Board of Committee Chairs by majority vote. Vacancies shall be appointed by the President for the remainder of the unexpired term. The Nominating Committee shall nominate candidates for Trustees of the Corporation and recruit chairs for the standing committees. Within four weeks prior to the annual meeting, the Nominating Committee shall present nominations to the Trustees for their consideration. The Trustees have the right to object to any one or more of the nominations and request the Nominating Committee select another candidate. If there are no objections the nomination shall be deemed submitted and approved. The Trustees shall present the approved slate of nominees to the members at the annual meeting for consideration and election.

Section 9. Advisory Board of Committee Chairs. Members of the Advisory Board of Committee Chairs shall meet regularly, generally one week after the meeting of the Trustees, to report, discuss, confer and otherwise conduct business regarding committee activities; however, a majority of members of the Board of Committee Chairs must be present to conduct any official business. In addition, decisions made by the Trustees shall be reported to the Board of Committee Chairs at such meetings. For determination of a quorum and in the counting of votes, any Trustee who also serves as a member of one or more standing committees shall be counted once as a Trustee and once for each committee for which they are the chair.

Section 10. Removal of Trustee. The Advisory Board of Committee Chairs may, by special meeting, seek the removal of one or more Trustees. Such a special meeting of the Advisory Board of Committee Chairs shall be convened by any three members of the Advisory Board of Committee Chairs. Notice of such time and place of such meeting must be provided by such members at least 3 days, but no more than 10 days after the decision to hold such a meeting. At least 50% of the members of the Advisory Board of Committee Chairs, exclusive of the Trustee or Trustees subject to removal, must be present to constitute a quorum. Any Trustee sought to be removed shall be deemed unqualified to preside at the meeting or vote. If not disqualified to preside, the meeting shall be presided over by one of the following, provided they are available at the meeting: President, one of the Vice Presidents, the Treasurer or the Secretary. If no officers are present or qualified to preside over the meeting the Presiding officer shall be determined by the members present by a simple majority. Provided that a quorum is present the motion to remove may be made and seconded by any member present. A vote of not less than two thirds ($2/3^{\text{rd}}$) of the members present at such a meeting shall be required to remove any such Trustee. The Advisory Board of Committee Chairs may only seek to remove any given Trustee once during such Trustee's term.