

THE GREATER COLUMBUS ROWING ASSOCIATION, INC. BY-LAWS

(as amended November 2022)

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ARTICLE 1 - DEFINITIONS

1.1 Vision, Mission

The Greater Columbus Rowing Association's vision statement: GCRA - Advancing Health and Happiness through Rowing. An Oar in Every Hand.

The Greater Columbus Rowing Association's mission statement: The Greater Columbus Rowing Association fosters accessible and exceptional rowing opportunities for adults of all ages and capabilities.

The GCRA strategic planning document is set forth annually by the Board of Trustees at the March membership meeting and includes values, priorities and three to five year goals of the Corporation.

1.2 Corporation

The Corporation shall be The Greater Columbus Rowing Association, Inc.

1.3 Date of Incorporation

The Date of Incorporation shall be November 13, 1984.

1.4 By-Laws

The By-Laws shall be The Greater Columbus Rowing Association, Inc. By-Laws, as amended.

1.5 Effective Date of Amended and Restated By-Laws

The Effective Date of Amended and Restated By-Laws shall be June 23, 2005. The Effective Date of Amended and Restated By-Laws shall March 14, 2013. The Effective Date of Amended and Restated By-Laws shall be November 10, 2016. The Effective Date of Amended and Restated By-Laws shall be November 14, 2019. The Effective Date of Amended and Restated By-Laws shall be November 17, 2022.

1.6 Regulations

The Regulations shall be The Greater Columbus Rowing Association, Inc. Boathouse Rules and Regulations, as set forth annually by the Executive Committee.

1.7 Fiscal Year

The Fiscal Year of the Corporation shall be January 1 - December 31.

1.8 Principal Office

The Principal Office of the Corporation shall be P.O. Box 218131, Columbus, Ohio 43221.

1.9 Board of Trustees

The Board of Trustees shall be defined in Article 4 of these By-Laws.

1.10 Trustee

A Trustee shall be one as defined in Article 4 of these By-Laws.

1.11 Executive Committee

The Executive Committee shall be defined in Article 5 of these By-Laws.

1.12 Officer

An Officer shall be defined in Article 5 of these By-Laws.

1.13 Elected Position Term

Elected positions shall start four weeks after the election at the Annual Meeting and run until four weeks following the next Annual Meeting.

1.14 Member, Membership

A Member and Membership shall be defined in Article 2 of these By-Laws.

1.15 Membership Application

The Membership Application shall be a document or on-line form one must complete and submit each Membership period to start or maintain Membership with the Corporation. The Member must also submit a signed/electronically signed GCRA indemnification and liability waiver. Membership fees, private equipment storage fees, and any other applicable fees shall be enumerated on the Membership Application. The Membership Application may be updated as frequently as annually by the Executive Committee and such annual update shall be presented to the Membership no later than two weeks prior to the start of the membership year.

1.16 Qualified Access

Qualified Access shall be a full paying Member's opportunity to use equipment owned by the Corporation as provided for under the Regulations.

1.17 Scheduled Access

Scheduled Access shall be a full paying Member's opportunity to use equipment to which they have Qualified Access that shall be scheduled by the Member as set forth in the Regulations.

1.18 Speakmon Regatta

The Speakmon Regatta shall be the Jack Speakmon Memorial Regatta.

1.19 Learn-To-Row Program

The Learn-To-Row Program shall be the Corporation's introductory rowing course that is offered to the community at large.

1.20 Small Boats Safety Class

The Small Boats Safety Class is the Corporation's introductory class designed to introduce GCRA members to safely rowing singles and doubles.

1.21 Website

The Corporation's website. The official URL for the Website shall be <http://www.columbusrowing.org>

ARTICLE 2 - MEMBERSHIP

2.1 Classes of Membership

Membership and equipment-storage fees referenced in this Article are defined in the Membership Application.

2.1.1 Regular Member.

This Member shall be at least 18 years of age and shall pay basic Membership fees as well as all other applicable fees. Membership runs from April 1 of the current year to March 31 of the following year.

This Member has full voting rights, guest privileges and unsupervised access to the Corporation's facilities. Subject to availability of space and the approval of the Executive Committee, this Member may additionally pay storage fees to store equipment privately owned by the Member at the Corporation's facilities.

2.1.2 Adaptive Member.

This Member shall be at least 18 years old and takes part in the GCRA Adaptive Rowing Program. Adaptive Members have a physical or intellectual impairment which may require modification to equipment, coaching, and/or program structure to allow for maximum functionality of the rowing stroke.

This Member shall be at least 18 years of age and shall pay an Adaptive Membership Fee. Membership runs from April 1 of the current year to March 31 of the following year.

This Member has full voting rights, and may access the facilities only during times specified by the Adaptive Rowing Program. An additional equipment fee may be assessed if Adaptive members are using equipment not specifically assigned to the Adaptive Rowing Program.

2.1.3 Half-Year Member.

This Member shall be at least 18 years old and shall pay an amount equal to no less than one half of the basic Membership fee or adaptive member fee and equal to no less than one half of any other applicable fees (e.g. Membership runs from August 1 of the current year to March 31 of the following year.

This Member has full voting rights and guest privileges and access to the Corporation facility during the membership period. This Member has unsupervised access to the Corporation's facility. Subject to availability of space and the approval of the Executive Committee, this Member may additionally pay one-half the normal storage fee to store equipment privately owned by the Member at the Corporation's facilities during that member's membership period.

Half-Year Memberships are available, subject to approval by the Executive Committee.

2.1.4 Collegiate Member.

This Member shall be at least 18 years old and enrolled full-time at a post-secondary institution. This Member shall pay an amount equal to no less than one-half of the current basic Membership fee and equal to no less than one-half of any other applicable fees. Membership runs from April 1 of the current year to March 31 of the following year.

This Member has full voting rights and unsupervised access to the Corporation's facility. This Member has no guest privileges. Subject to availability of space and the approval of the Executive Committee, this Member may additionally pay one-half the normal storage fee to store equipment privately owned by the Member at the Corporation's facilities during that member's membership period.

2.1.5 Honorary Member.

This Member shall be at least 18 years of age. Basic Membership fees are waived for this Member. The Executive Committee may grant a maximum of six honorary Memberships per year. A majority vote of the Executive Committee shall determine the recipients of each year's honorary Memberships. Membership runs from April 1 of the current year to March 31 of the following year.

This Member has full voting rights, guest privileges and unsupervised access to the Corporation's facilities and equipment. Subject to availability of space and the approval of the Executive Committee, this Member may additionally pay storage fees to store equipment privately owned by the Member at the Corporation's facilities.

2.1.6 Coxswain Member.

This Member shall be at least 18 years of age or part of an official program of the Corporation. This class of Membership is open to those individuals who serve as Coxswains only. Membership runs from April 1 of the current year to March 31 of the following year.

This member has full voting rights and has unsupervised access to the Corporation's facilities and equipment for the purposes of serving as a Coxswain only.

2.1.7 Cox2Row Member.

This member shall be at least 18 years of age. Eligibility for this category of membership is subject to approval by the Executive Committee. This member must be willing to cox at least 20 sessions from May through October in a GCRA program to waive Membership in order to be able to row. This would be in lieu of coxing fees. Membership runs from April 1 of the current year to March 31 of the following year.

These Members have full voting rights and guest privileges and access to the Corporation's facilities and equipment.

2.1.8 Lifetime Emeritus Member.

This Member shall be at least 18 years of age. Only the Membership fee is waived for this member. The Executive Committee may grant a maximum of one Lifetime Emeritus Membership per year. A majority vote of the Executive Committee shall determine the recipient of a Lifetime Emeritus Membership. Membership term is unlimited.

This member has full voting rights, guest privileges and unsupervised access to the Corporation's facilities. Subject to availability of space and the approval of the Executive Committee, this Member may additionally pay storage fees to store equipment privately owned by the Member at the Corporation's facilities.

2.1.9 Temporary Non-Resident.

This member shall be at least 18 years of age. On or before May 1st, the Officers shall designate the cost and privileges available to temporary, non-residents of the Columbus area for access to club facilities and equipment.

This class of Membership shall last one month and may be extended a maximum of two times, for a maximum of three months per non-resident per year. This Member does not have voting rights or guest privileges.

2.1.10 National Competitive Athlete Membership.

This member shall be at least 18 years of age. This member shall be approved by the Executive Committee as having the potential to participate as an athlete on the US National team or US Development teams.

All membership and equipment fees are waived for this member. This Member does not have voting rights or guest privileges.

2.1.11 Coach2Row Member.

This member shall be at least 18 years of age. Eligibility for this category of membership is subject to approval by the Executive Committee. This member must be willing to coach at least 20 sessions from May Through October in a GCRA program to waive Membership in order to be able to row. This would be in lieu of traditional coaching fees. Membership runs from April 1 of the current year to March 31 of the following year.

These Members have full voting rights and guest privileges and access to the Corporations' facilities and equipment during the membership period.

2.2 Requirements of Membership

To be considered a Member of any class, a person must submit to the Corporation Post Office Box, online or as otherwise directed by the Executive Committee, the following forms along with his/her timely payment of fees (if applicable):

- 1) Membership Application,
- 2) an indemnification and liability waiver; and
- 3) parent or guardian permission (if applicable).

2.3 Transfer of Membership

Transfer of Membership is not permitted.

2.4 Fees, Forms, Membership Effective Dates

All fees and forms are due for submission to the Principal Office on the beginning date of the applicable Membership period, as outlined in section 2.2 of these By-Laws. Should the fees and forms be submitted on a date following the beginning date of the applicable Membership period, Membership privileges begin on such submission date. Proration of fees shall not be permitted.

2.5 Termination of Membership

Termination of Membership under any class occurs immediately upon the expiration of the defined Membership period. The failure of a Member or former Member to remit timely payment of an equipment storage fee may result in the removal of such Member's equipment from the Corporation's facility.

Termination of Membership under any class may occur as the result of disciplinary action taken by the Executive Committee. Examples of activities that may result in such disciplinary action include, but are not limited to:

- blatant or repeated violations of the Regulations;
- blatant or repeated abuse of equipment owned or leased by the Corporation; unauthorized use of another Member's privately owned equipment which is stored at the Corporation's facilities;
- any deliberate action which compromises a Member's safety;
- or any action that jeopardizes or causes the loss of integrity of the Corporation's standing in the eyes of the community, with the City of Columbus, or with the United States Rowing Association.

Termination of Membership under this paragraph can occur only with at least a majority vote of the members of the Executive Committee and the Board of Trustees. No reimbursement of any fees shall accompany action to terminate Membership.

A Member may voluntarily terminate Membership at any time prior to the end of the purchased Membership period. Reimbursement of any fees will accompany any such voluntary termination only by a majority vote of the Executive Committee. Any Member desiring such reimbursement must present to the Executive Committee a written request for such reimbursement that outlines the reason for the voluntary termination. A Member's waning interest in the sport of rowing, a Member's inability to find compatible rowing partners, or a Member's inability to obtain coaching will not in and of themselves be considered events that necessitate reimbursement of fees.

ARTICLE 3 - MEETINGS

3.1 Annual Meeting

The Annual Meeting of Members shall be held during the month of November of every year at such time, date, and place as may be fixed in the notice of such meeting. The annual meeting shall allow sufficient time for candidates for the Corporation's Executive Committee and the Board of Trustees to present any pertinent information regarding their candidacy and to answer questions from the members.

3.2 Special Meetings

Special meetings of Members may be held at any time, date, and place, upon reasonable notice, and pursuant to a resolution of the Board of Trustees or when called for by one or more Officers or by one third of the voting Members. Calls for special meetings of Members shall specify the time, date, place and agenda thereof and no other business than that specified in the call shall be considered at any such meeting.

3.3 Notice of Meetings

A written notice of meetings, consisting of time, date, and place shall be posted at the facilities as well as on the official Corporation website and/or e-mailed to each Member at the e-mail address provided to the Corporation by the member on his or her membership application, or as subsequently provided to the Corporation Secretary.

3.4 Voting

Each Member who is granted the right to vote shall have one vote on each matter submitted to the Members for their vote, consent, waiver, release or other action.

3.5 Quorum

A quorum shall consist of the number of Members with voting privileges at any meeting except the Annual Meeting. At the Annual Meeting, a quorum shall consist of one third of the voting Members of the organization. Unless otherwise specified in these By-Laws, a majority vote of the quorum shall be sufficient to transact Corporation business. Proxy votes count towards the constitution of the quorum for the Annual Meeting.

3.6 Proxies

Any Member who is granted the right to vote shall be entitled by proxy or proxies given in writing and signed by such Member to be represented at any meeting of Members, including voting, giving ,or exercising any other right. Facsimiles or e-mails from a member's e-mail address on record with the Corporation are acceptable.

ARTICLE 4 - BOARD OF TRUSTEES

4.1 Number, Tenure and Qualification

The number of Trustees shall be not less than three nor more than seven. The President of the Corporation shall be a Trustee. For the remaining Trustees, the term of office shall be two years. An equal number shall hold office commencing in odd years as in even years. Trustees may be re-elected to successive terms. Trustees need not be Members of the Corporation. In order to maintain the planned election of 50% of the non-executive trustees, one year terms may be substituted as needed.

4.2 Nomination and Election

Trustees may be nominated for election by any Member or may self-nominate. Trustees shall be elected by the Members at the Annual Meeting, or at any special meeting called for that purpose.

4.3 Vacancies

Any vacancy that may occur in the Board of Trustees may be filled by appointment for the unexpired term upon at least a majority vote of the remaining Trustees.

4.4 Duties

The Trustees shall establish the strategic operations and program policies for the Corporation. This includes establishing policies for the creation, evaluation and possible discontinuation of programs offered to the Corporation members by the Program Committee. (See Section 6.5)

The Trustees are responsible for acting on the recommendations of the Executive Committee regarding the sale and purchase of equipment, as specified in Section 5.5.

The Trustees also serve as liaisons, i.e. Ad Hoc Members, to Corporation committees in order to facilitate communication and provide oversight.

The Trustees are required to maintain a strategic planning document. This plan should be presented to the club membership annually. The actions of the corporation's officers should be based on this document.

The Trustees shall conduct any activities necessary for the good operation of the Corporation in accordance with high ethical principles. Trustees shall elect their chairperson at their first meeting after the Annual Meeting and establish rules necessary to conduct business.

4.5 Meetings of Trustees

Meetings of Trustees shall be held no less frequently than quarterly and at any time or place pursuant to the notice of the meeting. A special meeting of the Trustees may also be called by the Corporation President or any two Trustees. A two-day written notice of such meetings shall be given to each Trustee unless the Trustees have fixed a regular time and place for such meetings, in which case no notice shall be required for any meeting. The requirement of the notice of any meeting may be waived in writing either before or after such meeting by mutual agreement of the Trustees.

4.6 Compensation

No Member of the Board of Trustees shall be entitled to receive any compensation for the performance of Trustee duties.

4.7 Quorum

The presence of sixty percent (60%) of the Members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees. A quorum shall be required to conduct the business of the Board of Trustees.

ARTICLE 5 – EXECUTIVE COMMITTEE (OFFICERS)

5.1 Composition

Officers of the Corporation (the Executive Committee) shall consist of the President, the Vice President, the Secretary and the Treasurer, and such other officers as may be appointed by the Board of Trustees.

5.2 Nomination and Election

Officers shall be nominated by one or more Members prior to or during the Annual Meeting or may self-nominate. Officer candidates must be able to carry out effectively the duties of the office and must have been a Member of the Corporation in good standing for at least one year. Officers shall be elected by the Members at their Annual Meeting or at any meeting called for that purpose.

5.3 Tenure and Qualification

In order to hold office, Officers must be Members in good standing, including being current in the payment of dues. Officers shall hold office for two years or until their successors are elected and qualified, or for such term as the Board of Trustees may designate. Outgoing Officers shall ensure a smooth transition to incoming Officers. The Corporation shall impose staggered terms. One-year terms may be substituted as needed to maintain staggered terms. Officers may be re-elected to successive terms.

5.4 Vacancies

Any vacancy that may occur in the offices of Vice President, Secretary, or Treasurer may be filled by the appointment of a replacement by the President for the remainder of the unexpired term. Any vacancy in the Office of President may be filled by the appointment of a replacement by the Board of Trustees.

5.5 Duties

The Executive Committee shall take action on all matters affecting the day to-day operations of the Corporation. The Executive Committee shall appoint chairpersons for all Corporation committees and shall meet with those chairpersons by May 1st of each year to discuss goals, expectations and metrics of success for each committee.

The Executive Committee shall recommend the sale or purchase of any equipment to the Board of Trustees and may take action, once approved by the Board of Trustees, to sell or purchase such equipment.

The Executive Committee is responsible for establishing the Rules and Regulations for the Corporation and for ensuring that such Rules and Regulations are promulgated in a timely fashion to the Membership. This includes, but is not limited to, establishing procedures for granting access to Members to the Corporation's facilities, equipment, and programs.

This also includes establishing relevant procedures to be compliant with USRowing applicable requirements for its Organizational Members, including, but not limited to, the implementation of procedures to reinforce the USRowing SafeSport or other campaigns to protect athletes from bullying, hazing, harassment (including sexual

harassment), emotional misconduct, physical misconduct and sexual misconduct, such as background checks, training in the areas of misconduct, and reporting procedure.

The Corporation's Executive Committee, Board of Trustees, coaches, and volunteers with direct access to athletes as determined by the Executive Committee are subject to SafeSport or other athlete-protection policies as recommended or required by USRowing.

5.6 Removal

An Officer may be removed, either with or without cause, by the affirmative vote of a majority of Trustees at any meeting of the Board of Trustees.

5.7 Compensation

No Member of the Executive Committee shall be entitled to receive any compensation for the performance of Executive Committee duties.

5.8 Duties of the President

5.8.1 The President shall prepare the agenda and preside over all meetings of the Members of the Corporation.

5.8.2 The President shall serve as one of the Trustees of the Corporation.

5.8.3 The President shall sign the license agreement with the City of Columbus, if applicable, and shall ensure the Corporation's compliance with the covenants of the license agreement.

5.8.4 The President shall be granted Corporation checking account access. Such access will additionally be granted only to the Treasurer.

5.8.5 The President shall maintain relationships, as necessary, to manage the Corporation's investments.

5.8.6 The President shall maintain, as necessary to the operation of the Corporation, ongoing communications with City of Columbus personnel.

5.8.7 The President shall maintain communications with the coaches of The Ohio State University Women's Crew, with the coaches and advisors of the High School programs rowing on Griggs Reservoir, and leadership of the Scioto Boat Club pursuant to written correspondence, including e-mail or meetings, as necessary.

5.8.8 The President, or designee, in conjunction with the other Officers, shall communicate with new and prospective members, and ensure that new members are provided access to the facility, a tour of the facility, and an orientation to the Corporation's practices.

5.8.9 The President shall perform all duties generally incident to such office and such other duties as may from time to time be required by the Corporation.

5.8.10 At the expiration of their elected term, or upon removal or resignation from office, the President shall deliver all records, documents, materials and property of the Corporation in their possession to their successor in office, or to the Vice President as appropriate.

5.9 Duties of the Vice President

5.9.1 The Vice President shall perform all the duties of the President in the President's absence or disability. In case both the President and Vice President are absent or unable to perform their duties, the Board of Trustees may appoint a President pro tempore.

5.9.2 [Deleted]

5.9.3 The Vice President shall be a member of the Program Committee and shall report such committee's activities to the Executive Committee.

5.9.4 The Vice President shall be a member of the Boathouse Operations Committee, ensuring that approved purchases and repairs are completed in a timely manner. The Vice President shall coordinate with the Equipment Committee to ensure that all Corporation watercraft have current permits affixed.

5.9.5 The Vice President shall perform all duties generally incident to such office and such other duties as may from time to time be required by the Corporation.

5.9.6 At the expiration of his/her elected term, or upon removal or resignation from office, the Vice President shall deliver all books, papers and property of the Corporation in his/her possession to the President or to his/her successor in office, as appropriate.

5.10 Duties of the Secretary

5.10.1 The Secretary shall keep an accurate record of all transactions of the Members.

5.10.2 The Secretary shall issue all notices required by these By-Laws.

5.10.3 The Secretary shall prepare and post on the Corporation Website all minutes of General Membership Meetings and Executive Committee meetings.

5.10.4 **The Secretary or Treasurer shall retrieve all mail from the Post Office box of the Corporation.**

5.10.5 The Secretary shall maintain the bulletin boards at the Corporation's facility.

5.10.6 The Secretary shall be a member of the Finance Committee and shall report such committee's activities to the Executive Committee.

5.10.7 [Deleted]

5.10.8 The Secretary shall perform all duties generally incident to such office and such other duties as may from time to time be required by the Corporation.

5.10.9 At the expiration of their elected term, or upon removal or resignation from office, the Secretary shall deliver all books, papers and property of the Corporation in their possession to the President or to their successor in office, as appropriate.

5.11 Duties of the Treasurer

5.11.1 The Treasurer shall receive and safely keep all monies, property, and rights belonging to the Corporation. It shall be their duty to keep an accurate account of the finances of the Corporation. All books shall be open for inspection and examination by the Board of Trustees or any committee of the Members appointed for that purpose. Proper receipts shall be taken for all disbursements and kept on file.

5.11.2 The Treasurer shall render an account of the financial standing of the Corporation at the Annual Meeting of the Members and at such times as the President or Board of Trustees may determine.

5.11.3 The Treasurer shall render an account of the financial standing of the Corporation for the period coincident with the Fiscal Year.

5.11.4 The Treasurer shall cause to be prepared and properly submit Internal Revenue Service Form 990, including any applicable financial reports of the Corporation's investments, for every Fiscal Year on or before May 15 of the following year.

5.11.5 The Treasurer shall prepare and properly submit to the Ohio Secretary of State the Statement of Continued Existence of Corporation Not For Profit, with the scheduled fee payment, on or before the fifth anniversary of the Date of Incorporation and every five years thereafter, naming themselves as the statutory agent.

5.11.6 The Treasurer shall prepare and properly submit the Ohio Attorney General's Charitable Organization Registration Statement for every Fiscal Year on or before May 15 of the following year.

5.11.7 The Treasurer shall prepare and properly submit and distribute Internal Revenue Service Forms 1099 and 1096 for every Fiscal Year, if applicable, on or before January 31 of the following year.

5.11.8 The Treasurer shall make all coaching fee payments, all rental fee payments to the City of Columbus, all membership fee payments to the United States Rowing Association, all insurance premium payments to any insurer provider of the Corporation, all scheduled payments for any Corporation purchases, all post office box rental fee payments, and payments of any other expense on a timely basis, as appropriate.

5.11.9 The Treasurer shall be granted checking account access, maintain the Corporation's checkbook, and balance the checkbook on a monthly basis. Such access will be additionally granted only to the President. Following each change in Officers, the outgoing Treasurer shall submit to the banking institution engaged by the Corporation a corporate resolution naming the new Treasurer and/or President as being the persons who are authorized checking account access.

5.11.10 The Treasurer shall issue receipts, as necessary, for monies received by the Corporation. Transactions completed electronically (e.g. via PayPal) shall be acknowledged electronically.

5.11.11 The Treasurer shall prepare, in conjunction with the President, an annual budget for the coming year for presentation to the Membership at the first business meeting following the Annual Meeting. A draft budget must be presented to the Finance Committee and Trustees by October 15 and approved by the Trustees and presented to the membership at the Annual Meeting in November.

5.11.12 The Treasurer shall perform all duties generally incident to such office and such other duties as may from time to time be required by the Corporation.

5.11.13 At the expiration of their elected term, or upon removal or resignation from office, the Treasurer shall deliver all monies, property, records and rights of the Corporation in their possession to the President or to their successor in office, as appropriate.

5.11.14 The Treasurer shall be a member of the Finance Committee and shall report such committee's financial and other activities to the Executive Committee.

ARTICLE 6 – COMMITTEES AND PROGRAMS

6.1 Quorum, Voting

All Membership (Article 2) and meeting (Article 3) rules apply to committees as applicable.

6.2 Boathouse Operations Committee

Subject to the approval of the Executive Committee, the Boathouse Operations Committee will maintain the cleanliness and general order of the boathouse, maintain equipment, maintain equipment registrations as required by the state, make recommendations for purchase and sale of equipment, maintain boat reservation logs, maintain private boat logs and make recommendations to the Executive Committee. Sub-committees may be formed by the Executive Committee as needed.

6.3 Safety & Inclusion Committee

Subject to the approval of the Executive Committee, the Safety and Inclusion Committee shall review the Rules and Regulations and make recommendations to the Executive Committee regarding practices and procedures to maintain member safety and inclusion.

6.4 Finance Committee

Subject to the approval of the Executive Committee, the Finance Committee ensures the financial stability of the Corporation by providing checks and balances on financial reporting and spending and overseeing the development fundraising initiatives to support long-term sustainability of the Corporation.

The Finance Committee shall review and provide input regarding the Corporation's proposed annual budget, prior to it being presented to and approved by the Trustees. The Finance Committee chair, along with the Treasurer, shall work directly with the Corporation's current investment partner(s) to ensure that GCRA funds are appropriated properly.

6.5 Program Committee

Subject to the approval of the Executive Committee, the Program Committee develops, recommends, evaluates and oversees the programs approved by the Executive Committee and made available to the membership. Examples of such programs include but are not limited to a Learn-To-Row Program, Small Boat Safety Program, and an Adaptive Rowing Program.

6.6 Other Committees

The President may appoint Members and chairs of such other standing or ad hoc committees that are necessary to accomplish the Corporation's goals.

ARTICLE 7 - INDEMNIFICATION OF MEMBERS, TRUSTEES, OFFICERS AND EMPLOYEES

7.1 Indemnification

Each person who is or was a Member, Trustee, Officer or employee of the Corporation (including the heirs, assigns, executors, administrators or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Non-Profit Corporation Law of the State of Ohio against any liability, cost or expense incurred by them in their capacity as a Member, Trustee, Officer or employee, or arising out of their status as a Member, Trustee, Officer or employee.

The Corporation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. The Executive Committee shall notify the Board of Trustees and the Membership as to whether such insurance is being maintained.

(For purposes of this Article 7, references to "the Corporation" include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.)

ARTICLE 8 - DISSOLUTION

8.1 Authority

If deemed advisable by the Members, the Corporation may be dissolved pursuant to the applicable provisions of Ohio Revised Code.

8.2 Distribution of Assets

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 - AMENDMENTS

9.1 Amendments

These By-Laws, other than Section 8.2, may be altered, amended, or repealed and new By-Laws may be adopted at any meeting of Members, provided notice of the proposed change is given at least ten (10) days prior to such meeting, by the affirmative vote of a majority of the Members present at such meeting. November 19, 1997.

9.2 Schedule of Modifications

Appendix A provides the list of changes to these By-Laws in November 2016 Appendix B provides the list of changes to these By-Laws in November 2019. Appendix C provides the list of changes to these By-Laws in November 2022.