

Bylaws of Florida Crew Alumni Association Inc.

These Bylaws of Florida Crew Alumni Association Inc. (the “Bylaws”) are effective as of June 2021.

Article 1 NAME

Name: Florida Crew Alumni Association Inc. (the “Association”)

Article 2 MISSION

Mission: The Association is an independent, non-profit organization whose mission is to develop the sport of rowing at the University of Florida’s nationally recognized club rowing team (“Florida Club Rowing”) by cultivating a mutually beneficial relationship between Florida Club Rowing and its growing worldwide community of alumni. The Association will foster a community of alumni, coaches, and friends; facilitate alumni programs; and strengthen alumni bonds in order to promote the legacy, welfare, competitive excellence and inclusion of Florida Club Rowing.

Article 3 PURPOSE

Purpose: The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Association has no affiliation with the University of Florida. Purposes include but are not limited to:

- I. Legacy : The Association aims to strengthen and maintain the network of alumni and student- athletes to be used as a resource for Florida Club Rowing and as a means for alumni to stay connected to their alma mater and one another;
- II. Welfare: The Association will promote and maintain the longevity of Florida Club Rowing and assist in taking care of the operational needs of the team through organized fundraising and programs to raise community support and awareness;
- III. Competitive Excellence: The Association aims to provide further support to Florida Club Rowing beyond minimum operational needs of the team.
- IV. Inclusion: The Association is committed to creating an environment that celebrates and affirms all identities, regardless of race, color, religion, sex, age, perceived or actual

sexual orientation, gender identity or gender expression, marital status, national origin, or disability.

Article 4
DEFINITIONS and MEMBERSHIP

1. Definitions:

- a. "Association" is defined in Article 1.
- b. "Association Member(s)" are any member of the Association as outlined in Article 4.2.
- c. "Association's Board" is the Board of Directors governing Florida Crew Alumni Association Inc.
- d. "Bylaws" is defined in the introductory paragraph.
- e. "Committee Head" is defined in Article 6.1.
- f. "Executive Gators" is defined in Article 5.1.
- g. "Florida Club Rowing" is defined in Article 2.
- h. "Indemnified Members" is defined in Article 12.
- i. "Student-Athletes" are current members of Florida Club Rowing.

2. Membership: Association membership tiers are defined as follows:

- a. Gator: A Gator-level Association Member is any person who has participated in Florida Club Rowing at least one semester as an athlete (rower or coxswain) or coach, has provided current contact information to the Association, is no longer on the Florida Club Rowing team and is no longer an undergraduate student at the University of Florida.
- b. Friend of Florida Club Rowing: Any person, who otherwise does not qualify as a Gator, 1984 Gator, Lifetime Gator, or Executive Gator, and who makes a minimum donation as defined by the Fundraising Committee shall be a Association Member for the calendar year in which their donation was made.
- c. 1984 Gator: A 1984 Gator-level Association Member is any person who has taken interest in the mission and goals of the Association and elects to contribute an auto-debit monthly donation of \$19.84. Recent graduates, defined as any person who graduated from the University of Florida within the past 5 years, will be classified as a 1984 Gator if they make auto-debit monthly donations in any amount.

- d. Lifetime Gator: A Lifetime Gator-level Association Member is any person who makes a one-time donation of \$1,984.
- e. Executive Gator: Any Gator who is elected to sit on the Association's Board.

Article 5
ASSOCIATION BOARD of DIRECTORS

1. Directors ("Executive Gators"): The Association's Board will consist of seven voting members in the following positions: President, Secretary, Vice President of Communications, Vice President of Alumni Engagement, Treasurer, and two additional voting members. Any Gator currently coaching for Florida Club Rowing or who is the faculty advisor for the Florida Club Rowing may not serve as an Executive Gator. Executive Gators will serve as heads of or members of committees, as detailed in Article 6. Executive Gator duties include the following:

a. President

- i. Shall preside over all meetings of the Association Members and Executive Gators;
- ii. Shall be kept informed as to all actions taken by the Executive Gators at their meetings and as to all actions of the committees;
- iii. Shall act as liaison with Florida Club Rowing coaching staff and Executive Gators;
- iv. Shall interpret the Bylaws if there are any areas of ambiguity; interpretations may be overruled by majority vote of the Executive Gators
- v. Shall sign all contracts and instruments which have been approved in accordance with these by-laws; and
- vi. Shall cosign all accounts with the treasurer.

b. Secretary

- i. Shall keep a record of the proceedings of all of the Association's Board meetings;
- ii. Shall receive and file all committee reports;
- iii. Shall serve on at least one committee;
- iv. Shall receive and file all contracts into which the association has entered;
- v. Shall file reports required by the state;
- vi. Shall maintain and distribute to all Association Members an up-to-date list of all officers, Executive Gators, and Association Members; and

vii. Shall enter balances of every account which the Association holds into the minutes of every regular monthly meeting.

c. Vice President of Communications

- i. Shall serve as Head of the Communications Committee;
- ii. Shall maintain communication with the current Florida Club Rowing Executive Board to distribute current team updates, including race results, and alumni event schedules to Florida Club Rowing alumni and Association Members; and
- iii. Shall maintain and update a database of Florida Club Rowing alumni contact information.

d. Vice President of Alumni Engagement

- i. Shall serve as Head of the Alumni Engagement Committee;
- ii. Shall coordinates and facilitate alumni events and programs;
- iii. Shall coordinate with Florida Club Rowing coaches regarding alumni racing; and
- iv. Shall designate an Association Member to attend the Florida Club Rowing Family Weekend Banquet for the purposes of raising awareness for alumni engagement.

e. Treasurer

- i. Shall serve as Head of the Fundraising Committee;
- ii. Shall provide the Secretary account balances for inclusion in meeting minutes of the Association's Board;
- iii. Shall receive and deposit all funds of the association and account for all receipts, disbursement, and balance on hand at each regular meeting;
- iv. Shall prepare and file in a timely manner all federal, state or local tax forms; and
- v. Shall cosign all accounts with the president.

f. Additional Voting Members

- i. Shall serve on at least one committee.

2. Terms: Executive Gators shall serve two year terms, with the exception of the inaugural Board. The inaugural Treasurer, Vice President of Communications and one Additional Voting Member shall serve from the first election in fall 2020 until June 2021. The

inaugural President, Vice President of Alumni Engagement, Secretary and remaining Additional Voting Member shall serve from the first election in fall 2020 until June 2022. The President must be a member of the previous serving board of directors. Elected Executive Gators must donate \$19.84 per month for the duration of their term on the Association's Board, with the first payment due 30 days after election. Executive Gators who do not wish to auto-enroll in payments may make a one-time payment equivalent to or greater than the sum of the monthly payments for their term, due in full 30 days after election. All Executive Gators will be volunteers and shall not receive compensation for serving on the Association's Board.

3. Meetings: The Association's Board will meet at least once per University of Florida fall and spring academic semester with current Florida Club Rowing Executive Board members and coaches. Committees will meet on an as needed basis as determined by each committee's Head. Meetings open to all Association Members will be hosted once per University of Florida fall and spring academic semesters by the Association's Board to discuss the state and vision of the Association. Date and time of the meetings will be communicated in writing to all Association Members at least 7 days in advance of the meeting.
4. Elections: Elections for Executive Gators will be held biennially in June; provided, however, the first elections will be held in the fall of 2020. Voting may take place electronically and will be open to all Association Members (including any Gator-level Association Member). Only Association Members will be eligible to run for positions on the Association's Board. Association Members shall notify the designated member of the Association's Board of the member's intent to run for a position on the Association Board. The person with a simple majority of the votes for that position will assume the position as an Executive Gator 30 days after the elections.
5. Vacancy: Any vacancy on the Association's Board shall be filled by majority vote of remaining Executive Gators. The Executive Gator that fills such vacancy shall serve the duration of the unexpired term for such position.
6. Resignation: Any Executive Gator in good standing may resign from the Association's Board by giving at least 30 days' written notice of resignation to the Secretary at any time.
7. Removal: Executive Gators may be removed at any time for failure to act in the best interest of the Association by vote of $\frac{2}{3}$ of the remaining Executive Gators; provided,

however, before he or she is removed against his or her consent, he or she shall be given an opportunity to be heard.

Article 6

COMMITTEES

1. Committee Structure: Each committee will be composed, at a minimum, of an Executive Gator serving as Head of the Committee (“Committee Head”) and one other Executive Gator, as designated in Article 5 Section 1. Additional committee members may consist of Association Members, except for current Florida Club Rowing coaches and Student-Athletes. Additional committee members may be added based on interest and need as determined by the current Committee Heads. Committee Heads will be responsible to coordinate with each other. The Committees are as follows:
 - a. Fundraising: The Fundraising Committee’s role is to develop financial resources for Florida Club Rowing via avenues including donations, fundraisers and grants.
 - i. The Association will meet fundraising goals by various methods, including but not limited to the following:
 1. Donations from Gator, 1984 Gator, Lifetime Gator and Executive Gator Association Members;
 2. Ad hoc donations by alumni and community at large through targeted fundraising campaigns and merchandise sales;
 3. Live and virtual events including but not limited to alumni weekends, alumni regatta entries, exclusive networking events; and
 4. Partnerships with alumni employers (e.g. contribution matching programs), charities, businesses & clubs.
 - ii. Uses of funds raised by the Association may include, but are not limited to:
 1. Equipment purchases, renovations and repairs as determined to be operationally necessary or necessary for the competitiveness of the team;

2. Student-athlete sponsorships for the purposes of ensuring that financial hardships are not a barrier for University of Florida students that want to join Florida Club Rowing;
 3. Offset costs of team travel for all athletes (e.g. cost of bus travel, race fees);
 4. Operational costs as necessary to maintain the Association's operations;
 5. Other uses as determined by the Association; and
 6. Other uses as requested by the Florida Club Rowing Executive Board and determined necessary by the Association.
- iii. The Fundraising Committee, in conjunction with the President, will draft and present annual and revised projected five-year fundraising goals to the Association's Board and the Executive Board on an annual basis. Annual and revised projected five-year fundraising goals presentations to include, at a minimum, projected and actual for each of the following:
1. Change in year over year funds raised by the Association;
 2. Nominal dollar amount of annual funds raised by the Association, segmented by source;
 3. Change in year over year number of donors;
 4. Expenses incurred by the Association;
 5. Change in year over year donations to Florida Club Rowing;
 6. Nominal dollar amount of annual donations to Florida Club Rowing, segmented by specified use; and
 7. Summary of fundraising methodologies used in prior year and projection of future year fundraising methodologies, including discussion of efficacy.
- b. Communications: The Communications Committee's role is to strengthen and maintain the network of alumni and student-athletes, to be used as a resource for Florida Club Rowing and as a means for alumni to stay connected to their alma mater and one another.
- i. The Communications Committee, in conjunction with the president, will release seasonal newsletter updates and other Association communications through online platforms.
 - ii. In conjunction with the Alumni Engagement Committee, the Association may provide social and professional networking opportunities for student-athletes and alumni through programs designed to connect current student-athletes and alumni for the purpose of promoting

academic and professional advancement. Such programs may include, but are not limited to:

1. Resume reviews;
 2. Providing opportunities for internship and job placements;
 3. Graduate admissions counseling;
 4. Career counseling;
 5. Informal Q&A sessions for student-athletes;
 6. Mock interviews; or
 7. Social events.
- iii. The Association will facilitate communication between and among alumni and Student-Athletes for the purposes of the above programs.
- c. Alumni Engagement: The Alumni Engagement Committee's role, in conjunction with the other committees, is to foster a means for Florida Club Rowing alumni to stay connected to their alma mater and one another.
- i. The Alumni Engagement Committee is responsible for coordinating and facilitating alumni events and programs in conjunction with the Florida Club Rowing Executive Board, such as annual Alumni Weekends;
 - ii. The Alumni Engagement Committee is responsible for coordinating, in conjunction with the current Florida Club Rowing staff, alumni boats at regattas, when applicable; and
 - iii. The Alumni Engagement Committee is responsible for coordinating with Florida Club Rowing's Executive Board to provide alumni support and presence at races.

Article 7

POWERS and ACTIONS

1. Powers: All of the powers and duties of the Association existing under the statutes of the state of Florida and these Bylaws shall be exercised by the Executive Gators. The Executive Gators shall manage the affairs of the Association between meetings of the Association's Board, subject to these Bylaws and direction of the Association. The Executive Gators shall be responsible for the observance of policies and administration of programs approved by the Association's Board. The Executive Gators shall consider, evaluate and analyze issues that have implications for Bylaws changes and shall communicate its recommendations regarding Bylaw changes to the rest of the Association's Board. All decisions and actions carried out by an Executive Gator involving funding, social contact, and public engagement should be approved by a vote of the Association's Board.

2. Actions:

- a. The following actions are considered “Approved Actions” with the approval of these Bylaws and do not require a vote of the Association’s Board:
 - i. Maintain existing bank account
 - ii. Maintain entity - including filing annual reports
 - iii. Perform obligations under any agreement
 - iv. Make expenditures or reimbursements for items in the approved annual budget

- b. The following actions are considered “Minor Actions” and require a majority vote of the Association’s Board:
 - i. Expenditures in excess of \$250 if not in budget
 - ii. Enter into contracts
 - iii. Open new bank accounts
 - iv. Appoint scholarships

- c. The following actions are considered “Major Actions” and require a $\frac{2}{3}$ vote of the Association’s Board:
 - i. Approval of annual budget
 - ii. Purchase or sale of any assets of the Association
 - iii. Dissolution of the Association
 - iv. Amendment to organizational documents
 - v. Removal of an Executive Gator
 - vi. Or other matters determined by the President

3. Voting Procedures: The Association’s Board shall abide by the following voting procedures:

- a. A quorum at a meeting of the Association’s Board shall consist of the at least five Executive Gators.

- b. Meetings of the Association’s Board may be conducted through the use of any telephonic or electronic means of communication by which all Executive Gators participating can simultaneously hear each other during the meeting. An Executive Gator participating in a meeting by such means is deemed to be present at the meeting.

- c. A majority vote will be based on present members, and those not in attendance do not vote. Major decisions require the attendance of all Executive Gators.
- d. Minor actions, as determined by the President, may be approved without a formal meeting, as long as a majority vote by the Associations Board has been provided for in writing.

4. Restrictions on Actions: All assets and earnings of the Association shall be used exclusively for its exempt purposes and no part of its assets or income shall ever inure to the benefit or become the property of any of its incorporators, Executive Gators and Association Members, except that its incorporators, Executive Gators and Members, may be reimbursed for any advances made by them for the benefit of the Association. All contributions made to and received by the Association shall be upon the terms and conditions set out in these Bylaws. The Association will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
5. Restriction of Political Campaign Intervention: The Association shall not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

Article 8

CONFLICT OF INTEREST POLICY

1. Conflicts of Interest Defined: A conflict of interest may exist when the interests or activities of any Executive Gator may be seen as competing with the interests or activities of the Association, or when the Executive Gator has a financial or other material gain as a result of a direct or indirect relationship of the Association with any third party.
2. Disclosure required: The Executive Gator shall disclose any possible conflict of interest to the board of directors at the next meeting. The minutes of such a meeting shall reflect any and all such disclosures.
3. Abstention from Vote: When any conflict of interest is relevant to a matter requiring action by the board of directors the person involved in the conflict shall abstain from voting on the matter.

Article 9

RECORDS AND REPORTS

1. Maintenance of Corporate Records: The corporation shall keep the following at its principal office for a minimum of three years:
 - a. Minutes of all meetings of the Association's Board, committees of the board, and, if this corporation has members, of all meetings of members, indicating the

time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
 - d. A copy of the corporation's articles of incorporation and Bylaws as amended to date, which shall be open to inspection by the Association Members, if any, of the corporation at all reasonable times during office hours.
2. Executive Gators' Inspection Rights: Every Executive Gator shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these Bylaws, and provisions of law.
3. Association Members' Inspection Rights: Each and every Association Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
 - b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names and voting rights of those Association Members entitled to vote for the election of Executive Gators as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time

after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the board or committees of the board, upon written demand on the secretary of the corporation by the Association Member, for a purpose reasonably related to such person's interests as an Association Member.
 - d. Association Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these Bylaws, and provisions of law.
4. Right to Copy and Make Extracts: Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
5. Periodic Report: The Secretary shall cause any annual or periodic report required under law to be prepared and delivered to the Secretary of State of Florida or to the members of this Association, to be so prepared and delivered within the time limits set by law.

Article 10 AMENDMENTS

Amendments to the Bylaws: The Executive Gators shall have the power to amend, alter, make and repeal these Bylaws by $\frac{2}{3}$ majority vote pursuant to Article 7.2.c.iv. All amendments shall be documented in writing and retained by the Secretary. Written notice of the proposed changes, along with a copy of the current Bylaws is given at least fourteen days in advance of the meeting at which the vote shall take place.

Article 11 DISSOLUTION

Dissolution of the Association: The Executive Gators shall have the power to dissolve the Association by $\frac{2}{3}$ vote of all Executive Gators pursuant to Article 7.2.c.iii. Upon dissolution of the Association, the Association's Board shall, after paying or making provision for payment of all liabilities of the Association, including the costs and expenses of such dissolution, distribute all assets of the Association to an organization described in Section 501 (c)(3) or 170 (c)(2) of

the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the then-current Association's Board. None of the assets will be distributed to any officer or director of the Association. Any provision of these Bylaws which, in order to be effective, must survive the dissolution of the Association, shall survive any such dissolution.

Article 12

INDEMNIFICATION

Indemnification of Executive Gators: The Association shall indemnify and hold harmless against liability all Executive Gators and members of any committee (the "Indemnified Members") for their acts in their official capacities and for any action taken or not taken by the Association which results in claims for liability against any of them. This Section shall be construed to provide the broadest possible indemnification, including cost of defense, under Florida law; provided, however, this provision shall not eliminate or limit the liability of any Indemnified Member (i) for any breach of the Indemnified Member's duty of loyalty to the Association or its Members, (ii) for acts or omissions not in good faith or which involve gross negligence, intentional misconduct or a knowing violation of law, or for any transaction from which the Indemnified Member derived an improper personal benefit.

Article 13

LIABILITY

Limitation on Liability: Executive Gators and members of any committee shall not be obligated or liable to the Association, any creditor of the Association or any other person, for any losses, debts, obligations or liabilities of the Association except as otherwise provided under applicable law. Executive Gators have no obligation to make contributions to the Association in excess of their 1984 Gator contributions.

Article 14

SEVERABILITY

Severability: If any provision in these Bylaws is held invalid, illegal or unenforceable the remaining provisions will not be affected to the extent possible. If any provision is held invalid, illegal, or unenforceable then such provision shall be deemed to be amended to the minimum extent necessary to render it enforceable under the applicable laws.

Article 15

WAIVERS

Waivers: Failure to insist on strict performance of any covenant, agreement, term, or condition or failure to exercise any right or remedy does not constitute waiver in the future. No covenant, agreement, term, or condition shall be deemed waived, altered, or modified unless such waiver, alteration, or modification is documented in writing.

Article 16
GOVERNING LAW AND VENUE

Governing Law and Venue: All issues arising out of or in connection with these Bylaws or the Association will be construed or interpreted and applied in accordance with the laws in the State of Florida. All controversies, disputes or claims arising out of or relating to these Bylaws will be under the jurisdiction of the state and federal courts in the State of Florida.

Article 17
ADOPTION OF BYLAWS

Effective Date: 8/10/2020. Amended: 6/8/2021

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