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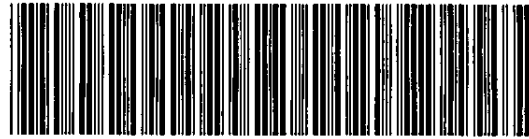
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14 JUL -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 18 2015
F. JEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Braves Rowing Inc. d/b/a Boone Crew

DOCUMENT NUMBER: N110000005483

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michele Bell, President

(Name of Contact Person)

Braves Rowing Inc. d/b/a Boone Crew

(Firm/ Company)

4301 Waterfront Parkway

(Address)

Orlando, Florida 32806

(City/ State and Zip Code)

michelebell@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michele Bell

(Name of Contact Person)

at (407) 855-2093

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Braves Rowing Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000005483

(Document Number of Corporation (if known))

14 JUL - 2 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

4301 Waterfront Parkway
Orlando, Florida 32806

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Michele Bell

4301 Waterfront Parkway

(Florida street address)

New Registered Office Address:

Orlando

(City)

, Florida

32806

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Michele Bell

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|--|----------|------------------------|---|
| 1) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>P</u> | <u>Robin Butler</u> | <u>505 East Esther Street</u>
<u>Orlando, Florida 32806</u> |
| 2) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>P</u> | <u>Michelle Bell</u> | <u>4301 Waterfront Parkway</u> |
| 3) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>✓</u> | <u>Karen LaBelle</u> | <u>2719 Paseo Street</u>
<u>Orlando, Florida 32805</u> |
| 4) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>✓</u> | <u>Michael Asbury</u> | <u>1603 Overlake Avenue</u>
<u>Orlando, Florida 32806</u> |
| 5) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>✓</u> | <u>Matthew Flynn</u> | <u>3464 Heatherstone Court</u>
<u>Orlando, Florida 32812</u> |
| 6) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>S</u> | <u>Victoria Nicoll</u> | <u>1824 Kaluma Court</u>
<u>Orlando, Florida</u>
<u>32806</u> |

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

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Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>Co Sec.</u>	<u>Frances Camilleri</u>	<u>619 Fieldstream Blvd.</u> <u>Orlando, Florida</u> <u>32825</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Frances Camilleri</u>	<u>619 Fieldstream Blvd.</u> <u>Orlando, Florida</u> <u>32825</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>L. D.</u>	<u>Michele Bell</u>	<u>4301 Waterfront Parkway</u> <u>Orlando, Florida 32806</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached.

BRI Annual General Meeting -- May 13, 2014

Meeting convened at 7:00 PM in BHS Cafeteria for General Membership Meeting and Election of new Executive Committee Officers for 2014-2015.

Board Members Present (10)

Robin Butler , President
Karen LaBelle, 1st Vice President
Frances Camilleri, Corr./Rec. Secy.
Matt Flynn, Programs
Beth Mazza, Fundraising

Bob Pollard, Equipment
Stephanie Spinelli, Sponsorship
Shannon Galante, Treasurer/Registration
Michele Bell, Legal/Ethics
Jennifer Yordan, Merchandise

Not Present (2)

Mike Asbury, 2nd Vice President

Lori Warren, Publicity

Members Present (17)

Lisa Calabretta
Anthony Toft
David Villar
Rebecca Campbell
Hiosvany Muina
Mary Asbury
Tracie Michalski
Kim Sondel
Heather Toft

Mary Beth Paris
Joanna Schmidtchen
Lisa Renaud
Victor Yordan
Malenny Quiros
Elizabeth Herndon
Linda Weber
Heather McMillen

Coaches Present (0)

Election Results – Presented by Nominations Committee: Victor Yordan, Kimberly Sondel, Shannon Galante

Former Officers:

Robin Butler , President
Karen LaBelle, 1st Vice President
Shannon Galante, Treasurer
Mike Asbury, 2nd Vice President
Frances Camilleri, Corr./Rec. Secy.
Michele Bell, Legal/Ethics

Newly Elected Officers:

President: Michele Bell
Vice Pres.: Matt Flynn
Treasurer: Shannon Galante
Secretary: Frances Camilleri

Programs

Coordinator: TBD at Special Election Pending Bylaws Amendment

Respectfully submitted,

Frances Camilleri 6-18-14

Frances Camilleri, Recording Secretary

Braves Rowing, Inc. Bylaws

Article I

Purpose

Braves Rowing, Inc. (hereinafter referred to as "BRI") was founded in 2011 to be a non-profit organization formed, and to be maintained, to promote rowing as a competitive interscholastic sport for Boone High School (hereinafter referred to as "BHS") students first and foremost. Additionally, through additional rowing programs, BRI may teach and train rowers from the local community, with a primary focus on potential future Boone Rowers, Boone Rower parents, family, and Boone Alumni.

Participation shall be without preference to race, creed, religion, national origin, gender, or sexual orientation.

Article II

Membership

The Membership of BRI shall consist of the General Members, the Special Members and the Honorary Members. Membership runs from June 1 to May 31 of each year (the program year) and membership applications can be accepted up through March 31 of each year.

The Fiscal Year shall also run from the first day of the month of June to the last day of the month of May.

Section 1

General Members: The General Membership shall consist of the parents and legal guardians of current, dues paying Boone Crew rowers with completed registration packets on file with BRI. Home schooled or FLVS rowers zoned for or are otherwise enrolled in BHS can participate in Boone Crew once proper documentation has been submitted and approved by BRI and Orange County Public Schools (hereinafter referred to as OCPs) and to the Florida High School Athletic Association (hereinafter referred to as FHSAA). All rowers shall be in good academic and disciplinary standing in accordance with current policies of OCPs.

General Members shall be Members in Good Standing (current in the payment of all applicable dues as established by the BRI Board) in order to be eligible to cast a vote.

General Members shall have a voice in decisions and guidelines of the corporation as outlined in these Bylaws or allowed by the BRI board (See Article V below). There shall be one (1) General Membership vote per rower.

General members have voting rights/privileges in matters pertaining to elections and/or removal of Officers (see Article IV Sections 3, 4 & 5 below). Votes involving the general membership shall be made by numbered paper ballots.

Because BRI is not funded through the School Board of Orange County Public Schools, as are other sports, it derives its support solely from the family and friends of the rowers and the surrounding community. It is the responsibility of the General Membership to raise the necessary funds and/or resources to supply any and all required equipment necessary related to rowing, to maintain a boathouse, to pay any and all coaches training fees, to pay travel expenses, and meet and to provide for any other expenses that may be incurred as they relate to rowing.

Section 2

Special Members: The Special Membership shall consist of adult participants and the parents and/or legal guardians of minor participants in BRI sponsored programs other than Boone Crew and who have a completed registration packet on file with BRI. General Members will become Special Members when their Boone Crew Rower ceases to participate in BRI activities during the program year. Additionally, Special Members may include alumni of Boone High School Crew. Special members shall complete a membership application or registration, at

such dues rates payable to BRI, as the Board may deem appropriate in its discretion. Special Membership is a non-voting membership with the exception of a Special Member elected to the office of Programs Coordinator. A Special Member elected to the office of Programs Coordinator must reside in the school district zoned for William R. Boone High School, and be the parent and/or legal guardian of a minor who (i) participates in the Jr. Braves Middle School Rowing program (or any successor or supplemental BRI-sponsored program), and (ii) will attend William R. Boone High School as a high school student.

Section 3

Honorary Members: Honorary Members may include any person, whom the Board, in its discretion, may choose. All BRI employees and coaches are Honorary Members. All past presidents of BRI (in good standing) shall automatically receive a lifetime Honorary Membership to BRI upon the expiration of their term. Honorary membership is a non-voting membership.

Section 4

No person or party of any affiliation, including, but not limited to voting Board members, coaches and/or consultants to or for the South Orlando Rowing Association who participated in the 2011 dissolution of same shall be entitled to a vote in any matters related to BRI, nor shall they hold any Board position or Committee Chair position.

Section 5

All Members agree that they are financially accountable for damages caused by themselves or their rower to any equipment or Facility owned or utilized by BRI due to gross negligence or willful misconduct as determined by the Board.

Article III

Meetings

Section 1

Board of Directors Meetings: The Board will conduct monthly meetings on the same day of each Month, except for holidays or other exceptions, as determined by the Executive Committee prior to the first monthly Board meeting held after the elections of each Fiscal Year at the designated place agreed upon by the Board.

Board members will be notified of the time and place of the meeting. Board meetings are open to the Membership.

Meetings shall be run by following Robert's Rules of Order, newly revised, except when in conflict with BRI Bylaws, in which case the Bylaws shall control. Except as otherwise provided in, or under authority of, these Bylaws, Roberts' Rules of Order, latest edition, shall govern the proceedings of all meetings. An agenda developed by the President will be available to the attendees at each meeting and must include a minimum of the following items:

- Call to Order
- Minutes of Previous Meetings
- Treasurer's Report
- Standing Committee Reports
- Special Committee Reports
- Old Business
- New Business
- Announcements
- Adjourn

The Board will be responsible for discussing the general business and activities of BRI. On matters of business before the Board, the Board will discuss each item thoroughly and then make a recommendation for a course of action. Two-thirds of the active Board will constitute a quorum for conducting business. A simple majority vote is required to pass or reject any item of business before the Board. Voting may be conducted by email, phone or proxy where a Board Member cannot attend a meeting, or where a special matter is before the Board and a meeting is impractical. Such voting methods shall be subject to supervision by the President to insure accuracy and genuineness. (**Proxy voting** is a form of voting whereby some members of a decision-making body may delegate their voting power to other members of the same body to vote in their absence.) Each Officer and Board member position is entitled to a single vote. In instances where one member holds multiple officer and/or board positions, said member is entitled to one single vote in total regardless of number of positions held. Assistants and other committee members are not entitled to a vote. At meetings, voting will be conducted by the customary tradition of verbalization, raising the right hand, or by secret ballot if called for by the President. The Executive Committee shall meet prior to the monthly Board meeting as necessary to expedite conduction of business at full board meeting. Items that do not pass a two-thirds majority vote at the EC meeting will not be presented as an Agenda item at the monthly Board meeting, but they can be presented under New Business at the end of the meeting.

Section 2

Special Meetings: Special meetings devoted solely to a discussion of specified items of business, or specified activities may be called by Board Member. No business, other than that specified as the reason for the meeting, may be discussed. Reasonable effort shall be made to notify all Board Members within twenty-four hours prior to any such meetings. Two-thirds of the active Board will constitute a quorum for conducting business.

Section 3

General Meeting: The annual General Meeting of BRI will be held each May for the sole purpose of electing new Officers. Newly elected Officers will assume office on the first day following the election. The previous year Officers are obligated to assist new Officers for a "transition period" of three months.

Section 4

Board: The Board of BRI consists of the elected Officers of the Executive Committee and appointed Committee Chairs.

Article IV

Officers

Section 1

Definition: The Officers of BRI shall form the Executive Committee, consisting of the President, Vice President, Treasurer, Secretary and Programs Coordinator. The officers shall be General Members in good standing at the time of their election, with the exception of the office of Programs Coordinator, which may be held by a Special Member in good standing at the time of his/her election and otherwise meeting the requirements set forth in Article II, Section 2 above.

Section 2

Nomination: Nomination for office will be in April of each year. Nominations may be received from any General Member of BRI. The President shall appoint a Special Committee in January of each calendar year to serve as the Nominating Committee who will prepare a slate of the proposed officers, for presentation to the General Membership. Nominees must be General Members in good standing, or in the case of the office of Programs

Coordinator, the nominee may be either a General Member or Special Member in good standing. Individuals from the same household or representing the same rower may not simultaneously hold positions of President, Vice President or Treasurer. The Nominating Committee Chair will be selected by the President and confirmed by a majority vote of the Executive Committee. The selected Chair of the Nominating Committee will select no less than two additional members to assist.

Section 3

Elections: Elections for office will be held at the General Meeting of each year. To be elected, the individual must be a member in good standing with BRI, with the understanding that they will remain as such for their entire elected term, and win a two-thirds majority of the votes cast by General Members. General Members unable to attend may cast their vote in advance or assign their proxy to another General Member in good standing, who is in attendance.

Proxies shall be submitted to the Secretary prior to the election. General Members may cast one vote per rower. When there are three or more nominations for an office, and after voting no one has a two-thirds majority of the votes cast, a runoff between the top two candidates polling the most votes will be held. In the event of any tie votes, except in relation to the election of Officers as provided above, there shall be a revote after appropriate discussion with two-thirds majority vote required for election.

Election will be by numbered paper ballot. Newly elected Officers will assume office on the first day following the election. The previous year Officers are obligated to assist new Officers for a "transition period" of three months.

Section 4

Vacancies: If an Officer resigns his or her office, is removed from office, or is otherwise unable to serve their elected term for whatever reason, an election by the General Membership will be held at the next Board meeting to fill the vacated office with the exception of the office of the President. Should an officer's status change from General Member to Special Member during the program year, the Board may, by majority vote, approve the continued service of that officer until the end of the program year. Such a vote must be conducted at the next meeting following the change in membership status. If the Board does not vote to retain the officer in the elected position, then said office shall be declared to be vacant. If the office of President becomes vacant; the Vice President will succeed to that office and an election of a new Vice President by the Board will be conducted. In the event that a President is not seated by succession of the Vice President, the Board shall call for nominations from the General Membership for all vacant Board positions and conduct an election by the General Membership within 30 days.

Section 5

Removal of Officers: In the event that the General Membership wishes to remove any Officer, three General Members shall draft a request for removal, and call for a special meeting of the General Membership within 7 days. A simple majority of the General Members shall constitute a quorum. General Members shall be provided notice of the meeting and shall be entitled to vote via written proxy. Any written proxy must include a copy of a picture ID for the person voting by proxy. At that General Meeting, the Officer and the petitioners shall be given an opportunity to present their case.

A vote shall be conducted and if two-thirds majority of the General Members vote to remove the Officer, the removal shall be effective immediately. Replacement of the officer shall be conducted as required by Article IV, Section 4.

Additional information regarding the rights afforded to the
Members of a Florida NFP corporation can be found by reviewing
Florida Statute 617.0808

Section 6

President

The President shall:

1. Preside over all General, Special and Board meetings, elections and votes, and generally shall be the chief operating officer of BRI.
2. Select chairpersons for appointment for all standing committees and all special committees.
3. Represent BRI in all official functions with the local community, the US Rowing Association, the Florida Scholastic Rowing Association (FSRA), and with individuals and organizations conducting business with BRI.
4. Sign checks and make deposit of funds in absence of or in addition to the Treasurer.
5. Serve as an ex-officio member on all standing and special committees.
6. Coordinate all communication between BRI and Boone High School administration, the school liaison officer, other organizations that have a relationship with BRI, including governing bodies such as US Rowing and FSRA, and the Community.
7. Oversee the Sponsorship/Fundraising Committee.

Vice President

The Vice President shall:

1. *Preside over the General, Special and Board meetings in the absence of the President.*
2. Sign checks and make deposit of funds in absence of or in addition to the Treasurer.
3. *Be the liaison between Board and Coaches and be responsible for supervision of Coaches.*

Treasurer

The Treasurer shall:

1. Deposit all funds in a timely manner into the checking or saving account maintained by BRI.
2. Pay all obligations incurred by BRI.
3. Maintain BRI general record reflecting all receivables and payables throughout the year.
4. Prepare a financial statement and present the books for an internal audit, at a minimum.
5. Assist the Executive Committee with the development of an annual budget to be presented at the first General Membership meeting of the School Calendar Year.
6. Maintain correspondence and signatures with all banking and lending institutions.
7. Prepare all 1099's.
8. Provide financial records if necessary, to the accountant and coordinate the preparation of tax returns.
9. The Treasurer's duties shall include finalizing the books for his or her year of office and submit to the incoming Treasurer prior to the first General Membership meeting of the School Calendar year.
10. Provide members monthly statements and past due notices as necessary
11. The Treasurer may appoint, subject to Board approval, non-voting finance and accounting assistant to assist with the Treasurers' tasks and duties. Treasurers assistants may collect and transport to the Treasurer, conduct checks and balances, if necessary, when counting or depositing funds, and may make reports to the board in the treasurer's absence.
12. The Treasurer shall monitor and report to the Executive Committee, on a monthly basis, the status and compliance with the terms of all "Rowerships".
13. The Treasurer is responsible for notifying the Sponsorship Committee of any donations received along with the amount of the donation and all contact information from whom it was received.
14. Oversee the Membership/Registrar Committee.
*In the absence of a Membership/Registrar Committee, the Treasurer shall fulfill the assigned tasks necessary.

Secretary

The Secretary shall:

1. Record and file minutes of all meetings. A copy of all minutes shall be made available on-line.

2. Maintain a copy of all records, documents and correspondence sent or received by BRI during their term of office.
3. Maintain race results from year to year.
4. Maintain the list of eligible voting members.
5. Review and/or proof all Committee correspondence submitted on behalf of BRI/Boone Crew and forward to Executive Committee for approval prior to mailing in a timely manner, specific to the request.
6. Conduct the general correspondence of BRI and send notices of all meetings and other matters where prior notification is required.
7. Notify officers and chairpersons of their election or appointment.
8. Oversee the activities of the Publicity/Media committee.

Programs Coordinator

The Programs Coordinator shall:

1. Represent the families of all rowers in Jr. Braves Middle School rowing program in Boone High School zoned district, Master's Program rowers and Summer Program rowers and/or any program not affiliated directly with Boone High School Scholastic rowing.
2. Assist with Program Development, recruiting, Regattas and any and all events as they pertain to the Jr. Brave Program, Master's Program, Summer Program and/or any program not affiliated directly with Boone High School Scholastic rowing.
3. Report the status of the non- Boone High School Scholastic rowing programs and present special needs of these programs to the Board.
4. Appoint subcommittee/team leads or assistants as necessary to run the program.
5. *Coordinate with the committee members regarding shared use of BRI assets.*
6. Work closely with the VP regarding the hiring, management, and termination of coaches used in these programs.
7. Oversee the Programs Support Committee.

Article V

BOARD OF DIRECTORS

Section 1

The BRI Board membership shall consist of six (6) selected committee chairpersons (See Article VI below), plus the five (5) elected Corporate Officers (the Executive Committee), for a total of eleven (11) voting members.

Section 2

The six (6) committee chairpersons shall be appointed by the President for a one (1) year term, and shall be confirmed by the Executive Committee (the Officers). Committee Chairpersons shall take office immediately following their confirmation.

Section 3

Qualifications: Committee chairpersons shall be General Members in good standing with BRI.

Section 4

Vacancies: If a committee chairperson resigns office, is removed from office, or is otherwise unable to serve out his or her term, the President shall notify the General Memberships and seek volunteers to fill the position. The President shall appoint a new qualified committee chair at the next Board meeting to fill the vacancy, subject to confirmation by the Executive Committee. If a replacement committee chairperson cannot be found in the General

Membership, a non-voting Special or Honorary Member may be appointed to the position, subject to the Board's approval.

Section 5

Powers and Duties: The Board shall:

1. Have and utilize all powers and duties necessary to manage all affairs of BRI.
2. Each Board Member shall be entitled to one vote relative to conducting business of the Board, except as provided in Article IV, Section 5.
3. Have final authority to accept, reject or amend any proposed action or activities of the Standing or Special committees.

Section 6

Standard of Care: The members of the Board shall discharge their duties in good faith and with the degree of responsibility, diligence, care and skill, which ordinarily prudent men and women would exercise under similar circumstances in like positions. However, BRI shall defend, indemnify and hold any Board Member harmless from any and all claims, losses, damages, liabilities and suits or causes of action, of any type whatsoever, including reasonable attorney fees, arising out of or related to the performance of a Board Member's duties or activities related to BRI activities, except such matters that result from a Board Member's gross negligence or willful misconduct.

Article VI

Committees

Section 1

There shall be six (6) Standing Committees as follows:

1. Regatta Committee (Transportation / Travel)
2. Membership / Registrar
3. Finance Committee (Sponsorship/Fundraising)
4. Public Relations Committee (Publicity / Media / Merchandise)
5. Hospitality Committee (Regatta Support / Meal Events)
6. Programs Committee (Facilities / Equipment)

Section 2

Chairperson: Each Board Member shall be appointed to chair one of the committees as identified in Article VI Section 1, in accordance with Article V, Section 2.

Membership: Each Board Member may select the membership for his/her committee from the General, Special, or Honorary Membership. Committee members must be in good standing with BRI. The President may at any time remove members from committees with a majority vote from the Board.

Special Committee: The President may, subject to the Board's approval, by a two-thirds vote, appoint from the Board or from the General Membership, or other persons, such special committees as he/she may deem necessary and proper, including, but not limited to a Nominating Committee. These special Committees are not permitted to vote on matters before the Board.

Reporting: The Chairperson of each of the standing committees shall prepare a written report to present to the Secretary prior to each board meeting as requested by the President and be prepared to discuss same if called upon to do so.

Each Chairperson shall also prepare a budget and annual plan to present to the Treasurer by June 1 of each calendar year so that the Treasurer may perform his or her budgeting tasks timely, following the year's elections.

The Chairperson is responsible for tracking the approved budget for his/her committee and to be prepared to discuss expenses and revenues as it pertains to that committee's activities.

Article VII

Duties of Committees

Section 1

Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and the Programs Coordinator.

The Committee shall be responsible for the following:

1. To consider and act on matters of importance, which require action in the interim between the meetings of the Board of Directors.
2. To report to the Board at its next meeting of any action taken.
3. To negotiate terms, training fees and the length of the training season with the coaches, and to negotiate compensation and terms with other paid persons.
4. To present in writing training fees and coach's, or other paid persons, responsibilities as a recommendation to the Board for a vote. A two-thirds vote by the Board shall be required to approve training fees and coaches', or other paid persons', responsibilities.
5. To confirm all Presidential appointees for committee chairs.
6. Interpret the Bylaws and Rules of Order, and settle all disputes as to the meaning of the Bylaws and Rules of Order. Appeal of any interpretation by the Executive Committee may be made in writing to the Board. A two-thirds vote by the Board will be necessary to overturn an interpretation by the Executive Committee.

Section 2

Regatta Committee:

This committee shall be responsible for the following:

1. Support Coaching staff, Vice President and Programs Coordinator with the development of the Regatta Schedule each year.
2. Submit all forms as they relate to participation in upcoming Regattas, including, but not limited to, waivers, OCPS Field Trip forms, Chaperone forms, travel forms, and permission slips.
3. Coordinate all BRI hosted and/or attended regattas and scrimmages, including, but not limited to, organizing Regatta committee functions as they relate to attending a scheduled Regatta or hosting a Regatta, developing necessary Regatta task lists and delegating same.
4. Assist Coaching staff, VP Coaches, and Programs Coordinator with the development of Regatta participation list.
5. Assist Registrar with waivers and other Regatta required paperwork.
6. To coordinate with Registrar and BRI coaches for the proper "checking in" of BRI rowers at regattas.
7. Obtain proper signatures, chaperones and volunteers to participate in Regattas as required.

Section 3

Membership / Registrar:

This Committee shall be responsible for the following:

1. To prepare, distribute, maintain, deliver and collect information brochures and membership applications, BRI Rules, and BRI Release and Waiver forms, and other information as deemed appropriate to prospective and new members.
2. To answer questions regarding membership.

3. *To coordinate the processing of applications with the Treasurer.*
4. *To communicate with the Vice President regarding the eligibility of rowers, to facilitate collection of necessary forms, and to report to the Board regarding eligibility of rowers.*
5. *To maintain the BRI phone listing or other mass communication tools (such as email listings) used by BRI to communicate with the BRI membership. The Membership / Registrar shall communicate any and all changes to the Secretary and the Web Administrator.*
6. *In the event that BRI believes that a General Member has terminated its membership through non-participation, non-payment of dues, verbal communication, or other such means, the registrar shall notify the General member of the impending termination.*
7. *Notify members who have forfeited their membership.*
8. *To coordinate with Regatta Chair and BRI coaches for the proper "checking in" of BRI rowers at regattas.*
**In the absence of a Membership/Registrar Committee, the Treasurer shall fulfill the above tasks as necessary.*

Section 4

Program Support Committee: Equipment / Facilities:

This Committee shall be responsible for the following:

1. To establish, publish and disseminate to the Members rules as to the use of equipment.
2. To make recommendations to the Board as to equipment needs.
3. To make recommendations to the Board as to the purchase or sales of BRI equipment.
4. *To acquire and dispose of BRI equipment as per approval of the Board.*
5. To maintain an inventory of BRI equipment.
6. To keep equipment in repair in a timely manner.
7. To conduct classes on repair and maintenance of equipment as deemed appropriate.
8. To report to the Board about violations of rules on use of equipment and recommend necessary action.
9. *To coordinate the physical appearance of the boathouse, dock, and grounds.*
10. To coordinate the storage of all BRI equipment.
11. To coordinate construction of all projects needed and approved by the Board. This includes dock additions, rack construction, etc.
12. To inspect buildings and grounds of BRI and make recommendations to the Board as to needed repairs.
13. To coordinate boat transportation to regattas.
14. To supervise any paid "rigger" or other paid person dealing with equipment.

Section 5

Finance Support: Fundraising / Development / Sponsorship:

This Committee shall be responsible for the following:

1. To make recommendations to the Board regarding contemplated sponsorship opportunities & fundraising projects.
2. To organize and conduct sponsorship opportunities & fundraising projects approved by the Board.
3. For non-general fundraising, where the monies raised are applied to a specific member's account, maintain current record of each rower's financial contribution and provide details to Treasurer for posting to rower accounts.
4. To report to the Board results of sponsorship and / or fundraising monies collected.
5. Form and manage subcommittees and team or event leaders as needed for sponsorship events, major fundraising efforts, such as Amway, Citrus Bowl, "erg-athons", carwashes, "spirit nights", etc...
6. Coordinate with the organizations hosting the events, arranging schedules and volunteer activities as necessary.
7. To investigate, seek and attempt to procure grants, gifts, donations, and sponsors of any and all types, on behalf of BRI or Boone Crew, with the advice and consent of the Board.

8. To account to the Treasurer for all funds received.
9. Prepare appropriate letters of appreciation for all supporters of sponsorship and fundraising events and activities and present them to the President for signature at the first General membership meeting following the event, and then to the Secretary for mailing.
10. Collect and maintain historical items as they relate to Boone Crew and manage Boone Crew History table at various functions as deemed appropriate.

Section 6

Public Relations: (Publicity / Media / Merchandising)

This Committee shall be responsible for the following:

1. To develop and distribute all press releases, race results, advertising, and promotional activities to the various media locally, regionally, and nationally with every effort made for accuracy, including, but not limited to articles and information submitted by the Membership.
2. To represent BRI at appropriate community functions, with the President or his or her designee.
3. To develop and publish on a monthly basis the BRI newsletter, with every effort made for accuracy, including, but not limited to articles and information submitted by the Membership.
4. To maintain and supervise all BRI bulletin boards and social media (such as Facebook and Twitter) with every effort made for accuracy, including, but not limited to articles and information submitted by the Membership.
5. To use and maintain social media platforms following established membership guidelines.
6. To oversee the maintenance of the BRI website with every effort made for accuracy, including, but not limited to articles and information submitted by the Membership.
7. To purchase awards as approved by the Executive Committee.
8. To develop and publish the Annual Crew Team Handbook with Executive Committee approval.
9. To organize and oversee recruitment efforts to obtain new rowers, to be aided by Board Members and Coaches.
10. To brainstorm and develop ideas for BRI and Boone Crew product lines for sale.
11. To report to the Board for approval, and to then make arrangements for the manufacture of the products.
12. To obtain Board approval of pricing and then to arrange for the sale of the products.
13. To account to the Treasurer for all sales.

Section 7

Hospitality Support:

This Committee shall be responsible for the following:

1. To develop and coordinate all BRI picnics, open houses, parties and events.
2. To develop and coordinate the annual awards banquet.
3. To represent BRI at community social events.
4. To coordinate food assignments and to organize pasta dinners.
5. To coordinate acquisition, transportation, preparation, and serving of regatta food and drink to be provided to rowers during racing events.
6. To investigate, report to the Board and arrange per the Board's approval, meals for away events.
7. To maintain records of such arrangements for comparison purposes for the next year's chairperson.

Article VIII

Payment of Dues and Expenses

Section 1

Dues and expenses: Expenses not included in annual dues including expenses related to bus and travel, must be paid at the established rate and according to the requirements and schedules of the Board for rowers to be considered current and to be allowed to participate in practice, trips and regattas. No rower can participate in BRI activities without a completed rower's application package (registration form, waiver, physical and such other documentation as the Registrar may require subject to Board approval).

Article IX

Discipline

Discipline: If the conduct of a Member (General, Special or Honorary), or a Rower, or a coach or other paid person, has endangered or is likely to endanger or adversely affect the good order, welfare, or character of BRI, or is at variance with the purposes of BRI, or at variance with the provisions of these Bylaws, any three Members may present to the Executive Committee written charges subscribed to by themselves against such person.

If it shall appear to the Executive Committee, upon inquiry, after ten (10) days written notice to the person of the nature of the charges, and after an opportunity is given him or her to be heard, the Executive Committee may, by a majority vote of the entire Executive Committee, terminate, suspend, or expel such person and declare his or her Membership forfeited. In the event of a tie vote, the President shall cast an additional tie-breaking vote. With respect to coaches or other persons in paid positions with BRI, this procedure is not exclusive to other rights and remedies that BRI may have under law or contract. However, where written contractual rights may be contrary to these provisions, they shall control.

A person terminated under this procedure (as opposed to any other way under law or contract), suspended or expelled for cause, other than for non-payment of dues, shall have the right, within one month after receiving notice of such action, to appear to the Board by filing a notice of such appeal with the President or Secretary. A special meeting shall be called within 30 days after the filing of such appeal; but if he or she shall not so appeal, or unless such action of the Executive Committee shall be reversed as herein provided, such suspension or expulsion shall stand. If two-thirds of the Board reverses the action of the Executive Committee, the appellant shall be restored to his or her former status or Membership; but until such reversal he or she shall not be entitled to any of the former status or Membership privileges.

Article X

Code of Conduct

Code of Conduct: BRI is in agreement with the School Board of Orange County, which states in its policies that a student's use of tobacco, alcohol, or any illegal substance will not be tolerated and will subject the student to disciplinary action as called for in Article IX above. All rowers shall agree to comply with the School Board of Orange County standards for academic and disciplinary eligibility as a prerequisite for participation. All Members and Rowers agree by their acceptance of rowing privileges for themselves or their children to abide by BRI Rules. All members of the BRI Board of Directors will adhere to the BRI code of ethics of honesty, integrity, respect, and professionalism. Failure to adhere to this code of ethics will result in removal procedures as dictated by these bylaws and/or Florida Statute 617.0808 Removal of Directors.

BRI officers and board members shall adhere to the Conflict of Interest Policy outlined in the Articles of Incorporation.

Article XI

Amendments

Section 1

Procedure: Changes, revisions, additions, or alterations of the BRI Bylaws must be submitted in writing at a scheduled Executive Committee meeting. Once approved by two-thirds majority Executive Committee vote, the by-laws will be submitted for two-thirds majority approval by the full Board. Items in the Bylaws may only be considered for change by the Board if the Board has determined by two-thirds vote, that the current interpretation of the Bylaws where applicable no longer serves BRI's best interest. General Members may initiate proposed amendments by submitting the proposed changes to the Board with a petition signed by not less than ten (10) General Members.

Section 2

Approval: An amendment proposed for consideration by the Board must be written in final draft by the Executive Committee in the form of a "Director's Resolution." Bylaws changes submitted by General Member petition shall be submitted in final draft form for approval without changes by the Board. The proposed amendment to the Bylaws shall be voted on by the General Membership, requiring two-thirds majority of the General Membership for approval.

The bylaws shall be reviewed bi-annually by the Executive Committee.

Article XII

Dissolution of BRI

BRI may only be dissolved by a two-thirds majority vote of the General Members, after at least ten days notice. The notice shall include the reason for dissolution as well as the intended method of disposing of the BRI Assets which shall be in compliance with the Articles of Incorporation of BRI.

The date of each amendment(s) adoption: 4/19/2014 + 5/27/2014, if other than the date this document was signed.

Effective date if applicable: 4/24/2014 + 5/28/2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6-28-2014

Signature Michelle Bell
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michelle Bell
(Typed or printed name of person signing)

President, Braves Rowing Inc. d/b/a Boone Crew
(Title of person signing)