

**AMENDED BYLAWS OF
COMBINED CATHEDRAL CREWS ROWING CLUB, INC.
(Amended as of October 2015)**

ARTICLE I: NAME

The name of the Corporation is COMBINED CATHEDRAL CREWS ROWING CLUB, INC. (hereinafter referred to as the "Corporation").

ARTICLE II: OFFICE

The principal office of the Corporation shall be at such location within the District of Columbia as the Board of Directors may from time to time determine. In addition, the Corporation may maintain other offices in such locations, within or without the District of Columbia, as the Board of Directors may deem necessary or advisable to carry out the exempt purposes of the Corporation.

ARTICLE III: PURPOSES

1. General Statement. The Corporation shall be organized and operated exclusively for charitable, educational, or scientific purposes permitted to be carried on by an organization exempt from tax under Section 501(a) of the Internal Revenue Code of 1986, as the Code may be amended from time to time (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code, and may make expenditures for one or more of these purposes.

2. Purposes. The primary purpose of the Corporation, within (and without limiting) these broad purposes, shall be to organize and maintain a rowing club open to students at ST. ALBANS SCHOOL FOR BOYS (STA) and NATIONAL CATHEDRAL SCHOOL FOR GIRLS (NCS) (both being parts of the Protestant Episcopal Cathedral Foundation), Washington, D.C., thereby expanding the educational and related experiences currently available to those schools' students. The Corporation shall seek to enhance the development of young men and women through the sport of rowing at the high school level.

3. Method of Serving Purposes. The purposes of the Corporation shall be served by the Corporation's obtaining the services of such rowing coaches and other necessary assistants who will teach rowing skills and methods to interested students, facilitating entry into competitive regattas, obtaining or facilitating the acquisition of necessary rowing equipment and facilities, collecting participation fees and contributions to cover expenses, and entering into financial arrangements and pursuing fund raising as deemed appropriate by the Board of Directors for obtaining equipment and facilities, and performing all other activities necessary to achieve the foregoing purposes. All rules and regulations for the rowers shall be consistent with those for students at the respective schools. All students shall be required to adhere to school regulations, requirements and behavior when participating in programs sponsored by, endorsed by, or in a capacity representing the Corporation in regattas, trips, other races, or otherwise.

ARTICLE IV: BOARD OF DIRECTORS

1. Powers. The Corporation shall be governed by its Board of Directors. The Board of Directors shall have the power and authority to do all lawful acts necessary or desirable to carry out the exempt purposes of the Corporation consistent with Section 501(c)(3) of the Code and other applicable statutes, and shall, at all times, be responsible for and maintain control over the Corporation, including without limitations: the management and investment of the assets of the Corporation; the selection and approval of coaches, schedules, competitive programs, and rules; the establishment of applicable standards and procedures; the approval of the budget; the oversight of and participation in fundraising for the Corporation; the approval of strategic decisions (with regard to financial issues and substantive program-related issues); the election of officers and Directors; the establishment of procedures for voting, the negotiation and approval of leases, employment agreements, and other contracts; acquisition of equipment and facilities, borrowing money for acquisition of facilities and/or equipment; and all other functions involved in carrying out the purposes of the Corporation.

2. Number of Directors. There shall at all times be at least five (5) Directors and no more than fifteen (15).

3. Election of Directors. Each vacancy on the Board of Directors caused by the expiration of a Director's term, resignation, or disqualification shall, unless the Board of Directors has voted to reduce the number of Directors, be filled by the majority vote of the Board of Directors. Election shall be held in accordance with procedures to be established by the Board of Directors. There shall be an attempt to maintain a Board of Directors with an even balance of members with ties to NCS and STA.

4. Term of Directors.

(a) Term. The term of each Director elected by the Board shall be for two (2) years from the time of said Director's election, but in any event to end on June 30 of the second year of a member's term or until his/her successor takes office whichever is earlier.

(b) Number of Consecutive Terms. No Director may serve for more than three (3) consecutive terms as a Director of the Corporation; provided, however, that a former Director may be reelected or reappointed after having spent at least one year off of the Board of Directors after the expiration of that Director's most recent term as a Director.

(c) Qualification of Director. Each Director elected as provided in paragraph 3 above shall have an interest in the sport of rowing, or such expertise in financial, educational, or other matters as will enable that Director to make a contribution achieving the goals and purposes of the Corporation. At least two-thirds of the Board at the time of its election shall be comprised of parents of current students at the respective schools.

5. Replacement of Directors. A Director may resign at any time by sending written notice to the President of the Corporation thirty (30) days prior to the effective date of such resignation. A Director, at the sole discretion of the Board of Directors, may be removed by a vote of at least two-thirds (66.66%) of the Directors then serving. In the event of any vacancy in a Director's position, unless the Board of Directors has previously voted to reduce the number of Directors,

a new Director shall be elected as provided in paragraph 3 above to fill that vacancy for the unexpired portion of such previous Director's term.

6. Meetings of the Board of Directors. The Board of Directors shall meet at least eight (8) times each year at a location selected by the President within the Washington, D.C. metropolitan area. Written notice of the date, time and location of such meeting shall be sent to each Director by mail or e-mail at least ten (10) days prior to such meeting. In addition, special meetings may be requested by any other officer or Director of the Corporation, subject to the approval of the Executive Committee and which shall include a statement of the purpose of the meeting, at reasonable times and places upon giving written or other actual notice of both the purpose and time of the meeting to each Director at least forty-eight (48) hours prior to such meeting.

7. Quorum and Voting. A simple majority of the Board of Directors then serving shall be a quorum for the purpose of transacting business, and each Director shall have one vote. Directors may vote in any manner authorized by the Board of Directors. The decision of a majority of the Directors participating in the meeting (whether in person or by teleconference) at which a quorum is present shall be the decision of the Board of Directors unless the vote of a greater number is required by the Articles of Incorporation, applicable statute, or these Bylaws. Notwithstanding the above, any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent (including by e-mail), detailing the action to be taken, is agreed to by seventy-five percent (75%) of the Directors then serving.

8. Attendance at Board Meetings. The coaches, team captains, committee chairs or their representatives and the Athletic Directors of NCS and STA may be invited by the President to participate in such part of Board meetings as is deemed appropriate by the Board though they shall not have the right to vote. The Board can have an executive session at each meeting at which time all visitors, non-Board members and coaches will be excluded from the meeting

9. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

10. Standard of Conduct for Directors. Directors when discharging the duties of a Director shall act in good faith, in a manner reasonably believed to be in the best interests of the Corporation. Directors, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board committee duties, Directors shall disclose information to the Board or a committee that is material to the discharge of the Directors' decision-making or oversight functions; provided, however, that disclosure is not required to the extent that the Director reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule. Unless a Director has knowledge that makes reliance unwarranted, a Director when discharging the duties of a Director may rely on

information, opinions, reports, or statements prepared or presented by officers, employees or volunteers to the Corporation whom the Director reasonably believes to be reliable and competent in the functions performed or the information or opinions provided legal counsel, public accountants or other persons retained by the Corporation as to matters that the Director reasonably believes to be within the person's professional or expert competence or as to which the person merits confidence, or a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

ARTICLE V: OFFICERS

1. Officers. The following officers shall be elected for a term of one (1) year, beginning July 1 of each year, by the Board of Directors. The President, Executive Vice President, Treasurer, and Secretary must be elected from among the active Directors of the Board of Directors of the Corporation. The Vice President for Equipment and Safety need not be an active Director of the Corporation and the Board of Directors may create additional officer positions with duties and requirements as deemed appropriate by the Board of Directors. The officers shall have the following responsibilities, as well as any other responsibilities as may be determined from time to time by the Board of Directors:

a. President (Chairman of the Board of Directors). The President (Chairman of the Board of Directors) shall preside at all meetings of the Board of Directors and of the Executive Committee; shall manage and conduct the activities of the Corporation, subject to the direction of the Board of Directors; and shall perform such other duties as are necessarily incident to the office of President.

The President shall be chosen for the following year at the May/June Board meeting from among the then serving Directors by a majority. In the event a non-Director is nominated said candidate must be otherwise qualified to be a Director during said time period and must first be elected a Director. There shall be an attempt to alternate the Presidency between parents of the respective schools. The President shall not normally serve more than two (2) consecutive one-year terms, except that the president's tenure may be extended to a third term by a two-thirds (66.66%) majority vote of the Board.

b. Executive Vice President. The Executive Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the president and shall perform such additional duties as the Board of Directors shall decide or as requested by the president.

c. Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation and shall supervise all of the Corporation's financial affairs (including without limitation the receipt of all revenues, the collection of all accounts receivable, the deposit of all Corporation funds in one or more of the Corporation's accounts, the investment of the Corporation's assets, the preparation and filing of annual tax returns, the review of expense vouchers, the disbursement of funds as provided below, and the giving of receipts as necessary), shall maintain, in accordance with generally accepted accounting principles, and have custody of all of the Corporation's financial records, and shall prepare an annual financial statement. The financial records of the Corporation shall be

available at all reasonable times for inspection by any Director. The Treasurer shall prepare general summaries of the financial condition of the Corporation to be shared with the parents of the rowers annually.

d. Secretary. The Secretary shall be responsible for all necessary or advisable correspondence of the Corporation, shall maintain accurate records of the names and addresses and other relevant contact information of the members of the Board of Directors, of the members of the Standing Committees, of the officers, and of all the members of the Club which shall be available to any Director upon request, shall be the custodian of all the papers, records, and reports of the Board of Directors and of the Corporation (other than the financial records of the Corporation), shall maintain the record of all actions of the Board of Directors, of the Executive Committee, and of the officers, shall sign such documents on behalf of the Corporation as necessary, shall procure and maintain appropriate and adequate insurance for the Corporation as directed by the board, and shall timely send the notices of all meetings as required.

e. Vice President for Equipment and Safety. The Vice President for Equipment and Safety shall supervise all of the Corporation's owned or leased personal property including its purchase, use, rental, maintenance, and disposition; and shall be responsible for the updating of an annual safety plan.

2. Term of Officers. The term of all officers shall be one (1) year, ending on June 30 of the year following their election. The officers shall be chosen by a majority vote of the Board.

3. Vacancies. An officer may resign by sending written notice to the President (or in the case of a President, to the Secretary or other such board member as is practical) thirty (30) days prior to the effective date of such resignation. Officers may resign or be removed by a vote of at least two-thirds (66.66%) of the Directors then serving.

4. Standard of Conduct for Officers. Each officer of the Corporation shall discharge his or her duties in good faith, with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation. Each officer shall inform his or her superior officer to whom the officer reports or the Board of Directors or a committee thereof of any information about the affairs of the Corporation known to the officer and within the scope of the officer's functions, and known to the officer to be material to the superior officer, Board or Directors or a committee thereof. Each officer shall inform his or her superior officer, or another appropriate person within the Corporation, or the Board or a committee thereof, of any actual or probable material violation of law involving the Corporation, and any material breach of duty to the Corporation by an officer, employee, or agent of the Corporation that the officer believes has occurred or is likely to occur. When discharging his or her duties an officer who does not have knowledge that makes reliance unwarranted may rely on information, opinions, reports, or statements prepared or presented by officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the functions performed or the information or opinions provided, or legal counsel, public accountants or other persons retained by the Corporation as to matters that the officer reasonably believes to be within the person's professional or expert competence or as to which the person merits confidence.

ARTICLE VI: COMMITTEES

1. Executive Committee. An Executive Committee made up of the President, Executive Vice President, Secretary, Treasurer and Vice President for Equipment and Safety shall have the authority to act between regular meetings of the Board of Directors or when urgent action is required.

2. Standing Committees. Director of the Board of Directors can be appointed by the President to serve as chairperson of the following standing committees:

- Communication and Public Relations;
- Equipment and Facilities; Fundraising;
- Nominating, and;
- Regattas (home and overnight: Stotesbury, SRA's and others).

Each committee shall have members representative of the parents from the schools and, with the exception of the Nominating Committee, may include non-Directors.

3. Other Committees. The Board of Directors shall authorize such other committees as it from time to time deems appropriate.

ARTICLE VII: AMENDMENTS

The Board of Directors may from time to time make or amend (consistent with the purposes for which the Corporation is established and applicable statutes) the Articles of Incorporation (by the vote of at least seventy-five percent (75%) of the Directors then serving) or the Bylaws of the Corporation (by the vote of at least two-thirds (66.66%) of the Directors then serving).

ARTICLE VIII: INDEMNIFICATION AND LIABILITY LIMITATION

1. Indemnification. Unless expressly prohibited by law and to the fullest extent permitted by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

2. Limitation of Liability for Volunteers and Coaches. Provided the Corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, directors and other persons who perform services for the Corporation and who do not receive compensation other than reimbursement of expenses for those services ("volunteers") shall be immune from civil liability: except that the foregoing insurance requirements shall not be required if the Corporation is exempt from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000. Additionally, persons regularly employed to perform a service for a salary or wage shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the

Corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for officers, directors, volunteers and coaches shall not apply when the injury or damage was a result of such person's willful misconduct, crime (unless the officer, director, volunteer or coach had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the officer, director, volunteer or coach, or act or omission that was not in good faith and was beyond the scope of authority of the Corporation pursuant to this applicable law or the corporate charter. This limitation of liability shall not apply to any licensed employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

3. Insurance. Notwithstanding any other provision in these Bylaws, including this Article VIII, the Corporation shall purchase insurance on behalf of any individual who is or was a director or officer of the Corporation, or who, while a director or officer of the Corporation, serves or served at the Corporation's request as director, officer, partner, employee or agent of another entity (including, but not limited to an employee benefit plan), against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director or officer, whether or not the Corporation would otherwise have power to indemnify or advance expenses to the individual against the same liability under the District of Columbia Nonprofit Corporation Act of 2010.

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I hereby certify that the foregoing Amended Bylaws were adopted on motion duly made, seconded, and unanimously passed by at least two-thirds of the Board members who had a right to vote at a meeting of the Board of Directors of COMBINED CATHEDRAL CREWS ROWING CLUB, INC, a quorum being present, on the day of October, 2015.

Secretary

Attest:

President