

Ocean City Crew Boosters, Inc.

A Non-Profit Corporation

THIRD AMENDED BY-LAWS

ARTICLE I

General Provisions

The Ocean City Crew Boosters, Inc. (OCCB) is an independent non-profit community based corporation formed for the purpose of providing increased community support for the Ocean City High School crew teams. By directing available resources toward areas of identified need, the OCCB will provide an effective mechanism through which the community resources can be allocated to worthwhile programs. It is a vehicle for informing the public, channeling support for our teams, enhancing community participation and furthering the efforts of the student athletes.

ARTICLE II

Members

There will be three (3) classes of members: voting, alumni voting and non-voting.

Voting Members - voting members will be the parents (guardians) for each high school crew team member. However, each crew team member may have only one designated vote from his or her respective parent (guardian). If the parents (guardians) cannot agree upon a vote then no vote will be recognized. Families with two or more crew members will have one vote per family. Only members in good standing (all financial obligations have been met) will be eligible to vote.

Alumni Voting Members - alumni voting members will be the parents (guardians) of past high school crew team members that participated in the program for four years and were in good standing for all four years. They will provide knowledge and continuity to the program. In the event a member of the OCCB has a high school crew team member currently in good standing and is also eligible for alumni membership, they will be considered a voting member with only one designated vote.

Non-voting Members - all interested individuals in the community may be non-voting members of OCCB. Members may include representatives from the business, civic and educational communities.

ARTICLE III

Board of Trustees

The Board of Trustees (Board) will be responsible for all activities of the OCCB and will consist of nine members:

Class A: Officers (President, Vice President, Secretary and Treasurer) shall serve as Trustees for two years while in office, and one additional year as past officer. The officers shall

be elected on alternating years in pairs, as set forth below, in an effort to ensure that there will always be two (2) past-officers on the Board and thus provide continuity to the organization.

Class B: One Parent Liaison for the boys' team, and one Parent Liaison for the girls' team, each of whom shall serve a one-year term.

Class C: Fundraising Chairperson, who shall not serve in any other office and who shall serve a one-year term.

Trustees-at-Large: any former board member appointed by the Board who shall not serve in any other office and who shall serve a one-year term.

Therefore, the Board shall be comprised of the following:

1. President (2-year term, elected in odd years)
2. Vice President (2-year term, elected in even years)
3. Secretary (2-year term, elected in odd years)
4. Treasurer (2-year term, elected in even years)
5. Past-President OR Past-Vice President (1-year term)
6. Past- Secretary OR Past Treasurer (1-year term)
7. Fundraising Chair (1-year term)
8. Girls' Team Liaison (1-year term)
9. Boys' Team Liaison (1-year term)
10. Trustee-at-Large (1-year term)
11. Trustee-at-Large (1-year term)

Any current member or alumni member of the OCCB may be eligible for election to the Board. Only members of the OCCB in good standing (all financial obligations have been met) will be eligible for election to the Board. The program year ends on June 30th of each year.

No elected officer shall serve more than two (2) consecutive terms in the same office on the Board, unless no other member in good standing seeks election to the position; therefore, the current officer may remain until another member in good standing is elected.

The head coach of the boys' team and the head coach of the girls' team shall be ex-officio members of the Board. The Board will seek advice and consultation from each coach as applicable. However, neither coach will have a voting interest in the Board's decisions.

ARTICLE IV

Description of Board Duties

President : The President shall be the chief executive officer and shall preside at all meetings of the Board. He/She shall have the general powers and duties usually vested in the office of President, including, but not limited to the power to appoint committees from among the Board, as he or she may deem appropriate to assist in the conduct of the affairs of the OCCB. The President shall have general supervision of the affairs of the Board and shall serve as an ex-officio member of all committees. The President shall execute documents in the name of and on behalf of the OCCB, except when such documents are required or permitted by law to be otherwise executed and except when the signing and execution thereof shall be delegated by the Board to another officer or agent of the OCCB. The President shall have such other duties as may be prescribed by the Board.

Vice President: The Vice-President shall work in tandem with the President to carry out the business of the OCCB. He/She shall, in the absence of the President, have all powers and perform the duties of the President.

Treasurer: The Treasurer shall have the responsibility for the financial books and records of the OCCB and shall keep full and accurate accounts of receipts and disbursements in accordance with the policies adopted by the Board. The Treasurer shall deposit all monies and checks in the name and to the credit of OCCB in depositories as designated by the Board. The Treasurer shall disburse the funds of the OCCB as may be ordered by the Board and shall give at each meeting an account of all transactions and the financial condition of the Board.

Secretary: The Secretary shall record all votes and the minutes of all meetings and proceeding of the Board including resolutions and shall have charge of the minute book and such records and papers as the Board shall direct. The Secretary shall also be responsible for all formal written and electronic communications necessary to administer the business of the Board and sending of notices of meetings to the members as well as all publicity that the Board chooses to release.

Parent Liaisons: The Parent Liaisons (one for boys team and one for girls team) will provide communications between the Board and the parents of the boys and girls crew members. The Liaisons will also assist the executive board in the organization and communications to any volunteer committee.

Fundraising Chairperson: The Fundraising Chairperson will organize, prepare and oversee fundraising activities agreed upon by the majority of the Board. The Chairperson will also be responsible for identifying activities and programs that will benefit the OCCB.

Each elected officer, at their direction, may appoint another individual to assist them in the

performance of their duties. Such assistants will aid the elected officer in any manner as directed by the officer. However, the assistant will not have the power to vote unless given proxy by an elected officer who is unable to attend a Board meeting.

ARTICLE V

Standing Committees

The Standing Committees of the OCCB shall be as follows:

- A) Food Tent
- B) Boathouse
- C) Budget Planning
- D) Boat Maintenance

ARTICLE VI

Elections and Appointments

The Annual Meeting of the Members for the Election of the Board of Trustees and such other business as may come before the meeting shall be held in June of each year, upon not less than ten (10) days' notice of the time, place and purpose of the meeting. The Annual Meeting of the Board shall immediately follow the Annual Meeting of Members for the Election of the Board of Trustees at the same place. The newly elected Board shall commence duties at the July meeting.

Nominations - Nominations for the election of the annual meeting of members will be obtained from either:

Nominating Committee - The Board may appoint a nominating committee of one or more members at least one of which is a current member of the Board not standing for election.

By Petition - Any member may submit at least three days prior to the annual meeting a petition for election to the Board. This petition must be signed by at least 10 other voting members of the OCCB.

Resignations - Any trustee may resign his or her office by giving notice to the Board. Any resignation will take effect at the time specified and the acceptance of the resignation shall not be necessary to make it effective.

Vacancies - A vacancy in any office will be filled for the unexpired portion of the term by nomination and election of the Board.

ARTICLE VII

Miscellaneous Provisions

Special Meetings of the Members and the Board - Special meetings of the members or the Board for any purpose or purposes may be called at any time by the President or by any three trustees. Such meetings of the members shall be held upon not less than 3 days notice.

Quorum - A majority of the Board shall constitute a quorum thereof for the transaction of business. The act of the majority of the Board at a meeting at which a quorum is present shall be the act thereof.

Officers - OCCB officers shall consist of a President, Vice President, Treasurer and Secretary.

Removal for Missing Meetings - A member of the Board shall attend a majority of the scheduled meetings and may be removed from office if the member misses three consecutive meetings.

Distribution of Funds and Related Matters - The Board will make disbursements for one or more of the athletic purposes for which it is organized in the amount determined by the Board. This includes administrative expenses and amounts paid to acquire any asset used (or held for use) directly in carrying out one or more of its purposes. In any such distribution of funds there will be no discrimination on account of age, sex, color, religious affiliation, national origin or disabling condition.

The Board will not engage in any act which would constitute self-dealing as defined in Section 4941-9(d) of the Internal Revenue Code.

The Board will assure that no funds, whether owned by the OCCB or vested in a trust for the benefit of the OCCB, are invested or reinvested in such a manner that jeopardizes the carrying out of any athletic purpose for which OCCB is organized.

Through its Board the OCCB will exercise expenditure responsibility, as defined in Section 4945(h)(1) and (2) of the Internal Revenue Code, as now enacted or as hereafter amended, with respect to all grants and distributions.

Unless otherwise specified or limited by terms of the particular gift, bequest, devise, grant or other instrument, the monies of the OCCB may be invested from time to time in such manner as the Board shall deem appropriate. No Board member or OCCB member is to personally benefit from any investment made with OCCB monies.

Neither members nor trustees nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees and/or officers.

Indemnification - Any officer, trustee, employee or agent, his or her heirs, executors or administrators, shall be indemnified and held harmless by the OCCB to the fullest extent permitted by law from and against all liabilities and expenses which may be imposed upon or

reasonably incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he/she may be involved by reason of holding or having held office. The term “liabilities and expenses” includes but is not limited to attorney’s fees, court costs and amount of judgments against or settlements made by any such trustee or officer, which shall have been approved by the Board. However, no officer or trustee shall be held harmless or indemnified under this article with respect to any manner in which it is finally adjudged that he or she was guilty of willful misconduct or criminal activity in the performance of his or her duty, or with regard to any matter wherein he or she acted outside of his or her authority as a trustee or officer.

The OCCB may procure insurance, if possible, to cover this indemnification.

Other

Fiscal Year: OCCB fiscal year shall begin July 1 and shall end June 30.

Rules: Robert’s Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered in these by-laws or by other specific rules of procedure by the Board.

These by-laws are subject to the provision of the New Jersey Nonprofit Corporation Act (the Act) and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE VIII

Amendments

These by-laws may be amended by the affirmative vote of two-thirds of the entire Board. No action shall be taken to amend any by-law unless written notice of the proposed amendments shall have been given at least ten days prior to the meeting. However, amendment of the OCCB purpose may be made only with the unanimous approval and resolution of all qualified Board members.

The above By-Laws were adopted by the Ocean City Crew Boosters, Inc., a Not-for-Profit Corporation, on this 1st day of November, 2017.