

B-CC CREW BOOSTERS, INC.

REVISED BY-LAWS

(Including Amendments approved at General Membership Meeting, June 2, 2023)

ARTICLE I

Name and Purpose

The name of this Corporation is B-CC Crew Boosters, Inc. The duration, principal office and purpose of the Corporation shall be as set forth in the Corporation's Articles of Incorporation.

ARTICLE II

Membership and Meetings

1. Membership

1.1 Regular voting membership shall be open to a parent, guardian or person of similar relationship (hereinafter, collectively referred to as "Parent") to a Member in Good Standing (as hereinafter defined) of the B-CC Crew Team (hereinafter, the "Team") and who has agreed to support this organization and to abide by the provisions of the Articles of Incorporation and these By-Laws and the decisions of the Board of Directors. For purposes hereof, a Member in Good Standing shall mean a student at B-CC High School who has paid required Team dues (unless on scholarship), fulfilled fundraising and other Team service commitments, regularly attends Team practice, is not academically ineligible to participate in the Team and is in compliance with the Code of Conduct for the Team, including the drug, alcohol and tobacco policy. The Board of Directors shall determine if a Team member is a Member in Good Standing following consultation with the coaches of the Team.

2. Meetings of Membership

2.1 An Annual Membership Meeting of the members of the Corporation shall be held in Montgomery County, Maryland, on any date between May 1 and June 30. In exceptional circumstances, the Annual Membership Meeting may be held virtually. The Annual Membership Meeting shall be for the purpose of electing Officers (as hereinafter defined) and Directors of the Board of Directors for the coming year, and for transacting any other business of concern to the membership. No less than five (5) calendar days prior to the Annual Membership Meeting, the Board shall provide an agenda to the Members of the Corporation, which shall include those items that will be presented to the Members of the Corporation for vote. The Agenda of the Annual Membership Meeting shall accompany the Notice of Annual Membership Meeting pursuant to section 2.3 of these Bylaws.

2.2 Special Membership Meetings of the Members of the Corporation may be called at any time by a majority of a quorum of the Board or by fifty percent of the voting Members of the Corporation.

2.3 Notice of the Annual Membership Meeting and any Special Membership Meeting shall be given as far in advance as is reasonably practicable, but in no event less than five (5) calendar days. Notice shall be at a minimum by email to all members of the Corporation who have provided an email address to the Corporation and shall be posted on the corporation's website.

2.4 At the Annual Membership Meeting a quorum shall consist of those voting members in attendance. At a Special Membership Meeting a quorum shall consist of 50 percent of the voting membership.

2.5 Each member shall have one vote per Member in Good Standing at any meeting of the Corporation's members. Votes may be made in person or by proxy to the Secretary of the Corporation.

2.6 Meetings will be conducted without unnecessary procedural formality, but Robert's Rules of Order will be observed upon request of a member.

ARTICLE III

Board of Directors

1. There shall be no less than four (4) and no more than seven (7) Directors of the Corporation. Each Officer as defined in Article IV shall be a Director of the Corporation. In addition, the Directors may include At-Large Directors. A Director must be a qualified Member of the Corporation.

2. It shall be the duty of the Board of Directors

2.1 To manage and supervise the business and affairs of the Corporation subject to the provisions of the Articles of Incorporation and these By-Laws.

2.2 To appoint chairs of any committees; to appoint and hire coaches and any staff; and to supervise and provide guidance and direction to all contractors, coaches, agents and employees, and to see that their duties are properly performed.

2.3 To adopt an operating budget and a capital budget.

2.4 To keep a record of all its acts and of the proceedings of its meetings.

3. Regular Board Meetings shall be held at such time and at such places as the Board may prescribe. Special Board Meetings may be called by the President, Vice President, or any two members of the Board at any time. Meetings shall be preceded by as much notice as is reasonably practicable, but in no event less than twenty-four (24) hours. Notice of meetings shall be by such methods as are reasonably practicable under the circumstances as to ensure notice to the Board members including email and telephone.

4. At Regular Board Meetings and Special Board Meetings, a majority of the total number of currently serving Directors at the time of the meeting shall be a quorum for the transaction of business. The affirmative vote of a majority of the quorum of Board members present at any Board meeting shall be necessary to pass any resolution or to authorize any corporate act, except as otherwise provided in the Articles of Incorporation or these By-Laws.

5. No Director of the Board or Officer shall receive any compensation for his or her services as a Director or Officer.

6. Regular Board Meetings and Special Board Meetings will be conducted without unnecessary procedural formality, but Robert's Rules of Order will be observed upon request of a member.

ARTICLE IV

Officers and Directors

1. At the annual meeting of the membership, the members shall elect a President, a Vice President, a Treasurer, and a Secretary, who each shall be Officers and Directors of the Corporation. In addition to these Directors, the members shall elect up to three (3) additional At-Large Directors of the Corporation.

2. Each Director shall serve a term of one year or until a successor is elected and qualified. If an annual meeting of the membership is not held at the time designated in these By-Laws, or no nominations are made for new Directors at an annual meeting, such failure shall not cause any defect in the Corporate existence, but the Directors then serving shall hold over until their successors are chosen and qualified.

3. The President shall preside at the Annual and Special Membership Meetings of the Members of the Corporation and meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The President shall discharge all the usual functions of President and shall have such other powers and duties as these By-Laws or the Board of Directors may prescribe.

4. Unless otherwise decided by a quorum of the Board, the Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

5. The Treasurer shall oversee the maintenance of correct and complete records of account, showing accurately at all times the financial condition of the Corporation and shall have custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall keep and correctly maintain the accounts of the Corporation. All funds of the Corporation shall be deposited with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors and at each annual meeting of the members, or whenever requested, a statement of the financial condition of the Corporation and in general perform all duties pertaining to the office of Treasurer and such other duties as these By-Laws or the Board of Directors may prescribe.

6. The Secretary shall attend the annual and special meetings of the membership and meetings of the Board of Directors and shall act as Secretary thereof, record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the members and Board of Directors to be given as required and in general perform all duties pertaining to the office of Secretary and perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

7. In addition, the Board shall organize its At-Large members to perform functions to advance the business of the Corporation at the discretion of the Board. Such functions may include:

7.1. Administrator. The Administrator is responsible for team registration, maintaining a list of Members in Good Standing and other administrative support as required and in general perform such other duties as the Board of Directors may prescribe.

7.2. Equipment Manager. The Equipment Manager is responsible for equipment acquisition, leases, required registrations, and maintenance of the Team fleet and boat and tent trailers, and in general perform such other duties Board of Directors may prescribe.

7.3 Fundraising Coordinator. The Fundraising Coordinator is responsible for working with the Board of Directors to determine the Team's annual fundraising needs and to develop and assist in executing a fundraising plan that includes appropriate parent- and athlete-centered activities.

8. A Director of the Corporation may be recalled by affirmative vote of two-thirds of all the Members of the Corporation at a Special Meeting called specifically for that purpose. Notice of such a Special Meeting shall comply with the notice provisions in Section 2.3. The quorum requirement of Section 2.4 shall not apply to a Special Meeting called for the purpose of recalling a Board Member. The Secretary of the Corporation shall determine the total number of Members of the Corporation no later than five (5) days in advance of such meeting, to calculate two-thirds of that total number of Members of the Corporation for purpose of evaluating the outcome of any vote to recall a Director. Proxy votes are not permitted for votes to recall Directors of the Corporation. The recall vote shall be conducted by secret ballot.

9. If the Team member associated with the Director ceases to be a Member in Good Standing during the term, then the Director shall tender his or her resignation as a Director. Whenever any vacancies occur on the Board of Directors of the Corporation for any reason, the vacancies may be filled by the Board of Directors at any Regular Board Meeting or Special Board Meeting, and any Director so elected shall hold office until the next Annual Membership Meeting or until his or her successor shall be duly elected and qualified.

ARTICLE V

Committee Structure

1. The Board of Directors may establish special committees, as and when needed, to further the objectives of the Corporation and the chair of such committees shall be appointed by the Board but the chair and members of such committees need not be Board members. The Directors are authorized to form their own informal committees to assist them in the performance of their duties.

2. In advance of the annual meeting, the President shall form a Nominating Committee for selecting candidates to serve as Directors and annually presenting a slate for election by the members of the Corporation at the Annual Membership Meeting. The Nominating Committee shall endeavor to include members affiliated with each of the classes (Freshman, Sophomore, Junior, and Senior) and each Squad (men's and women's) and should consist of a minimum of five members. In order to preserve the independence of the Nominating Committee, the members shall only include either Directors who will become ineligible for membership during the next term or a Parent of a Member in Good Standing who is not personally interested in, nor has a relative personally interested in, serving as a Director for the next term. The Nominating Committee shall report to the President and

shall convene annually in adequate time to prepare a slate of Directors and Officers in advance of the Annual Membership Meeting.

ARTICLE VI

Associate Members

1. The Board may appoint Associate Members who shall have no power to vote on any matter of the Corporation.

2. At any time, the Board may appoint an Ombudsman who shall be an Associate Member. An Ombudsman's term shall be from the time of appointment until the next Annual Membership, unless otherwise determined by the Board. Upon the end of the Ombudsman's term, the Ombudsman's appointment shall end unless extended by the Board that is appointed by the Members of the Corporation at the Annual Membership Meeting. The Ombudsman will participate as needed to act as an independent and impartial voice to collaboratively resolve concerns among the membership, athletes, coaches, and the Board of Directors. The Ombudsman shall not be a current Parent, should have knowledge of Team process, and will have no power to compel any outcome as all decisions impacting the Corporation shall remain with the Board of Directors as outlined in these By-Laws. An Ombudsman may resign at any time, upon which the Board shall consider whether to replace the Ombudsman with a new Ombudsman to serve the remaining term. The Board may remove an Ombudsman at any meeting of the Board where a quorum exists and two thirds (2/3) of the present Board members vote to remove the Ombudsman.

3. Team Captains may be appointed as Associate Members of the Corporation. Team Captains shall not have any voting rights on any matter of the Corporation. The Board may ask Team Captains to participate in Board meetings to provide updates to the Board at special sessions of Board meetings when Board business is not conducted. Team Captains shall not participate in Board meetings when Corporation business is discussed and decided.

ARTICLE VII

Administrative Provisions

1. The fiscal year of the Corporation shall be a calendar year beginning on the first day of August and ending on the last day of July.

2. The funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall determine.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such other officer, officers, or agent of the Corporation and in such manner as shall be determined by the Board of Directors.

3. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board of Directors and shall keep a record giving the names and addresses of all members and the Board of Directors. Upon reasonable notice and at any reasonable time any member, for any proper purpose, may inspect such records of the Corporation.

4. To the fullest extent permitted by the laws of the State of Maryland, the Directors and Officers (and their heirs, estate, executors, administrators and personal representatives of such person) who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of their affiliation with the Corporation will be indemnified by the Corporation.

5. Unless otherwise authorized by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, and, if required, attested to by the Secretary.

6. These By-Laws may be altered, repealed or amended, in whole or in part, and new By-Laws may be adopted at any Annual or Special Membership Meeting of the members of the Corporation by a majority vote of those members present and voting; provided, however, that notice of such meeting shall include the full text of such proposed amendments.