



Lake Purdy Rowing Association

BYLAWS

Adopted 2013, Amended 2024

ARTICLE I General Provisions

Section 1.1 Name – The name of the corporation shall be the Lake Purdy Rowing Association (LPRA).

Section 1.2 Purposes – The purpose of LPRA is to provide experienced and novice, recreational, and competitive rowers the opportunity to participate in the sport of rowing in the Greater Birmingham, Alabama area, focusing on teamwork, sportsmanship, leadership, and a commitment to being good environmental stewards of the Lake Purdy Reservoir.

- a. LPRA is a non-profit volunteer-run organization formed and maintained to facilitate and promote rowing at Lake Purdy, without preference to race, creed, religion, or color for Greater Birmingham Area residents, including mentally, physically, and/or economically disadvantaged individuals.
- b. As the sole rowing contractor with Host Recreation, LLC, which controls lake access, LPRA governs, coordinates, and has jurisdiction over all Lake Purdy rowing activity, including any recreational and competitive master rowers, public education programs, and collegiate or junior teams.
- c. LPRA maintains, and oversees use of, all common rowing facilities and equipment and establishes operating rules and safety guidelines applicable to all Lake Purdy rowers.
- d. LPRA periodically conducts community group learn-to-row classes, offers individual instruction in rowing proficiency, and conducts training on rowing safety.
- e. LPRA operates for educational, literary, and public safety purposes in addition to the other purposes herein described within the meaning of Section 501C(3) of the Internal Revenue Code of 1986, as amended or applicable section of any successor statute thereto.

Section 1.2.1 The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.2.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the IRS Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 1.3 Location – LPRA's principal place of business shall be 3780 Boat Launch Road, Birmingham, AL 35242. The Board of Directors of LPRA (the "Board") may establish other offices and places of business of the corporation in Alabama or elsewhere, as it deems necessary or appropriate.

Section 1.4 Registered Agent - The Registered Agent of the corporation is Marietta Williams located at 3913 Cannock Drive, Birmingham, AL 35242

Section 1.5 Fiscal Year – Except as determined otherwise by the Board, the fiscal year of the corporation shall end on the last day of December of each calendar year.

Section 1.6 Duration – The Corporation shall have perpetual existence.

Section 1.7 Annual Budget – The Corporation shall be operated in accordance with a budget approved by the Board on an annual basis.

ARTICLE II Members

Section 2.1 Members – LPRA membership is open to qualified rowers age 19 and over who successfully complete LPRA proficiency tests, meet membership criteria as published by the Board of Directors, and pay all current applicable membership dues and fees. Members in good standing have access to approved club-owned equipment for scheduled workouts, as appropriate to their level of ability.

Section 2.2 General Membership.

Section 2.2.1 Individual Membership. Each Individual Member may vote and hold office in LPRA.

Section 2.2.2 Emeritus Membership. To honor an individual who has been of lasting and outstanding service to LPRA or to the sport of rowing, the Board of Directors may confer Emeritus membership. It shall not be awarded as compensation for specific services rendered. The individual shall have lifetime membership in LPRA with all rights, privileges, and responsibilities but pay reduced Membership Dues (note: they do pay fees, including boat storage fees). Individuals may be elected to Emeritus membership only by unanimous vote of the Board of Directors present at the meeting at which membership is proposed. Any member may submit a nomination for life membership.

Section 2.3 Special Classes of Membership.

Section 2.3.1 Temporary Membership. A non-voting membership, good for three consecutive months, not renewable during a given calendar year.

Section 2.3.2 Nonresident Membership. A non-voting membership, for individuals who reside 100 miles or further from Lake Purdy and will row here 10 times or less in a calendar year.

Section 2.4 Other Classes of Membership – The Board of Directors may create additional General or Special classes of membership as it sees fit.

Section 2.5 Dues and Fees - Dues and fees are determined by the Board. Failure to pay dues or fees within 45 days of the due date will result in suspension of LPRA membership and privileges. The Board shall be authorized to waive such suspension or make special arrangements on a case-by-case basis in

consideration of unusual circumstances. Any member may resign, without refund or other recourse, at any time.

Section 2.6 Meetings of Members - An annual meeting of the members of the corporation shall be held within the first two months of each fiscal year or at such other time as the Board may determine. Special meetings of the members may be called at any time by the President, or by the Board, or upon the written request of twenty-five percent or more members. Notice of the annual meeting and any special meeting setting forth the date, time and place of such meeting shall be given to all members not less than fourteen days prior to the date thereof by mail, e-mail, website posting or such other reasonable means as the Board may determine. Such notice, in the case of any special meeting, shall contain a description of the business to be transacted at the meeting.

Section 2.7 Action at Meetings – At all meetings of the members, the votes of members may be cast either in person or by written proxy dated not more than six weeks before the meeting named therein. Fifty percent of the voting members of LPRA, including those represented by proxy, shall constitute a quorum. At any meeting of the members at which a quorum is present, the vote of a majority of the members present or represented by proxy shall decide any matter unless a different vote is specified by law or these Bylaws.

ARTICLE III Directors

Section 3.1 Powers – The affairs, business and property of the corporation shall be managed by a Board of Directors, which shall consist of such number of persons, but not less than nine, as the Board may determine from time to time, who may exercise all the powers of the corporation that are not expressly reserved to the members by law or these Bylaws. The Directors shall establish the amount of all dues and initiation fees for the several classes of membership and shall prescribe the method of qualifying eligibility for membership and the method of terminating membership. It shall prescribe and publish, as House Rules, the responsibilities of members and conditions and requirements for use of LPRA equipment and facilities by members and guests and the fees, if any, to be charged therefor.

Section 3.2 Election – A Nominating Committee shall present a slate of candidates, and LPRA members shall elect, the Board of Directors including four Officers: a President, Vice-President, Secretary, and Treasurer, and General Directors. Each Director shall hold office throughout a *one*-year term unless he/she resigns or is removed, and shall hold office until his/her successor shall have been elected and qualified.

Section 3.3 Resignation and Removal – Any Director may resign by delivering his or her written resignation to the President or Secretary. Any Director may be removed from office by the affirmative vote of the members at any annual or special meeting.

Section 3.4 Vacancy – The Board of Directors may, by majority vote, provisionally fill any vacant Director or Officer position until the next Annual Meeting.

Section 3.5 Regular Meetings – The Board may specify the time and place for holding regular meetings thereof.

Section 3.6 Special Meetings – Special meetings of the Board may be called by any Director.

Section 3.7 Meetings by Telephone – Members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.

Section 3.8 Notice of Special Meetings – Notice of a special Board meeting stating the place, day and hour of the meeting shall be sent to all Directors by email, text message, or other reasonable means at least two days before the meeting.

Section 3.9 Quorum – A majority of the number of Directors, including those represented by proxy, shall constitute a quorum for the transaction of business at any Board meeting.

Section 3.11 Manner of Acting – At all meetings of the Board, the votes of Directors may be cast either in person or by written proxy dated not more than three weeks before the meeting named therein. The act of the majority of the Directors present at a Board meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or any applicable law.

Section 3.12 Action by Board Without a Meeting – Any action which could be taken at a meeting of the Board may be taken without a meeting if each of the Directors votes on the action electronically in accordance with any applicable law. Any such written consent or record of electronic vote shall be inserted in the minute book as if it were the minutes of a Board.

ARTICLE IV Officers

Section 4.1 Number – Officers of the Association include the President, Vice-President, Secretary, and Treasurer, who are members of the Board of Directors and subject to all Director term limits and election cycles.

Section 4.2 President – The President shall, subject to the direction and control of the Board, be the principal executive Officer of the corporation and preside when present at the annual meeting of the members and Board meetings. The President shall sign deeds, leases, mortgages, contracts or any other instrument that the Board authorizes to be signed and have such other powers and duties as the Board shall designate. The President shall have oversight over all finances and approve the payment of all debts.

Section 4.3 Vice-President – The Vice-President shall act as President in his/her absence and, with the President, sit as an ex-officio member of every committee.

Section 4.4 Treasurer – The Treasurer shall, subject to the direction and control of the Board, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. He/she shall have custody of all funds and valuable documents of the corporation. The Treasurer shall prepare the annual budget referred to in Section 1.7 and submit the same to the Board for approval. The Treasurer shall render a written statement of the financial affairs of the corporation at each annual meeting of the members, at each meeting of the Directors, and to the other Officers upon request.

Section 4.5 Secretary – The Secretary shall record and distribute minutes of all the meetings of members and Directors no later than one week following such meeting or, alternatively, shall arrange for another Director to fulfill this obligation.

ARTICLE V Committees

Section 5.1 Committees – Standing and special committees may be created by the Board as the need arises. All committee chairpersons shall provide periodic written reports to the Board.

ARTICLE VI Property

Section 6.1 Title – The legal title to all property and assets of LPRA shall be in the name of Lake Purdy Rowing Association, and shall be owned by LPRA for the exclusive benefit of qualified members in good standing plus any individual to whom the Board of Directors may extend temporary privileges. Use of property and assets is a privilege that is subject to conditions and requirements established by the Board.

Section 6.2 Private Property – Private property of members may be kept in facilities owned or operated by LPRA with the permission of the Board and in accordance with written storage and use requirements and conditions published in House Rules. Such property shall not be used by other members without the permission of the owners.

Section 6.3 Equipment or Facility Loans – The Board may offer the use of LPRA equipment or facilities to other organizations for the purposes consistent with those of LPRA. Compensation and other terms of the loan shall be determined by the Board and specified in a written agreement. Organizations using LPRA equipment must be liable for any damage to equipment or facilities.

Section 6.4 Damage – Members must be accountable for the use of LPRA property. Injury and damage must be reported to the Board or LPRA staff. Members shall be liable for any damage they cause to LPRA property unless excused by the Board.

ARTICLE VII Policy and Working Rules

Section 7.1 Policies – The basic policies, working rules, regulations and guidelines for LPRA operations and activities shall be established by either the Board or by the members (by vote at the annual meeting), and shall not be in conflict with the Articles of Incorporation or these Bylaws.

Section 7.2 Action by Written Consent – Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Alabama, to be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

Section 7.3 Waiver of Notice – Whenever any notice is required to be given to any Director or member of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Alabama, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

7.4 Right to Indemnification – Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a Director or Officer of the corporation or, that being or having been such a Director or Officer or an employee of the corporation, he or she is or was serving at the request of an Officer of the corporation as a Director, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an “indemnitee”), whether the basis of a proceeding is alleged action in an official capacity as such a Director, Officer, employee or agent or in any other capacity while serving as such a Director, Officer, employee or agent, shall be indemnified and held harmless by the corporation to the full extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the indemnitee’s heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the corporation is prohibited by the nonexclusive provisions of any applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in Section 7.5 hereof with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if the proceeding (or part thereof) was authorized or ratified by the Board of the corporation. The right to indemnification conferred in this Section 8.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an “advancement of expenses”). Any advancement of expenses shall be made only upon delivery to the corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 7.4 and (i) upon delivery to the corporation of a written affirmation (hereinafter an “affirmation”) by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the corporation pursuant to this Section 7 or (ii) upon such determination (hereinafter a “determination”) as may be permitted or required by applicable law.

Section 7.5 Right of Indemnitee to Bring Suit – If a claim under Section 7.4 hereof is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Section 7 upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expense, where the required undertaking and affirmation or determination have been tendered to or made by the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the corporation (including its Board, independent legal counsel or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the corporation (including its Board, independent legal counsel or its members) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

Section 7.6 Non-exclusivity of Rights – The right to indemnification and the advancement of expenses conferred in this Section 7 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, general or specific action of the Board, contract or otherwise.

Section 7.7 Insurance, Contracts and Funding – The corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under applicable law. The corporation may enter into contracts with any Director, Officer, employee or agent of the corporation in furtherance of the provisions of this Section 7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Section 7.

Section 7.8 Indemnification of Employees and Agents of the Corporation – The corporation may, by action of the Board, grant rights to indemnification and advancement of expenses to employees and agents of the corporation with the same scope and effect as the provisions of this Section 7 with respect to the indemnification and advancement of expenses of Directors and Officers of the corporation or pursuant to rights granted pursuant to, or provided by, applicable law.

Section 7.9 Persons Serving Other Entities – Any person who is or was a Director, Officer or employee of the corporation who is or was serving (1) as a Director or Officer of another corporation of which a majority of the shares entitled to vote in the election of its Directors is held by the corporation or (2) in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be so serving at the request of an executive Officer of the corporation and entitled to indemnification and advancement of expenses under Section 7.4 hereof.

ARTICLE VIII Uniform, Flag and Blades

Section 8.1 – The Board controls and determines all uses of LPRA name and designs such as logos, uniforms, promotional materials and club colors. Any such uses shall be consistent with, and to the benefit of, the purposes of LPRA.

ARTICLE IX Contracts, Loans, Checks and Deposits

Section 9.1 Contracts – The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 9.2 Loans to the Corporation – No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 9.3 No Loans to Directors or Officers – The Corporation may not lend money to or guarantee the obligation of a Director or Officer of the corporation.

Section 9.4 Checks, Drafts, Etc. – 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 such Officer or Officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

Section 9.5 Deposits – All funds of the corporation not otherwise employed shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Treasurer may select, subject to approval by the President.

ARTICLE X Books and Records

Section 10.1 – The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable.

ARTICLE XI Amendment and Adoption of Bylaws

Section 11.1 Amendment – Except as herein otherwise expressly provided, these Bylaws may be altered or repealed, in any particular, and new Bylaws not inconsistent with any provision of the Articles of Incorporation or any provision of law may be adopted, by the affirmative vote of a majority of the then-current Directors of the corporation. Notwithstanding anything contained in these Bylaws to the contrary, a unanimous vote of the Directors of the corporation shall be required to alter, amend, repeal or adopt any provision inconsistent with this Section 11.1.

Section 11.2 Date of Adoption – These Bylaws were duly adopted by the Board of Directors of this corporation pursuant to the Articles of Incorporation at a regular meeting of the Board in February 2013.