

SAGAMORE ROWING ASSOCIATION, INC.

BY-LAWS

Approved by the Board of Directors
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BY-LAWS

ARTICLE I—GENERAL

Section 1. Purpose

Sagamore Rowing Association, Inc. (the “Association” or “Club”) is a non-charitable not-for-profit New York State corporation whose primary objectives are to provide education, training, instruction and participation in the art of rowing skills for youths and adults, in a positive and safe environment, consistent with the philosophy of the Association.

ARTICLE II—MEMBERSHIP

The Board Of Directors shall establish requirements and polices related to Membership in the club. Sagamore Rowing Association does not restrict membership based on national origin, race, religion, gender, sexual, orientation or disability.

ARTICLE III—BOARD OF DIRECTORS

Section 1. Board of Directors

The Board of Directors (“the Board”) shall have the general direction, management and control of all the property, business and affairs of the Association, except as limited by law, the Articles of Incorporation or these By-Laws.

Each Director shall discharge his or her duties in good faith and with the degree of responsibility and diligence, care and skill, which ordinarily prudent men and women would exercise under similar circumstances in like positions.

Section 2. Qualifications

Directors shall be Voting members of SRA for at least one year.

Section 3. Number of Directors

The number of Directors shall number at least five (5), but no more than eleven (11) and shall be elected as set forth below, at each Annual meeting. No decrease shall shorten the term of any incumbent director. No more than two shall be employees.

Section 4. Elections/Terms of Office

- a. The Board of Directors shall be divided into two categories, each category having a term of two years.
- b. Nominations shall occur at the March Board meeting.

- c. Any Voting member who is not currently a Director and who wishes to be nominated shall submit a brief written statement to the President. This statement should be received at least 7 days prior to the March general meeting.
- d. An incumbent Director shall prepare a ballot of all nominees and present it at the Annual meeting as well as tally the votes.
- e. Elections for the Board of Directors shall be held at the Annual Meeting.
- f. Voting members shall elect by ballot, Directors to fill the places of those whose term of office has expired or vacated. Absentee ballots may be permitted and the Board of Directors prior to the Annual Meeting shall establish the process for Absentee Ballots.
- g. Each member in good standing may cast one vote per vacant or expired director position.
- h. If there are more nominees than open Director positions, the nominees shall be ranked by the number of votes each received, and the open positions shall be filled by the nominees at the top of the list and working down until all positions are filled.

Section 5. Vacancies

If a Director resigns his or her office, dies while in office, is removed from office, or is otherwise unable to serve out his term, a replacement may be selected by the Board to fill the office until the next Annual Meeting at which election of Directors is held in the regular order of business, and until a successor is elected. If the office of President becomes vacant, the order of succession shall be Vice President, Commodore, and Treasurer.

Section 6. Compensation

Directors, as such, shall not receive any stated salary for their services as directors, but by resolution of the Board, reasonable and actual expenses, may be reimbursed. No employee of the corporation shall serve as President or perform the duties of the President.

Section 7. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8. Removal of Directors

Any Director(s) may be removed for cause by action of 2/3 of the Board. A Director is removed from the Board if he or she has missed four (4) regular meetings of the Board of Directors in a membership year without providing notice to the President and Secretary.

ARTICLE IV—MEETINGS

Section 1. Meeting Attendance

The Secretary shall keep a master attendance sheet, and Directors shall sign this sheet at each meeting.

Section 2. Annual Meeting

The Annual Meeting will be held on the third Wednesday in April at 8:00 P.M., except for holidays or other exceptions, at a designated place agreed upon by the Board of directors. The general membership will be notified of the place and time of this meeting by web site, mail, newsletter, and/or boathouse posting. Elections for the Board of Directors and officers will be held at this Annual meeting.

Quorum at the annual meeting shall consist of no fewer than ten (10) percent of the total membership entitled to vote.

Section 3. General Board of Directors Meetings

The business of the Club will be conducted at a general Board of Directors meeting (“Board meeting”) to be held on a monthly basis on the third Wednesday at 8:00 P.M., except for holidays or other exceptions, at a designated place agreed upon by the Board of Directors. All General Board of Directors Meetings are open to the public and the general membership shall be notified of the place and time of the meeting by web site, mail, newsletter, and/or boathouse posting. Agenda items may be submitted to the President prior to the meeting. The agenda should include the following items:

- Call to Order
- Reading of the prior meeting’s Minutes
- Treasurer’s Report
- Committee Reports
- Coaches Reports
- Old Business
- New Business
- Announcements
- Adjournment

The Board of Directors is responsible for discussing the general business and activities of the Club. On matters of business before the Board, the Board shall discuss each relevant item thoroughly, with input from the general membership attending, and then make a recommendation for action.

A quorum shall consist of 2/3 of the entire Board, and shall include three officers of the Club, one of whom must be either the President or a Vice President. Each voting Board member is entitled to one vote relative to conducting the business of the Club.

Section 4. Special Meetings

Special meetings devoted solely to a discussion of specified items of business or specified activities, may be called by the President or other officers of the Club as the situation dictates. Adequate notice of all Directors is necessary to afford each an opportunity to participate. Adequate notice shall be provided not less than 48 hours prior to the scheduled meeting. A quorum shall consist of a 2/3 of the entire Board, and shall include three officers of the Club, one of whom must be either the President or a Vice President. Each voting Director is entitled to one vote relative to conducting the business of the Club.

Section 5. Email/Teleconference Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. All votes on motions for action by email must be unanimous and received within 48 hours of the timestamp of said email requesting action in order for the action to be commenced. No reply will be recorded as an abstention, whereby the motion will fail.

Any one or more Directors or of any committee member thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

ARTICLE V—OFFICERS

Section 1. Officers

The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and a Commodore and such other officers as the Board may elect. Officers of the Association shall serve for a term of one year and may not serve more than two consecutive terms in the same officer position.

Section 2. Qualifications

- a. Officers shall be Directors.
- b. No officer shall be an employee.
- c. In the event there is no qualified Director who is willing or able to serve the capacity of a specific officer position, with the exception of the President position, necessary for the operation of the Club, the Board, by majority consensus, may invite a member

based on the individual's specific and unique qualifications for that position, to occupy that office in an acting capacity for a term of up to up to one year. Any acting officer may apply to the Board of Directors, for appointment to the Board, provided there is a seat available. Any acting officer may attend Board meetings and special meetings as appropriate to the office. Any acting officer may serve as a Committee Chairperson of the committee associated with that office.

Section 3. Election

All Officers of the Association shall be elected annually by the Board at the Annual meeting held immediately after the election of Directors and shall hold office for the term of one year or until their successors are duly elected.

Section 4. Duties and Powers

The duties and powers of the Officers shall be as follows:

- a. **President** - Subject to the power of the Board to manage the business of the Association, the President shall be the chief executive officer of the Association and shall have general charge of its affairs. The President shall keep the Board fully informed, shall freely consult with them concerning the business of the Association and shall faithfully carry out the directions of the Board. The President may sign, in the name of the Association; all authorized contracts, documents, checks and bonds or other obligations. The President shall interpret the Bylaws and other Club regulations and settle all disputes as to their meaning. Any member may make a written appeal of a President's interpretation. A majority vote of the Board is necessary to overturn an interpretation by the President.
- b. **Vice President** - The Vice President in the absence or disability of the President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.
- c. **Commodore** - The Commodore shall represent SRA at various functions or meetings at the request of the President or the Board and monitor the Code of Conduct and reports of non-compliance. The Commodore in the absence or disability of the President and Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties, as the Board shall prescribe.
- d. **Treasurer** - The Treasurer shall oversee and have responsibility for the custody of the financial records of the Association, shall oversee the full and accurate accounts of receipts and disbursements in the Association books, shall oversee the deposit of all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board, and shall render a statement of the financial accounts and records to the Board or to the Members whenever so required.
- e. **Secretary** - The Secretary shall keep the minutes of all meetings of the Board and the Members in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of meetings required by these By-Laws or by law. The Secretary shall perform such other duties, as the Board shall prescribe.

ARTICLE VI—COMMITTEES

Section 1. Committees of the Board

There may be as many committees of the Board as deemed necessary by the Board including but not limited to a Conflict of Interest Committee. The Executive Committee must be a committee of the Board. The Committees of the Board shall have all authority of the Board and shall solely be composed of Directors.

The Executive Committee shall consist of the President, Vice President, Secretary, Commodore, and Treasurer. In the event an Acting Officer occupies one of the preceding positions, the President will appoint a replacement from the Board of Directors. The committee is responsible for considering and acting on matters of importance, which require action between Board meetings as well as reporting any action taken to the Board at its next meeting. The Executive Committee may not adjust programming, change employees' status or wages, or purchase equipment in excess of \$5,000.

Section 2. Creation of Committees of the Board

By a simple majority vote, the Board of Directors may create committees of the Board. Upon the creation of the committee, the Board will define the purpose, scope, and duration of the committee.

Section 3. Committees of the Club

Committees of the Club may be composed of general membership, Directors, or affiliates. There may be as many committees of the Club as deemed necessary by the Board, including but not limited to committees on such topics as:

- A. Membership
- B. Equipment and Facilities
- C. Fund Raising and Development
- D. Coaching
- E. Bylaws
- E. Publicity and Communications
- F. Regatta
- G. Financial
- H. Programs

Section 4. Creation of Committees of the Club

By a simple majority vote, the Board of Directors shall create committees of the Club. Upon the creation of the committee, the Board will define the purpose, scope, and duration of the committee.

Section 5. Chairs

The President shall appoint chairs of committees with the exception of the Executive Committee, which the President shall be the chair of. Committee chairs shall select members of their committee. When requested, the Chair of a committee shall present a report to the Board.

ARTICLE VII—PAYMENT OF FEES

Section 1. Storage/Program Fees, and Dues

Annual dues and storage fees are to be paid in full upon receipt of invoice or at the time of registration. The Board of Directors shall set the dues for the various membership categories. The Board of Directors shall set the storage fees for the various categories of boats. The President in conjunction with the Treasure shall set program fees for various programs. Facility access will be permitted once the registration process or required documents are fully executed. The Executive Committee may waive fees where it deems appropriate.

Section 2. Assessments

The Board may impose an assessment on the members if in the Board 's opinion such is required for the Club to meet its financial obligations.

ARTICLE VIII—INDEMNIFICATION

The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IX—CONFLICT OF INTEREST

The Board of Directors shall adopt, and at all times honor, a written Conflicts of Interests policy and annual Certification process the terms of which shall adhere to any Director, Principal Officer, Key Employee, or member of a committee with governing Board delegated powers, or who has a direct or indirect financial interest in the Club, to assure that each act in the Club's best interest and comply with applicable legal, regulatory and ethical requirements.

Any member of SRA shall refrain from obtaining any list of SRA members for personal or private solicitation purposes at any time during the term of their affiliation.

ARTICLE X—DISSOLUTION

Sagamore Rowing Association may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting members and in accordance with the laws of the State of New York. Upon dissolution or other termination of the Club, all remaining assets of the Club, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of SRA) as shall be chosen by the then existing Board of Directors of SRA.

ARTICLE XI—PARLIAMENTARY AUTHORITY

Robert's Rules of Order, revised, shall be the final authority for questions of proceedings and parliamentary process not covered in these bylaws.

ARTICLE XII—AMENDING THE BY-LAWS

Any proposed changes to the Sagamore Rowing Association Bylaws must be submitted in writing at a General Board of Directors meeting. These bylaws may be altered or amended or new ones adopted as follows:

1. At any regular or special meeting called for that purpose by the affirmative vote of two thirds (2/3) of the entire Board of Directors, provided notice of the proposed changes has been given in writing to each Club member no less than 7 days prior to such meeting.
2. These bylaws may also be amended or repealed by a two thirds (2/3) majority of all Voting members in good standing.

