

PORTAGE LAKES ROWING ASSOCIATION BYLAWS

As Amended December 1, 2012

ARTICLE I. NAME

The name of the organization shall be Portage Lakes Rowing Association.

ARTICLE II. STATEMENT OF PURPOSE

The purposes shall be to encourage, develop, instruct and train men and women age 18 and over in the sport of rowing and to encourage and develop amateur competitions in that sport; to permit and encourage recreational rowing; and to promote the understanding and appreciation of rowing. To this end, its plan of operation shall include active participation in amateur competitive rowing; recreational rowing programs; the promotion of regattas and rowing contests; and educational programs in the techniques and skills of rowing at all ability levels.

ARTICLE III. LOCATION OF OFFICE & BOATHOUSE

The organization's mailing address may be the address of the current President. The organization may have such other offices as the Board of Directors may designate. The boathouse address will be 4450 Rex Lake Dr. Akron, OH 44319.

ARTICLE IV. GENERAL MEMBERSHIP & ANNUAL MEETINGS

Section 1. The annual meeting of the members of Portage Lakes Rowing Association shall be held during one of the first two weeks of November.

Section 2. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by a majority vote of the Board of Directors, by the President, or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 3. The Board of Directors shall designate the location of the annual meeting or any special meetings of the members.

Section 4. Members of the Board of Directors may run for and hold an elected Officer position within the corporation.

Section 5. Written notice (by regular mail or e-mail) stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed to each member at his/her last known address or delivered to the member in person, no later than two weeks prior to the date of such meeting.

Section 6. Voting by the general membership is limited to balloting for candidates for office or the board within the corporation. Any three or more general members present shall constitute a quorum at any annual or special meeting of the members, and a majority of the votes cast at any meeting at which a quorum is present shall be decisive of any motion or election. If less than a quorum (less than 3 members) is represented at any annual or special meeting, a majority of those present may adjourn the meeting from time to time without further notice, and at such adjourned meeting if a quorum is present, any business may be transacted which might have been otherwise transacted at the meeting as originally noticed. Voting by proxy is prohibited. If a quorum is not present at the annual meeting (and sufficient notice has been sent), then the Directors and/or Officers can elect to vote in place of the

general membership on any issue affecting the corporation.

Section 7. Each member present shall be entitled to vote one vote upon each matter submitted to a vote at the meeting of the members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The business and affairs of Portage Lakes Rowing Association shall be managed and conducted by its Board of Directors.

Section 2. The number of directors constituting the Board shall be at least three (3) but in no event more than five (5).

Section 3. The term of each Board Member shall be three years. If a board position is set to expire, then that position shall be filled at the next annual meeting. The terms of Board Members shall be staggered so that at least one board position is set to expire each year, and no more than two shall expire each year. Directors shall be elected by all the members (Directors included), by ballot. The three eligible candidates having the highest number of votes shall be elected, a tie to be decided by lot.

Section 4. Nominations for election to the Board must be received by the Club at least ten days prior to the date of the annual meeting. Nominations shall be deemed to have been properly received upon delivery to the President or to the Club's post office box or by email by the required date.

Section 5. The Board shall meet at least bi annually to conduct its business. Meetings of the Board may be called by the President or any three directors. Notice of the date, time and location of all Board meetings shall be provided to all directors in advance of the meetings.

Section 6. The Board shall be responsible for the determination and implementation of all policy matters pertinent to the organization including, but not limited to, the following:

- (a) handling all budgetary, financial, and insurance matters, including funding the organization, and collecting and disbursing funds;
- (b) establishing appropriate rules and regulations for the safe and efficient operation of the organization, including user policies, safety regulations, and the like;
- (c) establishing fees for educational programs and clinics; and (d) designating coaches for the organization's programs.

Section 7. The Board may delegate its responsibilities to the officers and/or to paid personnel as it deems appropriate. In addition, the Board may authorize the creation of special ad hoc committees and assign them such duties as it deems appropriate.

Section 8. Any Board member may be removed by the directors whenever in their judgment the best interests of the organization will be served thereby. The Board member shall be notified of the proposed removal action at least seven days in advance of the meeting and shall be permitted to speak in his/her own behalf at such meeting. The failure of any director to attend three consecutive Board meetings or the majority of Board meetings in any six month period is evidence that the director is not performing his/her duties and a motion shall be introduced at the subsequent Board meeting to remove that director from the Board. Removal shall be accomplished by a two-thirds vote of those directors present at the Board meeting.

Section 9. A vacancy in the Board because of death, resignation, removal, or otherwise shall be filled until the next annual meeting by a two-thirds vote of the remaining directors. At the annual meeting, the members shall elect a person to fill the vacancy for the remainder of the term of office. Such a vacancy

shall be filled by the eligible candidate receiving the most votes among those candidates not selected for a three-year term under Section 3 or for any vacancy under this section with a longer remaining term of office.

Section 10. Board Members must be full members of the organization as defined in Article IX.

Section 11. All policy decisions made by the Board shall be shared with the membership within one month of any decision. The vote of each Board Member shall be included with the notification to members.

ARTICLE VI. OFFICERS

Section 1. The Board shall allow the general membership to vote for corporate officers at the annual meeting including President, Vice President, ***Vice President II***, Secretary, Treasurer, and any other officers or assistant officers as may be deemed necessary or desirable. If a quorum of general members are not at the annual meeting, then the board will have the right to elect those officers by a majority vote of the board members present at the meeting.

Section 2. The officers as named above shall be responsible for conducting the daily business and affairs of Portage Lakes Rowing Association.

Section 3. The officers shall be elected by majority vote (by ballot) by the members attending the annual meeting. Each officer shall hold office until his/her successor shall have been elected or until his/her death, resignation, or removal in the manner herein provided, or whenever his/her term expires one calendar year from his/her election at the annual meeting.

Section 4. Any officer may be removed by the directors whenever in their judgment the best interests of the organization will be served thereby. The officer shall be notified of the proposed removal action at least seven (7) days in advance of the meeting and shall be permitted to speak in his/her own behalf at such meeting. Removal shall be accomplished by a two-thirds vote of those directors present at the Board meeting.

Section 5. A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the directors for the unexpired term.

Section 6. President. The President shall be the principal officer of the Portage Lakes Rowing Association, and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the organization. He or she shall have authority, subject to the rules as may be prescribed by the Board, to appoint such agents and effect such employment of persons as he or she shall deem necessary to carry out the affairs of the organization, prescribe their powers, duties, and compensation, except that compensation shall be limited to payment for actual services rendered. He or she shall have authority to sign, execute, and acknowledge on behalf of the organization, all deeds, mortgages, promissory notes, contracts, leases, reports, and all other documents or instruments necessary or proper to pursue the organization's activities, or which shall be authorized by a resolution of the Board; and, except as otherwise provided by law or by the Board, he or she may authorize the vice president, or other officers or agents of the organization to sign, execute, and acknowledge such documents or instruments in his/her place and stead. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

Section 7. Vice President. In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and in such acting shall have the powers of, and be subject to, all the restrictions herein prescribed for the office of President.

Section 8. Vice President II. Vice President II shall represent the interests of the members who regularly row with the masters group at Board meetings and in communications with the Board and officers.

Section 9. Secretary. The Secretary shall have the duty of keeping the minutes of the meetings of the Board, give all notices as required to be given under the provisions of these bylaws or as required by law, keep a register of the addresses of each director and member, sign with the President or Vice President such documents as require his/her attestation, maintain any post office box of the organization, maintain the organization's files, and in general perform all duties as may from time to time be delegated or assigned to him/her by the President or by the Board. Such duties or any part thereof may also be assigned from time to time by the Board to an Executive Director or any such assistants as the Board may appoint.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, to give all receipt for monies due and payable, and deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board, and in general perform all the duties incident to the office of Treasurer. He or she shall also execute such duties as may be assigned to him/her by the President or by the Board. These duties or any part thereof may be delegated by the Board to an Executive Director or any such assistants as the Board may appoint.

ARTICLE VII. FINANCIAL MANAGEMENT

Section 1. The Board of Directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name, or on behalf, of the organization.

Section 2. No loans shall be contracted on behalf of Portage Lakes Rowing Association, and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board.

Section 3. All checks, drafts, or other orders of the payment of money, notice, or other evidence of indebtedness issued in the name of the organization shall be signed by such officer or officers or assistants as shall from time to time be determined by or under the authority of a resolution of the Board.

Section 4. An annual budget shall be shared with the membership within the first two months of each fiscal year. An annual cash flow statement shall be shared with the membership within two months after the end of each fiscal year.

ARTICLE VIII. USERS

Section 1. Payment of any established fees for programs or clinics and signing a liability waiver shall be prerequisites to participation in the organization's programs and for use of the organization's equipment or facilities by any individual except on a temporary basis as may be provided by rule(s) adopted by the Board. Notwithstanding the above, the Board may provide persons who have made contributions to the organization with limited access to the organization's equipment and/or facilities.

Section 2. Certain responsibilities as established by the Board toward the operation and maintenance of the organization will be required of all users including minimum safety requirements.

Section 3. The revocation or restriction of user privileges for any individual may occur when the Board determines that the best interest of the organization will be served thereby. A restriction on use includes,

but is not limited to, prohibiting the use of specific equipment or requiring that other users be present during use of specific equipment. A restriction may be placed on a user's activities for a definite or an indefinite period of time. Revocation may be either permanent or temporary. The user shall be notified of the proposed revocation or restriction action in advance of the meeting and shall be permitted to speak in his/her own behalf at such meeting. Revocation or restriction shall be accomplished by a two-thirds vote of those directors present at the Board meeting. A coach of a program operated by the organization may restrict the user privileges of a user within that program. Upon written request from the user or coach involved, the Board will review the action taken by the coach and may modify it if the restriction is found to be inappropriate.

ARTICLE IX. MEMBERS

All persons paying the full membership fees established by the Board for either the current/most recent or previous session shall be voting members of the organization. The Board may waive fees and grant free memberships to individuals who coach one or more of the programs offered by the organization. Fees will be waived for coxswain members who participate in no less than one-third of practices during a session. Coxswain members shall be voting members of the organization if they have met attendance requirements for the current/most recent or previous session. The Board may discount fees to individuals who are enrolled as full-time students and those members shall be voting members of the organization.

ARTICLE X. LOBBYING

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in any political campaign on behalf of any candidate for office.

ARTICLE XI. DISTRIBUTION OF EARNINGS

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its directors, officers, or any other private person, except that the organization shall be authorized to pay reasonable compensation for services rendered.

ARTICLE XII. FISCAL YEAR

The fiscal year of the organization shall begin the first day of January and end on the 31st day of December each year.

ARTICLE XIII. AMENDMENTS

The Articles of Incorporation and the Bylaws may be amended at the annual meeting of the members or any special meeting called for that purpose, by a majority of those present at such meetings, provided that written notice of said meeting shall have been provided to the members as required herein and further provided that the notice shall include the proposed amendment.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the organization, dispose of all the assets of the organization in such a manner to refund any donations made to the corporation by individuals and/or businesses since its inception. Any monies left over after this would be donated to any organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of

1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.