

**BYLAWS
OF FRIENDS OF RENSSELAER ROWING, INC.**

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**ARTICLE I
Name and Fiscal Year**

Section 1. **Name.** The name of this organization shall be the Friends of Rensselaer Rowing, Inc. (the "Corporation").

Section 2. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE II
Meetings of Members**

Section 1. **Annual Meeting.** The annual meeting of members of the Corporation shall be held in October of each year, at such time and place, as the Board of Directors shall specify.

Section 2. **Special Meetings.** Special meetings of the members of the Corporation shall be held at the request of not less than one-third of the members or when called by the Board of Directors.

Section 3. **Notice.** A written notice of each meeting of the members shall be provided via post or electronic means by the Secretary/Treasurer to each member at least forty-five (45) days before the date of the annual meeting or fifteen (15) days in advance of any special meeting to the address as it appears on the Corporation’s membership roll. Notice of any special meeting may be waived in writing by any member, or by the member's proxy, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is so called and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting. The notice shall include at least the following:

- A. When and where the meeting is to be held.
- B. The purpose or purposes for which a special meeting has been called.
- C. Business referred to the meeting by the Board of Directors.
- D. Notice of proposed amendments to these Bylaws.
- E. Ballots to vote on amendments to these Bylaws for use by members who are not attending the Annual Meeting.

Section 4. Representation at Meetings. Each member of the Corporation in good standing as of the Date of Record is entitled to represent him or herself at any meeting of the members, or designate a proxy to do so in his or her place. No individual, whether acting as a member and/or proxy, may represent more than two votes at a meeting.

Section 5. Proxies. Should a member be absent, his or her voting rights may be assumed by a person holding a proxy, provided that such proxy bears a signed appointment from the absent member. Except as provided in Section 6 below, a member's written appointment of a proxy must be mailed to the Corporation's Headquarters postmarked not later than 14 days prior to the meeting for which the appointment is to be effective.

Section 6. Replacement of Proxies. Only in the case of a bona fide emergency occurring to member or proxy, the member may attest in writing to that emergency and appoint an alternate proxy after the expiration of the notification deadline identified in Section 5 above.

Section 7. Record Date. The Record Date for the determination of the members entitled to notice of, or to vote at, the annual or any special meeting of the Corporation shall be sixty (60) days prior to the date specified for the start of the annual or special meeting in the notice thereof.

Section 8. Quorum. Participation by twenty percent of the total number of members eligible to participate shall be necessary to constitute a quorum for the transaction of business that comes before the members. Members that cast ballots by mail or are represented by proxy shall be considered present for purposes of determining whether a quorum exists. If at a meeting at which a quorum was at one time present, members withdraw from the meeting to leave less than a quorum, the meeting may nevertheless continue to do business until adjournment.

Section 9. Voting. Unless otherwise provided in these Bylaws, decisions made by a plurality of the members voting shall be deemed acts of the Corporation.

ARTICLE III Membership and Dues

Section 1. Dues for each category of membership shall be established by the Board of Directors.

Section 2. Membership in the Corporation shall be approved by the Board of Directors or its designate in accordance with policies and procedures established by the Board of Directors.

Section 3. The determination of the eligibility of an individual for membership in the Corporation shall be made by the Board of Directors, in accordance with Section 4 below.

Section 4. With the approval of the Board of Directors or its designate, membership in the Corporation is open to all individuals with an interest in fostering continued growth and success of competitive, intercollegiate rowing at RPI. There shall be three membership categories:

- A. Member: This membership category is open to any individual who has either
 - a) reached the age of eighteen years and who has successfully completed a baccalaureate degree program or;
 - b) any individual who has reached the age of twenty one years who has neither been a member of the Rensselaer Crew Club during the calendar year nor will be a member of the Rensselaer Crew Club during the calendar year immediately preceding the calendar year of initial "Member" status application.
- B. Student Member: This membership category is open to any individual who is currently enrolled as a full time student in a secondary or post-secondary educational institution.
- C. Associate Member: This membership category is available at the discretion of the Board of Directors. No individual who would otherwise be classified as a Student Member may be classified an Associate Member.

ARTICLE IV Board of Directors

Section 1. Composition. The management of the Corporation shall be vested in a Board of Directors, each of whom at some time has competed in, coached, or served the sport of rowing, is at the time of the election and continues to be during his or her term, an individual Member of this corporation (from the "Member" membership category as defined in Article III, Section 4 above), and has reached or will reach his or her eighteenth birthday before taking office. The Board of Directors shall be selected without regard to race, color, religion, gender or national origin, except as stipulated below for representation of both males and females on the Board. The Board shall be composed of:

- a) One President elected to a two-year term by the individual members of the Corporation, such election to be held in October of every odd numbered year.
- b) One Vice President elected to a two-year term by the individual members of the Corporation, such election to be held in October of every odd numbered year.
- c) Once Secretary/Treasurer elected to a two-year term by the individual members of the Corporation, such election to be held in October of every odd numbered year.
- d) Two male and two female "At-Large" Directors shall be elected in December of every odd numbered year to two-year terms by those Directors described in the preceding three paragraphs.

Section 2. Authority. The affairs of the Corporation shall be conducted under the supervision of the Board of Directors in such a manner and under such conditions as to carry out the purposes of the Corporation as set forth in the Certificate of Incorporation. To that end, the Board of Directors is empowered to:

- A. Set policies of the Corporation including long-range plans
- B. Approve the annual budget for the Corporation.
- C. Hire, evaluate and dismiss any employee of the Corporation or any contractor to the Corporation.
- D. Monitor the work of all committees in the manner specified herein.
- E. Admit new members to the Corporation.
- F. Revise and amend these Bylaws.
- G. Elect and appoint delegates to the US Rowing Association Annual Meeting.
- H. Cast votes for the US Rowing Association Board of Directors.
- I. Exercise all other powers to which the Corporation is entitled by law that are not specified in this Section nor inconsistent with the Board's function as policy maker.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held in February and October of each year, and at such other times as the Board may schedule. Special meetings may be held at the call of the President, or at the written request of three members of the Board of Directors. The time and place of the next regular meeting shall be decided at every Board meeting before adjournment, but the President shall specify the time and place of special meetings. Meetings of the Board may be conducted by conference telephone, video conference, text based computer conference (“chat”) or other similar form of communication that allows all persons participating to hear and/or read the statements of each other, and, at the direction of the President, the Board may act on particular issues by mail or electronic vote.

Section 4. Notice. The Secretary shall cause the notice of the time and place of each meeting (and a description of the matters to be covered in the case of special meetings) to be sent to each Director at least 14 days prior to any regular meeting and seven days prior to any special meeting. All notices required to be sent to members of the Board of Directors shall also be sent to Chairs of all Committees.

Section 5. Quorum. A majority of the Directors serving at the time shall constitute a quorum for the transaction of business.

Section 6. Voting. Unless otherwise provided, the acts of a plurality of the Directors casting votes, where a quorum exists, shall be an act of the Board of Directors. Unless the Board of Directors authorizes voting by mail in advance of a vote, only Directors who are present at meetings of the Board shall be allowed to cast votes at such meetings. Participation at a meeting by means of conference telephone, video conference, text based computer conference (“chat”) or a similar form of communication which allows all persons participating to hear and or read the statements of each other, shall constitute being present at a meeting.

Section 7. Executive Committee. The Executive Committee shall consist of the President, the Vice President, and the Secretary/Treasurer. The Executive Committee shall be subject to the authority and supervision of the Board of Directors, and between meetings of the Board of Directors the Executive Committee shall possess and may exercise the power and authority of the Board of Directors with regard to matters requiring action prior to the next meeting of the Board. Performance reviews of any employee of the Corporation or contractor to the Corporation shall be conducted by the Executive Committee. The recommendations for contract renewal and

compensation shall be presented for approval of the full Board for review and implementation. When acting on behalf of the Board, the Executive Committee may act only by unanimous vote. Three members shall constitute a quorum for the transaction of business by the Executive Committee. All decisions of the Executive Committee shall immediately be sent in writing via post or electronic means to all members of the Board of Directors.

Section 8. Compensation. No member of the Board of Directors shall receive any compensation for service as a Director. However, Directors may be reimbursed for reasonable expenses incurred in support of the Corporation and may be employed by the Corporation to function in duties unrelated to his/her duties as a Director, with the prior approval of the Board of Directors.

Section 9. Removal or Resignation of Directors.

- A. Unless otherwise specified in these Bylaws, any member of the Board of Directors may be removed upon vote of two-thirds of the members of the Board casting votes, or upon vote of two-thirds of all of the eligible members of the Corporation (as defined in Article VIII, Section 2 of these Bylaws), but only upon showing of sufficient cause. No vote on removal shall take place before the person whose removal is sought has received ten (10) working days' notice of the vote.
- B. A Director who is absent without excuse from two consecutive regular meetings of the Board shall be deemed to have resigned.

Section 10. Vacancies. Vacancies on the Board of Directors, or on a committee of the Corporation, whether created by resignation, removal, or otherwise, shall be filled by majority vote of members of the Board casting votes. The person chosen to fill a vacancy shall satisfy the same requirements for election as the person whose seat is being filled and serve for the remainder of that person's term.

ARTICLE V Duties of Officers

Officers. For purposes of these Bylaws, the officers of the Corporation shall include the President, Vice President and Secretary/Treasurer.

- A. **President.** The President shall preside over the meetings of the Corporation, the Board of Directors and the Executive Committee, and administer Board functions. The President shall, subject to the advice of the full Board of Directors, direct the affairs of the Corporation and shall sign all contracts and instruments which have been approved by the Board of Directors or Executive Committee.
- B. **Vice President.** The Vice President shall run constituent meetings and assist the President with responsibilities as requested. When the President is unable to fill her/his duties; the Vice-President shall act as President until the President is able to resume prior duties.
- C. **Secretary/Treasurer.** The Secretary/Treasurer shall oversee the taking of accurate and complete minutes of the meetings of the Executive Committee, Board and Corporation, monitor compliance with the Corporation's procedures for internal governance, and

oversee the planning, preparation and operation of elections and voting at the Annual Meeting. The Secretary/Treasurer shall maintain the finances of the Corporation and advise the Board on matters relating to the budget and financial policies and procedures. The Secretary/Treasurer shall sign contracts and instruments of a financial nature upon approval of the Board of Directors or Executive Committee. The Secretary/Treasurer shall provide financial statements to the full Board of Directors no less frequently than quarterly, and annually to the membership.

ARTICLE VI At Large Directors

The four "At Large" Directors shall chair such committees or carry out such duties as may be defined by resolutions of the Board of Directors.

ARTICLE VII Committees

Section 1. Creation of Committees. The Board has the authority to create committees for the purposes of advising the Board.

Section 2. Dissolution of Committees. The Board may dissolve any committee at any time, upon vote of two-thirds of the members of the Board casting votes.

Section 3. Removal and Resignation of Committee Members. All members of the Committees shall serve at the discretion of the Board of Directors and, with the exception of those individuals serving by virtue of their office, may be removed by the Board from the Committee at any time without cause. Any committee member who is absent without excuse from two consecutive regular meetings of the committee shall be deemed to have resigned

Section 4. Standing and Suggested Committees. There are no standing committees, some suggested committees include:

- A. Finance Committee. The Finance Committee shall be responsible for presenting a proposed budget to the Board of Directors for approval; reviewing Corporation financial statements and accounting procedures; arranging for an independent audit of the accounts of the Corporation, make annual reports to the Board of Directors on the results of that audit; and developing and administering plans and procedures for raising the funds necessary to finance the operations of the Corporation. The Secretary/Treasurer shall serve as one of the members of the Finance Committee.
- B. Long Range Planning Committee. The Long Range Planning Committee shall be responsible for conducting an ongoing review and identification of issues that relate to long range planning and affect the future of rowing at RPI.
- C. Membership Committee. The Membership Committee shall serve as the volunteer entity that makes recommendations on membership dues structures; member benefit

opportunities, and member marketing opportunities and programs through retention and new member acquisition programs.

- D. Safety Committee. The Safety Committee shall advise all other committees of the Corporation on matters pertaining to the areas of its expertise, as those matters affect rowers. The Committee shall do so both on its own initiative, and upon the request of any other Committee or organization of the Corporation. It shall conduct such research and studies, as it deems appropriate and shall publish its work to the rowing community from time to time. The Committee shall promote and develop public awareness about all water safety matters, education material for the same, and policies regarding safety that should be adopted as policies of the Corporation.
- E. Nominating Committee. This committee shall be responsible for
- a) developing and implementing procedures for identifying, recruiting and nominating candidates to fill vacancies on the Board of Directors;
 - b) an orientation process to educate new members to the board;
 - c) a process which provides continuing education to all members of the board;
 - d) procedures which lead to formal yearly selfassessment of the board's performance -- both collective and individual -- and to the exploration of strategies for increasing their effectiveness.

ARTICLE VIII

Elections

Section 1. Time and Manner. Unless specified to the contrary elsewhere in these Bylaws, elections shall be commenced during the month of October. Call for nominations shall be sent to each member from the Corporation's headquarters in August, any candidate may nominate himself or herself, and nominations need not be seconded. Ballots shall be sent to voters no later than October 15 of the election year, and shall be returned by mail postmarked no later than November 10 of the election year. Any position within the Corporation subject to nomination, election or appointment under the powers granted in these Bylaws must be a Member of Friends of Rensselaer Rowing at the time of nominations, election, or appointment. No write in candidates shall be allowed.

Section 2. Eligibility. To be eligible to vote, an individual must be a member in good standing with dues paid in full as of a date fourteen days prior to the date the ballots are mailed by the Corporation.

Section 3. Validation. Individual members shall validate their ballots by signature and birth date. The count of members shall take place 14 days prior to the date the ballots are mailed.

Section 4. Voting Procedures. Ballots may either be mailed to each member, or may be a part of a publication that the member receives. The President shall appoint tellers to count the ballots and certify the results. All candidates shall be notified of the results no later than December 1, which shall also be published on the F.O.R.R. web site.

Section 5. Taking Office. Each member of the Board of Directors shall take office on the first day of January following election, as described in Article VII of these Bylaws.

ARTICLE IX General Provisions

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, or other special rules of order that may be adopted.

Section 2. Manuals. The Secretary/Treasurer shall cause to be compiled and kept current a Policy Manual of the Corporation that shall set forth the policies appropriately adopted to govern any of the affairs of the Corporation. The Secretary/Treasurer shall also cause to be compiled and kept current a Procedures Manual that shall set forth the Procedural matters that govern the conduct of the Corporation's meetings, elections, regattas, competitions and business. These manuals, which may, at the discretion of the Secretary/Treasurer, be combined into one manual, shall be provided to each Director and Committee chair, and shall be available upon request to any individual member. A reasonable fee may be charged to provide the manual(s) as a result of any such request.

Section 3. Equal Opportunity. The Corporation shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in rowing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Section 4. Bank Deposits and Execution of Checks or Instruments. The funds of the Corporation shall be deposited in such insured bank or banks as the Secretary/Treasurer shall designate. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed as determined by resolution of the Board of Directors.

ARTICLE X Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to the Rensselaer Union under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

ARTICLE XI Indemnification of Officers

The Corporation shall indemnify each director, officer, volunteer, employee and contractor, each person who formerly served in such capacity, and each person who serves or may have served at the request of the Corporation as a director, officer, volunteer, employee or contractor for another organization in which the Corporation has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him/her in connection with any action, suit or proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a director, officer, volunteer, employee or contractor of the Corporation to his/her being or having served as such of another corporation at the request of the Corporation, whether or not he/she is still serving in such capacity at the time of incurring such expenses of liabilities. The Corporation shall not indemnify any director, officer, volunteer, employee, contractor or such other person with respect to matters as to which such person shall be finally adjudged to be liable of gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (i) the Corporation is advised by written opinion of independent legal counsel that the director, officer, volunteer, employee, contractor or other such person to be indemnified did not commit a breach of duty owed to the Corporation and (ii) a majority of disinterested directors approves the settlement and indemnification as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to not and exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement to pursuant to any vote of the Board of Directors or otherwise.

ARTICLE XII

Amendments

These Bylaws and all sections which follow may be altered, amended, or suspended at any meeting of the Board by a majority vote of the members present provided two weeks' notice shall have been given to every Board member of the proposed amendment or suspension. In the absence of such notice, a two-thirds vote shall be required. They may also be altered, amended or suspended by a written referenda to the Board by a two-thirds vote of the Board immediately after which a summary sheet will be published in an Corporation publication showing how each Board member voted on each issue.