

By-Laws of Buzzards Bay Rowing Club A Not-For-Profit Corporation

ARTICLE I ORGANIZATION

The name of the organization shall be the Buzzards Bay Rowing Club (the "Club") a nonprofit corporation organized under the laws of the State of Massachusetts.

ARTICLE II PURPOSES

The purpose of the Buzzards Bay Rowing Club is to educate and train men and women of all ages in the sport of rowing, to promote fitness and competition, and to develop and promote services and programs which address the physical well being of the community at large.

ARTICLE III MEMBERSHIP

The organization shall recognize the following membership categories:

Section 1. Individual/Family Membership

Individual/Family membership shall be conferred upon individuals who plan to be active participants in the club's rowing activities. These members shall have full club privileges. Members in good standing are entitled to one vote at any general meeting.

Section 2. Associate Membership

Associate membership shall be conferred upon individuals who do not plan to row but would like to receive e-mails, newsletters or participate in the club's social activities. Members in this category have no voting rights.

Section 3. Lifetime Membership

Lifetime membership shall be conferred upon individuals, who have made outstanding contributions to the club as deemed appropriate by the Board of Directors. Membership in this category will be offered to individuals after a nomination and an election by the membership. Members in this category will have full club privileges and are entitled to one vote at any general meeting.

Section 4. Coxswain Membership

Coxswain membership is available for individuals in recognition of the contribution that coxing affords club members. Dues shall be waived for those members who do not row but just act as coxswains. Coxswains must be willing to be identified as such and be available on a reasonable basis. All other membership rules apply to coxswains. Coxswain members in good standing are entitled to one vote at any general meeting.

Section 5. High School Club Membership

High School Club membership will be offered to area high school clubs that are interested in developing a rowing activity that will encourage, instruct, and train high school students in the sport of rowing to promote fitness and well being. This membership allows the student to row at times agreed upon by the club under the supervision of the High School Club Instructor. Members in this category have no voting rights.

Section 6. Termination of Membership

An individual who does not abide by the Buzzards Bay Rowing Club By-laws, rules and regulations and/or does not pay his/her annual membership dues may have his/her membership revoked. A member whose membership is under investigation must receive written notice from the organization thirty (30) days before revocation may be determined. A terminated member will not be eligible for a refund of any annual dues. Restoration of membership and its privileges is at the discretion of the Board of Directors.

A member in good standing shall be defined as one who is current in membership dues and who has signed all appropriate membership forms.

ARTICLE IV MEETINGS

Section 1. General Meetings

General Meetings pertaining to the business of the club shall be conducted at general membership meetings to be held as needed at the Board of Directors' discretion at a designated place agreed upon by the Board of Directors. The general membership shall be notified of the place and time of the meeting either by mail, newsletter, e-mail or telephone. An agenda approved by the Board of Directors shall be discussed with the membership at large.

Section 2. Board of Directors Meetings

The Board of Directors shall conduct monthly meetings at a designated place agreed upon by the Board of Directors. Board of Directors members will be notified of the place and time of the meeting either by mail, newsletter, e-mail or telephone. The Board of Directors Meetings are open to all members.

Section 3. Annual Meeting

The annual membership meeting of this organization shall be held on any day in March. Notification of the date, time and place of the Annual Meeting, and the business to be conducted shall be sent to members not less than two weeks prior to the date of the meeting either by mail, newsletter, e-mail or telephone.

Section 4. Special General Meetings

Special general meetings devoted solely to a discussion of specified items of business, or specified activities, may be requested by any member in good standing when the situation dictates the necessity to meet at other than designated Board of Directors meetings. No business other than that specified, as being the reason for the meeting shall be discussed.

ARTICLE V VOTING

Section 1. Eligibility and Requirements

At all meetings, all votes shall be by show of hands with a majority rule. Every member who is present at a meeting and is eligible to vote shall have one vote. At any regular or special meeting, if a majority so requires, any question may be voted upon by ballot. For all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint three persons who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman, the results. A certified copy shall be physically affixed to the minutes of that meeting.

Section 2. Proxies

Members not in attendance may vote by written proxy. Proxies shall be filed before voting with the secretary or other person responsible for recording the proceedings of the meeting. Upon written authorization, a representative of a team may be designated to vote on behalf of each member of his/her team.

ARTICLE VI ORDER OF BUSINESS

The format of the general business meeting may include:

1. Introduction
2. Approval of the Minutes of the preceding meeting
3. Report of the treasurer
4. Committee Reports
5. Old and Unfinished Business
6. New Business
7. Other
8. Adjournment

ARTICLE VII BOARD OF DIRECTORS

Section 1. Powers

The business of the Club shall be managed by a Board of Directors (the "Board"), which shall have and may exercise all the powers of the Club, including the power to execute contracts on behalf of the Club and its members. The Board of Directors shall have the control and management of the affairs and business of the Club. Such Board of Directors shall only act in the name of the Club when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Section 2. Number

The Board of Directors shall consist of not less than three (3) and not more than five (5) members at large, together with the officers of this Club. At least one of the directors elected shall be a resident of the State of Massachusetts and a citizen of the United States. The President of the Club, by virtue of his office shall be Chairman of the Board of Directors. Officers and Board Members should/must have access to e-mail, as this is the organizations main mechanism for communication.

Section 3. Term of Office

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

Section 4. Vote

Each director shall have one vote.

Section 5. Vacancies

Vacancies in the Board of Directors shall be filled for the balance of the term by a vote of the majority of the membership in attendance.

Section 6. Resignation

Any director may resign at any time by giving notice in writing to the President or Secretary. Such resignation shall be effective upon receipt (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective.

Section 7. Removal

A director may be removed with just cause by a majority vote of the members. The Board may remove a director if such director does not attend a majority of the Board meetings held during any year following such director's election. The majority of meetings is being described as at least 75% of the meetings in a year.

ARTICLE VIII OFFICERS

Section 1. Number

The officers of the club shall be President, Vice President, Treasurer, and Secretary and such other officers as the Board may determine, each of whom shall be elected from the membership of the club.

Section 2. Term of Office

The President, Vice President, Treasurer and Secretary shall be elected annually by the membership at the annual meeting from a slate presented by a Nominating Committee. The term of each elected officer shall be one year beginning with the first Board of Directors meeting following the election.

Section 3. President

The President shall preside at all membership meetings and shall have general charge and supervision of the affairs of the corporation. He/she shall by virtue of his/her office be Chairman of the Board of Directors. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall be one of the officers who may sign the checks or drafts of the organization.

Section 4. Vice President

The Vice president shall, in the event of the absence or inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president. He/she shall be one of the officers who may sign the checks or drafts of the organization.

Section 5. Secretary

The Secretary shall be a resident of the Commonwealth of Massachusetts. He/she shall keep the minutes and records of the organization in appropriate books. He/she shall be the official custodian of the records and seal of this organization. He/she shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. He/she shall keep a record of the meetings of the Board of Directors and all general meetings, with a time and place of holding, how called or authorized, the notice thereof given, the names of those present at directors meetings, the number present at General Meetings and the proceedings thereof. He/she shall keep the original or an attested copy of the Articles of Organization, the Bylaws, the names of the members of the Board and the record address of each in a book to be kept within Massachusetts at the principal office of the organization or at the office of the Secretary.

Section 6. Treasurer

The Treasurer shall take care of all funds and securities of the organization and shall perform such duties as the President might direct. He/she is responsible for preparing an annual budget in consultation with the Board and committees. The Treasurer is after the President and Vice President, the next senior officer of the club and in the absence or incapacity of both the President and Vice president, shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to the restrictions upon the President.

Section 7. Vote

Officers shall be by virtue of their office be members of the Board of Directors.

Section 8. Compensation

No officer or director shall for reason of his office be entitled to receive any salary or compensation.

Section 9. Resignation

Any officer may resign at any time by giving notice in writing to the President or Secretary. Such resignation shall be effective upon receipt (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective.

Section 10. Removal

Any officer may be removed with just cause by a majority vote of the Board. The Board may remove an officer if such officer does not attend a majority of the Board meetings held during any year following such director's election. The majority of meetings is being described as at least 75% of the meetings in a year.

ARTICLE IX COMMITTEES

The president may appoint ad hoc committees as needed. Standing committees may include, but not be limited to the following:

Boats Committee: Oversees boat maintenance, safety.

Communication/Outreach: Acts as liaison between the Club and the community.

Activities/Events: Plans activities and special events for the Club.

Development: Raises funds to ensure a balanced budget.

ARTICLE X DUES

The dues of the Club shall be per annum and shall be payable on the first day of April. Notice of any change in annual subscription shall be communicated to the membership. Memberships are not transferable. Dues are not refundable under any circumstances.

Failure to pay dues will cause termination of membership.

ARTICLE XI SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle, and shall have inscribed thereon the name of the organization, "Corporate Seal of the Buzzards Bay Rowing Club Inc.", the year of its incorporation, and the word Massachusetts.

ARTICLE XII NON PROFIT CHARTER

The Club shall be a nonprofit corporation and any net income which may be derived from its operations, in pursuance of the purposes set forth, herein, shall not be used to the benefit of any member of the organization, but shall be used to promote the educational or competitive purposes of the organization.

ARTICLE XIII DISSOLUTION

The Club may be dissolved with assent given in writing and signed by a majority of the membership. Upon dissolution of the Club, the assets, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Club. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the association. Upon dissolution the Whaleboat Kanawha will be returned to the person who donated it to the organization, that is, Gail Isaksen.

ARTICLE XIV FISCAL YEAR

Except as otherwise provided by the Board, the fiscal year of the club shall end on the 31st day of December in each year.

ARTICLE XIIV DONATIONS

Section 1. DONATIONS OF THE WHALEBOAT KANAWAH

Upon receipt of the donation the Whaleboat Kanawah the BBRC has made the following agreements:

1. If she so desires Gail Isaksen will get the first opportunity to enter a team in the Snow Row yearly
2. Free lifetime membership for Gail Isaksen and any immediate family member she identifies. (A waiver must be signed yearly)
3. Upon dissolution the Whaleboat Kanawha will be returned to the person who donated it to the organization, that is, Gail Isaksen.

ARTICLE VX AMENDMENTS

These By-Laws may be altered, amended, repealed or added to at a regular or special meeting of the membership, by a vote of a majority of members present in person or by proxy.