

QUINSIGAMOND ROWING CLUB INC. BY-LAWS

Adopted on February 15, 2017

1. Name and location

The name of this corporation, also referred to as Club, shall be Quinsigamond Rowing Club Inc. and its principal office shall be 237 N. Quinsigamond Avenue, Shrewsbury, MA 01545.

2. Purpose

The purpose of this Club shall be the nonprofit encouragement and furtherance of amateur rowing, including, but not limited to, the instruction, improvement, competition, and enjoyment of the sport of rowing in a friendly and social spirit.

3. Membership

The members of the Club shall be those persons who have (i) attained the age of eighteen years, (ii) submitted an application for membership to the officers, (iii) been accepted as members by the officers, and (iv) abide by the bylaws set forth in this document. Any member may resign as such at any time by notifying the Clerk of the Club.

4. Officers

- a) Powers – The business and property of the Club shall be managed by officers who may exercise all the powers of the Club which are not expressly reserved to the members by law, the Articles of Organization or these by-laws.

Unless otherwise specified by these by-laws, all matters of governance of the Club in every respect shall be determined by the officers including without limitation the setting of dues, fees, assessments, and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the enforcement of Club rules, the discipline of members, and all other matters incident to successful continuation of the Club into the future in accordance with its purposes. The officers shall have no power to render the Club liable for any debt exceeding the amount of money which shall, at the time of contracting the debt, be in the treasury and not needed for the discharge of prior unfunded debts or liabilities of the Club.

A decision of the officers may be overruled only by a vote of two-thirds of the members present at a meeting called for that purpose on two weeks' notice. At such a meeting each member, including the officers, shall have one vote on the issue in question.

- b) Composition – The officers shall consist of the following officers: President, Vice-President, Treasurer, Clerk, and Bay Captain. The officers must be members of the Club.
- (i) President – The President shall act as the chief executive and shall preside at all

meetings.

- (ii) Vice-President – The Vice President shall perform all duties of the president during the absence of the President.
 - (iii) Treasurer – The Treasurer shall keep an account of all monies received and expended for use and shall make disbursements authorized by the membership or the officers. All sums received shall be deposited by him/her in a bank or banks approved by the officers and shall make a report at the annual meeting or when called upon by the President. At the expiration of his/her term of office, the Treasurer shall deliver to the successor all books, money, and other property of the Club.
 - (iv) Clerk – The Clerk, also known as the Secretary, shall issue all notices, maintain active member lists, and keep a record of the meetings.
 - (v) Bay Captain – The Bay Captain shall have charge of the Club's boats and the placement of members' boats and their use and storage under the direction of the officers shall see that proper repairs are made and equipment is furnished, and shall enforce the rules of the club relating thereto.
- c) Conduct – The officers shall conduct themselves in a manner consistent with the Purpose of the Club as defined in Section 2, and in accordance with the Quinsigamond Rowing Club Conflict of Interest Policy.
- d) Office and term – The officers shall take office and shall serve for a term of one year, or, until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term by a vote of the officers.
- e) Resignation and removal – Any officer may resign by delivering her/his written resignation to the Club at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any officer may be removed from office by the affirmative vote of a majority of the members present at any special meeting of the members called for the purpose at which a quorum exists.
- f) Meetings – The officers shall meet not less frequently than one time each year.

Regular meetings of the officers may be held without call or notice at such places and times as the officers may from time to time determine, provided that any officer who is absent when such determination is made, shall be given notice thereof. A regular meeting of the officers shall be held at the same place as the annual meeting of members or the special meeting held in lieu thereof, prior to such meeting of the members. Special meetings of the officers may be held at any time and place designated in a call by the President, the Treasurer or two officers.

- g) Minutes – The officers shall keep minutes of all meetings of the officers at which Club business is discussed or resolved, including any actions taken by consent under Section 4.k). Such minutes shall be reported to the members at the next regular meeting.
- h) Attendance – An officer shall be considered present if attending in person, via teleconference or video conference, or by any other means which allows for interactive

participation in discussion and votes.

- i) Quorum – At any meeting of the officers, three officers shall constitute a quorum for the transaction of business, but a lesser number may, without further notice, adjourn the meeting to any other time.
- j) Action at Meetings – At any meeting of the officers at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these by-laws. A vote ending in a tie shall always fail.
- k) Action by Consent – Any action by the officers may be taken without a meeting if a written consent thereto is signed by all the officers and filed with the records of the meetings of the officers. Such consent shall be treated for all purposes as a vote at a meeting.

5. Annual meeting of the members

- a) Date, location, and quorum – The annual meeting of the members shall be held on the second Tuesday of February in each year unless adjourned to a later date by the officers, or due to lack of a quorum. Additional meetings may be held at the discretion of the membership. The presence of fifteen percent of members shall constitute a quorum at the annual meeting.
- b) Notice – The Clerk shall provide written or electronic notice of the annual meeting to all members at least twenty-one days prior to the day of the meeting.
- c) Attendance – Attendance in person is required. Attendance by proxy is not permitted.
- d) Voting – Each member shall have one vote. Motions shall pass with a majority of the votes, unless otherwise specified by law, in the Articles of Organization, or in these by-laws.
- e) Order of business – The order of business at the annual meeting shall be as follows: call to order; reading of the minutes; reports of officers; election of officers; unfinished business; new business; adjournment. The order of business may be altered at any time by a majority vote of members present. The usual parliamentary rules as they appear in Robert's Rules of Order shall govern when not in conflict with these by-laws.
- f) The President will preside at the annual meeting.

6. Special meeting of the members

The President may, upon written request of the majority of members, call a special meeting of the members. The Clerk shall provide all members with two weeks written or electronic notice of any such meeting. The presence of fifteen percent of members shall constitute a quorum at a special meeting.

7. Elections

The election of officers shall take place annually at the time and place of the annual meeting of the members. Any member who has been such for at least six months shall be eligible for office and shall be eligible to vote. Candidates who receive a majority of votes shall be elected. All contested elections shall be by secret written ballot. Separate ballots will be taken for each position. The order of voting shall be President, Vice President, Treasurer, Clerk and Bay Captain.

8. Removal from membership

A member may be removed from membership by a four-fifths majority vote of the officers.

9. Boat storage privilege

- a) Members who store a privately owned boat in a boathouse bay used by the Club are rack-holders. They are required to row a minimum of 100km per year.
- b) Rack-holders must re-apply each season, and their mileage rowed, service to the Club, committee work, and other membership obligations will be reviewed prior to re-award of a rack.
- c) Rack-holders are not guaranteed a rack for an entire year or in a subsequent year.
- d) If a rack-holder is unable to consistently utilize the boat on the assigned rack because of injury or for any reason, then she or he must notify the Bay Captain as soon as possible to make arrangements to share the boat or rack.
- e) The officers may revoke a rack assignment at any time with prior notification.

10. Dissolution

The dissolution of this corporation shall occur in accordance with Article IV of the Articles of Organization. The assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Proceeds shall be distributed to the U.S. Rowing, provided it remains an exempt organization.

11. Amendment or repeal of by-laws

These by-laws may be amended or repealed by a vote of two-thirds of the members present at any regular meeting provided that written or electronic notice of such amendment or repeal shall be given to all members at least twenty-one days prior to the day of the meeting at which the vote is to be taken.