

QUINSIGAMOND ROWING CLUB INC.

BY-LAWS

Adopted on February 15, 2017

Modified on January 11, 2022

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 North 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 safe, 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 by-laws set forth in this document

Any member may resign as such at any time by notifying the Clerk of the Club. The Board may, in its discretion, create such categories of memberships as they may, from time to time, deem appropriate. The types, benefits and fees of these memberships shall be posted in the Membership Manual, Club website and another conspicuous location.

4. Board

Powers - The business and property of the Club shall be managed by a Board of Officers (Board) 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 Board 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.

- a) Composition - The Board 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 of the Board and club.
 - (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 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 equipment, including their use and storage under the direction of the Board. The Bay Captain shall see that proper repairs are made and equipment is furnished and shall enforce the rules of the Club relating thereto. The Bay Captain shall have charge of the placement of members' boats in Bay 8.
- b) Conduct – The Board 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
- c) Office and term - The Board 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. An individual member's tenure in any capacity on the Board should not exceed five consecutive years with a minimum of one year intervening period before running for office again.
- d) 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.

- e) Meetings - The Board shall meet not less frequently than one time each year.

Regular meetings of the Board may be held, virtually or at such places and times as the Board may from time to time determine. Notice shall be given to all officers when such a meeting is scheduled. A regular meeting of the Board 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 Board may be held at any time, virtually or in person as designated in a call by the President, the Treasurer or two officers.

- f) Minutes – The Board 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 4j. Such minutes shall be reported to the members at the next regular meeting.
- g) 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.
- h) Quorum - At any meeting of the Board, 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.
- i) Action at Meetings - At any meeting of the Board 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.
- j) Action by Consent - Any action by the Board may be taken without a meeting if a written consent thereto is signed, or approved electronically, by all the officers and filed with the records of the meetings of the Board. 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. 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 is required to vote. 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

A special meeting of the members can be called by the Board or will be called in response to the written request of 25% of the membership. The Clerk shall provide all members with at least fourteen days written or electronic notice of any such meeting stating the purpose of the special 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 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 ballot and counted by two officers, neither of which can be running for that contested position, and one member. 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. Committees

The Board of Officers shall have Standing and Special Committees. All Standing Committees are designated in this Article. The Board, by resolution adopted by a majority of the Officers, may create any additional Standing Committees, Special Committees or Working Groups.

- a) Standing Committees. There shall be the following Standing Committees: (i) Program Committee; (ii) Safety Committee, and; (iii) Finance Committee. A Standing Committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by the Board.

- b) Special Committees. Special Committees may be appointed by the Board for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by the Board. of Directors. Upon completion of the tasks for which it was appointed or by discretion of the Board, Special Committees shall stand discharged.
- c) The Reference Policy shall govern the structure and functioning of committees.

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 special meeting provided that written or electronic notice of such amendment or repeal shall be given to all members at least fourteen days prior to the day of the meeting at which the vote is to be taken.