

GREAT BAY ROWING

BY-LAWS

Amended April 15, 2007
Editing Revisions August 2012

Article I - Name

The name of this corporation shall be Great Bay Rowing. The official abbreviation shall be G. B. R.

Article II - Purpose and Objective

The Great Bay Rowing Inc. is organized to develop Junior and Senior rowing in the Seacoast New Hampshire area, and to foster and promote amateur national and international competitive opportunities for association members.

Article III - Participation

It is the express purpose of Great Bay Rowing to encourage and develop the sport of rowing in the Great Bay, New Hampshire area. Participation is open to anyone interested in, or engaged in rowing.

Article IV – User Fees

User fees will be set by a majority vote of the Board of Directors, and can be changed by a majority vote at the Annual Meeting. GBR user fees shall be voluntary and shall serve to defray the actual cost of maintaining boats, oars, coaching and the other necessary expensed associated with rowing.

User fees may not cover racing entry fees and race transportation costs.

Article V - Termination of Participation

The Board of Directors after notice may terminate the participation of any rower for conduct or activities detrimental to GBR.

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Article V - Termination of Participation

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Article VI - Meetings

1. Annual Meeting

An Annual Meeting of all Great Bay Rowing participants shall occur once annually at a time and place set by the Board of Directors.

2. Voting

Each paid adult member shall have one vote. An adult is defined as person over the age of 18. A parent/guardian votes for a minor child who rows, if s/he has paid a membership fee (one vote per junior family). Matters will be decided by a majority vote of the members attending the meeting and by written proxy votes received.

3. Meetings of the Directors

Directors shall meet monthly.

4. Special Meetings

Special meetings may be called by the President or a majority of the Board of Directors.

Article VII - Directors

1. The Board of Directors

The Board of Directors shall consist of a minimum of six members and a maximum of eleven voting members and one non-voting representative from the group of rowers under age eighteen. The Rowing Director shall serve as an ex-officio, non-voting member of the Board. Nominees shall be drawn from participants of G.B.R. or from the general public and selected for their demonstrated interest and work on behalf of rowing.

2. The duties of the Directors

The prosperity, affairs, activities and concerns of the organization shall be vested in the Board of Directors. The Board of Directors may:

- (a) print and circulate documents and publish newsletters.
- (b) communicate with other organizations interested in Rowing.
- (c) employ agents
- (d) devise and execute such objectives of the organization as to best protect the interest and welfare of the organization.

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(a) print and circulate documents and publish newsletters. (b) communicate with other organizations interested in Rowing. (c) employ agents (d) devise and execute such objectives of the organization as to best protect the interest and welfare of the organization.

3. Election of Directors

At the annual meeting the Board of Directors shall be elected to serve a **three**-year term. Terms will be staggered. The members of the Board of Directors shall, upon election, immediately enter into the performance of her/his duties and shall continue in office until her/his successor shall be duly elected and qualified.

4. Vacancies

Vacancies occurring in the Board of Directors shall be filled by the vote of the majority of the remaining Directors.

5. Removal

At a meeting of participants called especially for that purpose, any Director may be removed, with just cause, by a vote of two thirds of the participants entitled to vote at an election of Directors.

6. Quorum

A quorum will consist of four voting members of the Board of Directors.

7. Action by Consent

Any action of the Board of Directors may be taken without a meeting, if a written consent to such action is signed by all voting members of the Board of Directors and filed with the Secretary.

8. Meetings by Telephone or similar Communication

The Board of Directors may participate in a meeting by means of conference telephone, E-mail or similar communications by means of which all Directors participating in the meeting can communicate and participation in such meeting shall constitute presence in person by such Director as such meeting.

Article VIII -Officers

1. Officers

The officers of the association shall be elected annually from and by the elected members of the board and shall consist of President, Vice-President, Treasurer and Secretary.

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Article VIII -Officers

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2. Election

The election of the officers shall take place immediately after the conclusion of the Annual meeting.

3. Vacancies

The board of directors shall fill vacancies and officers so appointed shall complete the original term.

4. President

The President shall preside at the meetings of the Association and of the Board of directors and shall be a member ex-officio, with the right to vote, of all committees except the Nominating Committee. He or she shall also, at the meeting of the participants, and at such other times as he or she deem proper, communicate to the Organization or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of Great Bay Rowing and shall perform such other duties as are necessarily incident to the office of the president. The president shall be allowed to make committee appointments.

5. Vice-President

In the case of the death or the absence of the President, or of his/her inability from any cause to act, the vice-President, in the absence of the President, shall perform the duties of the office of the President and shall perform such other duties as the Board of Directors may prescribe.

6. Secretary:

It shall be the duty of the secretary to give notice of all meetings of the Association and of all committees, and to keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the Great Bay Rowing participants; to keep and maintain all membership forms, waivers or other club registration materials; to notify the Officers and Directors of their election and to notify other Great Bay Rowing participants of their appointment on committees; to furnish the chairperson of each committee with a copy of the votes under which the committee is appointed and, at his or her request, give notice of the meetings of the committee; to prepare a report to the regular meetings of the transactions and condition of Great Bay Rowing and generally to devote his or her best efforts to forwarding the business and advancing the interest of the Great Bay Rowing. In case of absence or disability of the Secretary, the President may appoint a secretary Pro-tem.

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7. Treasurer: The Treasurer shall collect the user fees and keep an account of all monies received and expended for the use of Great Bay Rowing. She/he shall deposit all sums reserved in a bank or banks approved by the officers, and make a report at the annual Meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer, President or Vice President.

The funds books and vouchers in his/her hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. Provisions shall be made for a periodic audit at the discretion of the Board of Directors. At the expiration of his or her term of office, she/he shall deliver over to the successor all books, monies and other properties, or in the case of absence or disability of the Treasurer, the President may appoint a Treasurer pro-tem. The office of Secretary and Treasurer may be held by the same person at the same time.

Article IX COMMITTEES

1. Nominating Committee

The Board of Directors shall appoint a Nominating Committee for the election of Directors at the Annual Meeting. The Secretary shall cause to be published a list of nominees. Nominees shall be drawn from participants of GBR or from the general public and selected for their demonstrated interest and work on behalf of rowing. The list of nominees, together with notice of the time and place of the Annual Meeting will be provided in writing and mailed or electronically transmitted to each voting member twenty (20) days prior to the meeting.

2. Other Committees

The President or the Board of Directors may create committees as necessary.

Article X AMENDMENTS

These by-laws may be amended, repealed or altered in all or part by majority vote at any duly organized meeting of the association, with the exception of any requirements of State or Federal statutes. The proposed change shall be mailed or emailed to the last recorded address of each member at least twenty (20) days before the time of the meeting which is to consider the change, or published in the Newsletter preceding such meeting, or in the notice of such meeting. When amendments are published, in the newsletter or meeting notice, they must be mailed twenty (20) days prior to the meeting.

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Article XI INDEMNIFICATION

Each person who has been, now is, or shall be a member of the Board of Directors or and Officer of the Great Bay Rowing shall be indemnified by the Great Bay Rowing the extent of its funds and as permitted by law, against all expenses reasonable incurred by him or her, in connection with any action, suit proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting there from in which he or she may become involved by reason of any action taken or omitted by him or her, provided that such action was taken or omitted in good faith for the Great Bay Rowing.

Article XII DISSOLUTION

1. At a meeting of the participants called for such purpose, and only on thirty (30) days notice, in writing, to their last recorded address, Great Bay Rowing may be dissolved by a vote of two thirds (2/3) of all participants present or represented by written proxy.

2. Upon dissolution of the Great Bay Rowing or the termination of its activities, the assets remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

3. No part of the net earnings of Great Bay Rowing shall inure to the benefit of any Member, Director, Or Officer, or any private individual, and not Member, Director, or Officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

4. Exempt Activities: Notwithstanding any other provision of these by-laws, no director, Officer, employee, agent or other representative of Great Bay Rowing shall take any action or carry on any activity by or on behalf of Great Bay Rowing not permitted to be taken or carried on by an organization exempt under the aforementioned IRS provisions of section 501 (c) (3) of the Internal Revenue Code of 1954 or applicable regulations pertaining to said Code, as amended, or any successor statute or regulations thereto, or by an organization which deductible contributions may be made, pursuant to Section 170 (c)(2) of said IRS Code and regulations, as amended, or any successor statute or regulations thereto.

ARTICLE XIV - CONFLICT OF INTEREST

1. Duty of Disclosure:

Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the President of the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole

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2. Voting:

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the Corporation with the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with the pecuniary benefit transaction with the Corporation in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote where the financial benefit to the director is between \$500 and \$5,000 per fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year.

3. Statutory Requirements:

The New Hampshire statutory requirements dealing with the pecuniary benefits (RSA 7:19, II and 292: 6-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy; and a copy of the relevant New Hampshire statutes are attached hereto so that every Board member is aware of the statutory requirements. These requirements include, but are not limited to (i) absolute prohibitions on loans from a charitable trust to a director, officer, or trustee; and (ii) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without prior approval of the probate court. These requirements extend both direct and indirect financial interests, as defined by the attached statutes.

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