

**BYLAWS OF THE ORGANIZATION OF  
ADIRONDACK ROWERS AND SCULLERS, INC.  
A/K/A ALBANY ROWING CENTER AS AMENDED AND APPROVED BY  
THE ANNUAL MEETING ON NOVEMBER 3, 2010**

**ARTICLE I**  
**General Provisions**

**Section 1. Name:**

The name of this corporation is the Organization of Adirondack Rowers and Scullers, Inc. (“O.A.R.S.”), also known as Albany Rowing Center.

**Section 2. Location:**

The members of the Board of Directors (“Directors”) may establish offices and places of business of the corporation in New York or elsewhere as they deem proper.

**Section 3. Fiscal Year:**

Except as from time to time or as otherwise determined by the directors, the fiscal year of the corporation shall end on the last day of December of each year.

**Section 4. Corporate Seal:**

The corporate seal shall be that shown by the impression hereon. It shall be maintained by the secretary and affixed in a suitable manner when required.

**ARTICLE II**  
**Members and Meetings of Members**

**Section 1. Members:**

The payment of dues for at least one season, or such other support as is agreed to by the Board of Directors (“Board”) shall qualify the person on behalf of whom the dues are paid as a member of the corporation for the calendar year in which the season for which dues are paid occurs. Members shall also include Directors during the calendar year of their term of office. Membership is open to anyone. Any member may resign at any time by written notice to the secretary of the corporation. Non-payment of dues will result in the loss of privileges, i.e. access to equipment, participation in practices and voting in elections or other corporate matters.

**Section 2. Dues:**

The Board shall determine the amount of the annual and/or seasonal membership dues,

Section 3. Annual Meetings:

An annual meeting of the members of the corporation shall be held in the first Wednesday in November following the first Monday and Tuesday of that month each calendar year (day after Election Day) at an hour fixed in the notice of call thereof, for the purpose of transacting any business authorized or required.

In the event that the day shall be a legal holiday, then the annual meeting shall be held on the next succeeding business day which shall not be a legal holiday.

Section 4. Special Meetings:

Special meetings of the members may be called by the president, the Board, or by any group of members of the corporation which shall constitute twenty-five percent (25%) of the total members of the corporation.

Section 5. Notice of Annual and Special Meetings:

Notice of the annual, and of all special meetings, or any other meeting of the members shall be provided to each member at least seven (7) days before the date of any such meeting. Notice of any meeting may be provided in writing, via the corporate newsletter, via e-mail, in person or by telephone. Such notice to include: purpose of meeting and an indication of matters to be discussed and potentially acted upon. Only matters disclosed in the notice of a special meeting may be acted upon at such meeting or adjournment thereof.

Section 6. Quorums:

Thirty (30) members shall constitute a quorum for the purpose of transacting business at any meeting of the corporation.

Section 7. Voting:

Each member shall have one vote at any meeting of the corporation and such vote must be cast in person except that the board of directors may, for a specific meeting or purpose, allow the use of proxies for the purpose of elections. Members not present at the annual meeting may cast their ballot in writing, but such ballots must be physically present at the meeting. A simple majority of those present in person, or by proxy if applicable, shall be sufficient to pass any motions or resolutions.

**ARTICLE III**  
**Board of Directors**

Section 1. Board of Directors:

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by the Board.

At the annual meeting of the members of the corporation, there shall be an election to fill vacancies on the Board that will occur at the end of the year in which the meeting is held due to the expiration of terms of office as set forth in this Article III.

The Elections Committee shall recruit candidates for election to upcoming board vacancies beginning in June of each year. The Elections Committee shall, to the best of its ability, recruit candidates that reflect the different programs of the club. The Elections Committee shall present its slate or slates of candidates in writing to the members not later than September 15 of each year. Candidates may also be nominated in writing by any one member (including the candidate). Nominations shall close on October 1 of each year and no nominations shall be made or accepted after that date.

The Board shall be composed of nine members. To be eligible to serve on the Board a person must be: (a) a member who is not a Junior Member (Junior Member being a member who has not yet reached the age of majority), or (b) the parent or legal guardian of a Junior Member.

There shall be six directors elected to two-year terms (known as Two-Year Directors) and three directors elected to three-year terms (known as Three-Year Directors). Thus, four directors will be elected each year. The term of directors thus elected shall commence on January 1 of the year following the Annual Meeting at which they are elected.

The Board, once duly elected, shall promptly elect from among its members the following officers: President, Vice President, Secretary and Treasurer. Officers thus elected shall serve a term of one year running from January 1 through December 31.

Notwithstanding the foregoing, at the first election of members of the Board of Directors pursuant hereto (the First Year), the following directors shall be elected: (a) one Three-Year Director, (b) three Two-Year Directors and (c) three directors elected to one-year terms. The directors elected in the First Year shall replace the incumbent officers, the incumbent PARK representatives and the incumbent Trustee completing a three-year term. In the next year, the following directors shall be elected to replace the incumbent trustee then completing a three-year term and the three directors elected to one-year terms in the First Year: (a) one Three-Year Director and (b) three Two-Year Directors, said process to continue in the subsequent years so that one Three-Year Director and three Two-Year Directors are elected each year as provided above. In the third year, the incumbent Trustee then completing a three-year term will be replaced.

There shall be two Junior Members of the club appointed by the Junior coach to serve as non-voting advisors to the board. The members so appointed shall serve until their successors are appointed. Junior advisors shall serve at the pleasure of the head coach.

Members of the Board shall serve until their successors are elected or appointed or until they are sooner removed as provided in section 6, Article III of these by-laws. The outgoing President shall remain a non-voting, advisory member of the Board for one year after his or her final term as President.

## Section 2. Meetings:

Regular meetings of the Board shall be held at such time and at such places as the board of directors may prescribe and determine. Special meetings may be called by the president, vice president or any four (4) members of the board at any time. Meetings of the board are open to all members.

## Section 3. Notice of Meetings:

Notice of regular and special meetings of the board of directors may be provided in person, by telephone, by e-mail or by written notice, provided that sufficient allowance is given each director to attend. Provided however, that any meeting may be held upon five (5) days notice. Normal notice of meetings may be waived in response to valid emergency conditions.

## Section 4. Quorum and Voting:

A simple majority of the board of directors shall constitute a quorum for the purpose of transacting business at any meeting of the board. A simple majority of those present or by proxy, if applicable, is required to pass any motion or resolution. Members of the board may participate telephonically if agreed to in advance by a majority of the board. Votes on resolutions or other matters that cannot await action at a regularly scheduled Board meeting may be taken by email or other mode of communication upon notice by the President to all Directors. Such actions shall be noted in the minutes of the next regularly scheduled Board meeting. If any member of the Board shall object to such vote, the item will be moved to the next meeting, or the President may call a special meeting of the Board in conformance with the notice provisions contained in section 3.

## Section 5. Compensation:

No member of the Board shall receive any compensation for services as a director. No officer, agent or employee of the corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board. However, members and Directors of the corporation may be reimbursed for reasonable expenses incurred in support of the corporation with prior approval by the Board.

## Section 6. Resignation and Removal of Directors:

Any member may petition the Board for the removal of any Director for cause. After investigation of the specifications the Board may recommend that the Director resign. If, after having time to respond, that Director does not resign, the Board may introduce a resolution to remove that Director at the next meeting (annual or special) of the corporation. The vacancy thereby created would be filled by action of the Board for the remainder of that term of office. Any vacancy in the Board due to resignation, death or other disqualification shall be filled by the Board subject to the same terms and conditions set forth above.

**ARTICLE IV**  
**Duties of Directors**

It shall be the duty of the Board:

1. To keep a complete record of all its acts and of the proceedings of its meetings showing in detail the condition of the affairs of the corporation.

2. To manage and supervise, subject to the corporation's Certificate of Incorporation and these bylaws, the business and affairs of the corporation and to supervise all committees, agents and employees, and to see that their duties are properly performed.

**ARTICLE V**  
**Officers**

The officers of the corporation shall be: President, Vice president, Secretary and Treasurer, who shall be elected as provided in Article III.

**Section 1. President:**

The President shall:

1. Preside over all meetings of the members of the corporation and Directors;
2. Sign all contracts and instruments which have been approved by the Board;
3. Call the Directors together whenever deemed necessary;
4. Subject to the advice of the full Board direct the affairs of the corporation;
5. Discharge such other duties as may be required by these bylaws or directed by the full Board.

**Section 2. Vice President:**

The Vice President shall:

1. Assist the President in the performance of his or her duties and shall carry out duties assigned by the President;
2. Act in the place and perform the duties of the President if the President shall be unable to act. If the Vice President shall be unable to act the board shall appoint one of the directors to do so.

**Section 3. Secretary:**

The Secretary shall:

1. Keep a record of the proceedings of all meetings of the Board and the membership of the corporation;
2. Maintain the corporate seal and affix the same when required;
3. Keep accurate records and files of all corporate correspondence;

4. Foster and improve communications among the members of the corporation and Board as well as between other persons and entities;

5. Discharge other normal duties of the office as prescribed by the Board.

Section 4. Treasurer:

The Treasurer shall:

1. Receive and deposit all funds of the corporation and account for all receipts, disbursements and balances on hand;

2. Furnish a bond at the expense of the corporation in such form and in such amount, as the Board may from time to time require;

3. Keep accurate records of the financial affairs of the corporation, providing financial statements to the Board of directors not less frequently than quarterly, and annually to the membership;

4. Prepare with an accountant chosen by the Board any and all financial tax statements required of the corporation by federal, state or local government;

5. Discharge other normal duties of the office as prescribed by the Board.

**ARTICLE VI**

**Standing, Special and Temporary Committees**

Section 1. Committees:

To assist in the operation of the corporation the Board shall establish such standing and temporary committees as it deems advisable, to be chaired by members appointed by the Board. Committees may be dissolved by action of the Board. The Board will set up guidelines for the operation of all committees.

**ARTICLE VII**

**Bank Deposits and Execution of checks or Instruments**

The funds of the corporation shall be deposited in such insured bank or banks as the board shall designate after considering recommendations of the treasurer. All checks, drafts or orders for the 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.

**ARTICLE VIII**  
**Amendment of Bylaws**

The bylaws may be amended or repealed, in whole or in part, by a regular vote of the majority of the members of the corporation in attendance at a regular or special meeting called for that purpose, provided that any proposed change must be presented to the Board and stated in the notice of meeting at which action is to be taken.

**ARTICLE IX**  
**Indemnification of Directors and Officers**

**Section 1. Indemnification:**

The corporation shall indemnify each Director, officer and employee, 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 or employee of another organization in which the corporation has an interest, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any action, suit or proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director, officer or employee of the corporation or his being or having served as such of another corporation at the request of the corporation, whether or not he is still serving in such capacity at the time of incurring such expenses or liabilities. The corporation shall not indemnify any director, officer, employee or such other person with respect to matters as to which such person shall be finally adjudged to be liable for 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 counsel that the director, officer, employee or such other 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 interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the board of directors or otherwise. The corporation shall obtain and keep current Director and Officer liability insurance.

**ARTICLE X**

**Dissolution**

In the event of dissolution, the assets of this corporation shall be disposed of under the laws of the State of New York relative to such disposition or in the absence of such laws be distributed to other qualified not-for-profit organizations.