

THE QUINSIGAMOND ROWING ASSOCIATION, INC. BYLAWS

(updated and approved by a unanimous vote of the Corporation March 25, 2009)

1. The Name of this Corporation shall be "Quinsigamond Rowing Association, Inc." and its principal office shall be 2 Eastern Avenue. Worcester, MA 01605
2. The objective of this Corporation shall be the nonprofit encouragement and furtherance of amateur rowing, more particularly the instruction, improvement in, and enjoyment of the sport of rowing in a friendly and social spirit among its members.
3. Membership is available in the following divisions:

INSTITUTIONAL MEMBERS: Institutions, which have paid their annual dues, which normally use Lake Quinsigamond for practice and scheduled racing and which consider Lake Quinsigamond their "Home Course" are eligible for institutional membership. Institutional membership offers the use of the course and course improvements exclusive of championship or invitational events. Each Institutional Member has one vote. This division will be responsible for all race and regatta activities of the Corporation. (Referred to in these bylaws as Institutional Members)

MEMBER: Any person who shall have attained the age of eighteen years shall be eligible for election as a member. Members may hold office after a period of one year as a Member and shall be entitled to cast one vote at any meeting of the division at which said Member is present. The Board of Directors must approve applicants for Membership by a majority vote. Members must have paid annual dues to be eligible. This division is responsible for all non-institutional sculling and community rowing. (Referred to in these bylaws as Members)

Each division will run daily operations independently of the other and will elect its own President, Vice-President, Treasurer and Clerk. Officers of each division shall be "co-officers" of the Corporation and may set meetings for their division independently of the other.

4. Unless otherwise specified by these Bylaws, all matters of governance of the Corporation in every respect shall be determined by the Board of Directors including without limitation the setting of dues, fees, assessments, and numerical membership limits, the maintenance of order, the protection of Corporation property, the handling of Corporation funds, the discipline of members, and all other matters incident to successful continuation of the Corporation into the future in accordance with its objectives. The Board of Directors shall have no power to render the Corporation 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 Corporation. A decision of the Board of Directors may be overruled only by a vote of two-thirds of the Institutional Members and two-thirds of the Members present at a meeting called for that purpose on two week's notice. At such a meeting each member of the Board of Directors shall have one vote on the issue in question. A member of the Board of Directors 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. Attendance by proxy is not permitted.
5. The Board of Directors shall consist of eight members as follows: the Co-Presidents, the Co-Vice Presidents, the Co-Treasurers, and the Co- Clerks of each division elected at the annual meeting. The Board of Directors shall meet not less frequently than one time each year and five members will constitute a quorum. A vote ending in a tie shall always fail.
6. The Co- Presidents, Co-Vice-Presidents, Co-Treasurers, and Co-Clerks 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 the Board of Directors.
7. The Board of Directors shall annually elect from the members of the Board of Directors a chairman to preside and a clerk to record the minutes at meetings of the Corporation and of the Board of Directors. The Chairman of the

Board of Directors is the chief executive officer of the Corporation. Additional meetings of the Corporation may be held at the discretion of the Chairman of the Board of Directors.

8. The President of each division shall act as the chief executive of that division and shall preside at all division meetings.
9. The Vice President of each division shall perform all duties of the president during the absence of the division President.
10. The Treasurer of each division shall keep an account of all monies received and expended for use of the division and shall make disbursements authorized by the membership of their respective division or the Board of Directors. All sums received shall be deposited by him/her in a bank or banks approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the president of that division. At the expiration of his/her term of office, the Treasurer shall deliver to the successor all books, money, and other property of the Corporation.
11. The Clerk of each division shall issue all notices, maintain active member lists, and keep a record of the meetings of the division.
12. The election of division officers shall take place annually at the time and place of the annual meeting. Any Member or Institutional Member who has been such for at least one year shall be eligible for office and shall be eligible to vote in their respective division. Candidates who receive a majority of votes in their division shall be elected. All elections shall be by secret written ballot.
13. An officer or Member may be removed from office and membership by a two-thirds majority vote of the Board of Directors. Institutional Members may be removed from office by a two-thirds vote of the Board of Directors but may not be removed from Institutional Membership except for non-payment of dues for more than six months. Institutional Membership will be reinstated upon payment of current dues and any dues owed from previous years.
14. The Annual Meeting of the Corporation shall be held on the second Tuesday of February in each year unless adjourned to a later date by the Board of Directors, or, due to lack of a quorum. Additional division meetings may be held at the discretion of the division membership. The presence of one-third of Institutional Members and one-third of Members shall constitute a quorum at the annual meeting.
15. The Chairman of the Board of Directors may, upon written request of the majority of Institutional Members and a majority of Members, call a special meeting of the Corporation. The clerk of each division shall provide all members with two weeks written notice of any such meeting.
16. The presence of one-third of the total number of division members shall constitute a quorum at any division meeting.
17. The order of business at the Annual Meeting shall be as follows: Call to order; reading of the minutes; reports of officers; election of divisional officers; unfinished business; new business; adjournment. The order of business may be altered at any time by a majority vote of Institutional Members present and a majority of Members present. The usual parliamentary rules as they appear in Robert's Rules of Order shall govern when not in conflict with these bylaws. The Chairman of the Board of Directors will preside at the annual meeting.
18. These Bylaws may be amended or repealed by a vote of two-thirds of the of the Institutional Members and two-thirds of the Members present at any regular meeting provided that notice of such amendment or repeal shall be given at the preceding meeting and in writing to all Institutional Members and Members at least thirty days prior to the day of the meeting at which the vote is to be taken.
19. This Corporation shall not be dissolved as long as three Institutional Members in good standing are willing to contribute, and this article with respect to dissolution shall not be altered or amended unless by a unanimous vote of all the Institutional Members present at a regular or special meeting, provided that due and sufficient notice be mailed by certified mail, return receipt requested, not less than thirty days prior to the date of such a meeting. In the event of the dissolution of the Corporation pursuant to law or to these Bylaws, the remaining assets of the Corporation shall be given to the United States Rowing Association.