

THE BY-LAWS OF THE BAINBRIDGE ISLAND ROWING CLUB ASSOCIATION

Article I: General Provisions

Section 1. Name. The name of the corporation shall be the Bainbridge Island Rowing Club doing business as Bainbridge Island Rowing (BIR).

Section 2. Purposes. The purpose of BIR is to promote and develop recreational and competitive rowing opportunities for all youth and adults of the Bainbridge community.

Subsection 1. This corporation is organized exclusively for charitable and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code.

Subsection 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the IRS code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1952 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Location. The directors may establish offices and places of business of the corporation in Washington or elsewhere, as they deem proper.

Section 4. Fiscal Year. Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the last day of December of each year.

Section 5. Duration. The corporation shall have perpetual existence.

Article II: Members

Section 1. Members. BIR is open to all individuals without discrimination on the basis of age, race, creed, color, gender, sexual orientation, or disability.

Section 2. Dues and Fees. Dues and Fees will be determined by the Board and ratified by the membership. Failure to pay dues will result in suspension of BIR privileges after 45 days. The Board shall be authorized to waive such suspension or make other arrangements on a case-by-case basis. In addition, all members shall satisfy an annual volunteer commitment as determined by the Board of Directors. Any member may resign, without refund or other recourse, at any time by written notice to the Secretary of the corporation.

Section 3. Meetings of Members. The annual meeting of the members of the corporation shall be held in the first quarter of every year, at a time and location as determined by the Board of Directors. Special meetings of the members may be called at any time by the President or the Board of Directors and shall be called upon the written request of five percent or more members. Notice of the annual meeting and any special meeting, setting forth the date, time, and place of any such meeting shall be mailed to all members not less than seven days prior to the date thereof, such notice, in the case of any special meeting, to contain a description of the general nature of the business to be transacted.

Section 4. Action at meetings. At all meetings of the members, the vote of each member must be cast in person unless the Board of Directors shall determine that proxies shall be solicited with respect to a particular meeting, in which event members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Twenty-five percent of the membership of BIR, including those represented by proxy, shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present or represented by proxy shall decide any matter, unless a different vote is specified by law or these by-laws.

ARTICLE III: Directors

Section 1. Powers. The affairs, business, and property of the corporation shall be managed by a Board of Directors, which will consist of not less than five (5) nor more than eleven (11) members in good standing, who may exercise all the powers of the corporation which are not expressly reserved to the members by law or these by-laws. Directors shall serve a term of one year, without limit to the number of terms served.

Section 2. Election. BIR members shall elect Directors at the annual meeting by a majority vote of attending members and proxies. Any vacancy in the board may be filled by a vote of the directors at any meeting of the directors. The person filling such vacancy shall serve for the balance of the term of the director whose office is being filled.

Section 3. Resignation and Removal. Any director may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Any director may be removed from office by the affirmative vote of a majority of the total BIR membership either attending in person or represented by proxy.

Section 4. Meetings. Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. The meetings shall be open to all members.

Section 5. Quorum. At any meeting of the directors at which a quorum of three (3) is present, the vote of a majority of those present shall decide any matter unless a different vote is specified by law or these by-laws.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except in the instance where these By-laws or State law shall conflict.

Article IV: Officers

Section 1. Number. The Board of Directors shall elect at the first meeting of the year a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, excepting the office of President and Secretary. If the election of officers is not held at the annual meetings, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed.

Section 2. President. The President shall, subject to the direction and control of the Board of Directors, be the principle executive officer of the corporation and shall preside when present at all meetings of the members and the directors. The President shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed and have such other powers and duties as the Board and the membership shall designate. The President shall approve the payment of all debts.

Section 3. Vice-President. The Vice-President shall act as President in the absence of the President and, with the president, sit as an ex-officio member of every committee.

Section 4. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The Treasurer shall have custody of all funds and valuable documents of the corporation and shall render a statement of the financial affairs of the corporation at each annual meeting of the members and to the directors upon request.

Section 5. Secretary. The Secretary shall give such notices of meetings of members and directors as are required by these by-laws and shall keep a record of all the meetings of members and directors.

Article V: Standing and Special Committees and Appointment

Section 1. Committees. The Safety Committee shall be a standing committee of BIR and shall meet at least once a year. Other committees and appointments shall be created by the Board as need may arise. All committee chairpersons shall provide a written report to the Board prior to the annual meeting to provide continuity of activities.

Article VI: Property.

Section 1. Title. Legal title of all property and assets of BIR shall be in the name of BIR and shall be for the benefit of members in good standing.

Section 2. Private Property. Private property may be kept in BIR owned or operated facilities with the permission of the Board and in accordance with a written storage and use agreement which shall indemnify, release, and hold harmless BIR. Such property shall not be used without the permission of the owners.

Section 3. Equipment Loans. The Board may offer the use of BIR equipment to other organizations for the purposes consistent with those of BIR. Compensation and other terms of the loan shall be determined by the Board and specified in a written agreement. Organizations using BIR equipment must be liable for any damage to equipment or facilities.

Section 4. Damage. Members must be accountable for the use of BIR property. Injury and damage must be reported to the Board or paid staff. Members shall be liable for any damage they do to BIR property unless excused by the Board.

Article VII: Policy and Working Rules.

Section 1. Policies. The basic policy, working rules, regulations, and guidelines shall be established either by the Board or by act of the annual membership meeting and shall not be in conflict with the Articles of Incorporation or the By-laws.

Section 2. Action by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or By-laws, or by the law of the State of Washington, to be taken at a meeting of the Directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any Director or member of the corporation by the Articles of Incorporation or By-laws, or by the law of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of giving such notice.

Section 4. Indemnification of Directors and Officers. Each Director or Officer now or hereafter serving the corporation, whether for profit, or not for profit, and his representative, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or having been such Director or Officer, except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duties, but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any by-law, agreement, vote of the Board or Directors, or otherwise.

Article VIII: Uniform, Flag, and Blades

Section 1. The Board of Directors, with the ratification of the membership, control and determine all uses of [the] BIR name and designs such as logos, uniforms, promotional materials, and club colors. Any such uses shall be consistent with and to the benefit of the purposes of BIR.

Article IX: Amendment and Adoption of By-Laws

Section 1. Amendment. These by-laws may be amended or repealed, in whole or in part, by vote of sixty-five percent (65%) of the members, either attending or represented by proxy, provided that the substance of any proposed change is stated in the notice of the meeting at which such action is to be taken.

Section 2. Date of Adoption. These by-laws were duly adopted by the Board of Directors of this corporation pursuant to the Articles of Incorporation at the first regular meeting of the Board of Directors of the Bainbridge Island Rowing Club on

Dated

Secretary