

Article I.

Name and Purpose of Corporation

Section 1. Name.

The name of this corporation shall be the Hudson River Rowing Association, Inc. ("HRRA").

Section 2. Purpose.

The purpose of this corporation shall be to foster a sense of community by supporting and promoting scholastic and community-based rowing programs and other activities associated with nonmotorized boating; to teach and train oarsmen and oarswomen without preference to race, creed, religion, color or physical disability; to provide equitable means for both recreational and competitive rowing, locally, regionally, nationally and internationally; to maintain the natural beauty of the Hudson River and surrounding area; and to provide a means for community and charitable involvement in Dutchess County and its surrounding area.

Article II.

Membership

Section 1. Forms of Membership

There shall be two forms of membership in HRRA.

A. **Affiliated organization membership.**

The organizations which are users of the HRRA Community Boathouse facilities shall be granted an affiliated organization membership to HRRA ("Affiliated Member"). As of the date of amendment of these Bylaws, they include, but not limited to:

- Spackenkill Rowing Club, Inc.
- Lourdes Rowing Association, Inc.
- Poughkeepsie High School Crew Parents Association
- Hyde Park Rowing Association, Inc.
- Arlington Rowing Association
- Mid-Hudson Rowing Association, Inc.
- Rhinebeck Crew, Inc.
- Wappingers Crew Club, Inc.

B. General membership in HRRRA.

(1) Membership in HRRRA shall be open to any individual interested in supporting and promoting HRRRA's mission. It is through this membership that a person becomes officially affiliated with HRRRA. This includes, but is not limited to, rowers, coxswains, board members, officers, coaches, and staff. Paying the annual membership fee and becoming a member of US Rowing will entitle each person to membership in the organization for the calendar year. If you pay for a HRRRA rowing program or are hired to coach one, you automatically become a Member. Discounts to program and rental fees for Members are to be at the discretion of the Board and will be established on an annual basis. Members at least 18 years of age that are in Good Standing, are entitled to one vote for the slate of At-Large Board Directors during the Annual Meeting ("Annual Meeting") Board of Directors ("BOD") in February of each year. Good Standing is defined as following HRRRA rules as spelled out in its Bylaws and SOPs, and not owing any money.

(2) A Member who no longer desires to be a Member should instruct the Treasurer in writing of this intent. No refund of dues will be extended to Members who resign except by approval of two thirds of the BOD in attendance. A Member who fails to make payment toward his/her dues after three written notices by the Treasurer or Program Committee Director and who does not notify the Treasurer or Program Committee Director of the reason for nonpayment Will be considered to have resigned. A Member who resigns during the year will not be extended any club privileges and must return any club equipment to the Treasurer or Program Committee Director.

(3) A Member who does not abide by the HRRRA Bylaws and Rules of Order, does not abide by the rules and regulations pertaining to equipment and facilities in HRRRA's care, and intentionally avoids payment of dues, can have their membership revoked. Revocation of membership can only be accomplished after an investigation led hearing of why any Member should be terminated and by two-thirds vote of the BOD in attendance. A Member whose membership status is under investigation must receive written notice from one of the Officers of HRRRA thirty (30) days before revocation may be determined by the BOD. A terminated Member will not be eligible for a refund of any dues paid. In addition, HRRRA can seek reimbursement for damages incurred by any Member whose membership is terminated. Failure to make progress toward the payment of reimbursements determined by the BOD for any damages from a terminated Member may result in legal action by the HRRRA.

Section 2. Use of Facilities.

To use the HRRRA facilities, everyone shall comply with all parts of the HRRRA Standard Operating Procedures and Bylaws.

Article III.

Executive Officers

Section 1. Definition.

The Executive Officers (“Officers”) of HRRRA shall consist of a President, Vice President, Treasurer and Secretary.

Section 2. Method of Election and Term of Executive Officers

All Executive Officers shall be Directors of HRRRA. An active HRRRA coach may be able to hold an office provided they adhere to the Article 4 section 13. Nominations for Officers will be in January of each year. Nominations must be given to the Policy and Governance Committee no later than January 15th to be reviewed and vetted. Voting will take place at the annual meeting of the BOD in February of each year. The Directors are elected by Members. The Executive Officers are elected by the BOD. Each Director is allowed one vote in the election of Executive Officers. Executive Officers are not precluded from serving an additional term provided the Officers are voted in by the BOD.

Section 3. President.

The President will be responsible for discharging the following duties:

- A. Preside over all general and executive committees and special HRRRA meetings and BOD meetings.
- B. Represent the HRRRA in all official functions with the local community, the USRA and with all individuals and organizations conducting business with the HRRRA.
- C. Annually schedule each committee to present their short- and long-range strategic goals
- D. Act as co-signor on the HRRRA bank account.

Section 4. Vice President.

The Vice-President will be responsible for discharging the following duties:

- A. Preside over all general, special and BOD meetings in the absence of the President.
- B. Preside over at least half of the standing committees to ensure their objectives are met.

Section 5. Treasurer

The Treasurer will be responsible for discharging the following duties:

- A) Implement fiscal policies and chair the Financial Committee.
- B) Maintain HRRRA's general financial records reflecting all accounts receivables and payables throughout the year.

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- C) Prepare a Treasurer's report for each BOD meeting and a financial statement at the end of the calendar year. The financial statement should include both the balance sheet and profit/loss statements and a copy distributed to BOD and a link to a high-level version posted to the HRRA website.
- D) Maintain all administration, correspondence and signatures with all banking institutions, lenders and the HRRA.
- E) Act as a co-signor on HRRA's bank account.
- F) Shall update, as needed, and file all state and federal filings to maintain HRRA 501c3 (nonprofit) standing.

Section 6. Secretary.

The Secretary will be responsible for discharging the following duties:

- A. Take the minutes of all meetings. Minutes of all meetings shall be recorded, shared with the entire HRRA BOD, and store an accessible format that the entire Board would have access to. Example: Google Drive or the HRRA web server.
- B. Provide copies of meeting minutes to any Member upon request.
- C. Maintain a copy of all records, documents and correspondence sent or received by HRRA during the calendar year.
- D. Act as co-signor on HRRA's checking account.

Section 7. Removal of Executive Officers.

Any or all of the HRRA Executive Officer may be removed for cause by a vote of a majority of the Directors present, or without cause by a vote of two-thirds of the Directors present, when there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. Failure of a Director to regularly attend 75% of Board and committee meetings within a calendar year may, in the Board's discretion, be deemed cause for removal.

An appointment to fill a removed HRRA Executive Officer will be made at the meeting of the BOD by two-thirds vote of the BOD in attendance, a quorum being present. The term of appointment shall be until the next annual meeting of the BOD, at which time the office shall be filled by election as defined in Article IV, Section 2.

Article IV

Board of Directors

Section 1. Board of Directors.

The general management of the affairs of this corporation shall be vested in a Board of Directors. The Board of Directors (BOD) shall have control of the property of the corporation and shall fix its policies, subject to the limitations of the corporation's certificate of incorporation and its qualification as a public charity under section 501(c) (3) of the Internal Revenue Code. It shall have power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of this corporation and to promote its best interest.

Section 2. Qualifications and Requirements of Directors.

Each Director shall meet the following:

1. Be at least 18 years of age
2. Serve as Chair or active member on at least one committee (see Article V for a list of committees)
3. Attend at least 75% of the Board and committee meetings within a calendar year
4. Follow HRRRA rules as cited in its Bylaws and SOPs
5. Be in compliance with US Rowing SafeSport requirements (link - <https://usrowing.org/safe-sport>), including but not limited to, the 90-minute core training and annual 30-minute refresher courses (see Article IX for details)

Section 3. Number of Directors.

The BOD of this corporation shall consist of not less than seven nor more than fifteen Directors. Notwithstanding the preceding limitation as to maximum number of Directors, however, the persons serving as Directors as of the date of amendment of these Bylaws shall be permitted to serve out their current terms as Directors.

Section 4. Method of Election and Term of Directors.

Any HRRRA Member in Good Standing can submit nominations for At-Large Board of Directors must be given to the Policy and Governance Committee no later than January 15th for review and vetting. Voting will take place at the Annual Meeting in February of each year. If a vote is required in the interim term, a separate meeting will be established by the direction of the HRRRA Executive Board.

Members at least 18 years of age that are in Good Standing and present at the Annual Meeting are entitled to one vote for slate of At-Large Board Directors. Good Standing is defined as following HRRRA rules as spelled out in its Bylaws and SOPs, and not owing any money. The Board of Directors

will then vote in the election of the Officers. Directors shall be elected to hold office until the expiration of the term for which the Director is elected.

The Directors of the corporation shall be divided into three classes, hereby designated class A, class B and class C. The classes shall be as nearly equal in number as may be. The term of office of one class shall expire each year, in regular rotation. At each Annual Meeting of Directors, Directors to replace those whose terms expire at such annual meeting shall be elected to hold office until the third succeeding Annual Meeting. In case the number of Directors in any class becomes unequal to the other classes, or if the maximum permitted number of Directors would be exceeded, the Director may elect one or more Directors to terms of one or two years, or may forego election of one or more Directors, as may be deemed most practical.

Section 5. Newly Created Directorships and Vacancies.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the BOD for any reason may be filled by vote of a majority of the Directors then in office regardless of their number. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until the Director's successor is elected and qualified.

Section 6. Removal of Board of Directors.

Any or all of the Directors may be removed for cause by a vote of a majority of the Directors present, or without cause by a vote of two-thirds of the Directors present, when there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. Failure of a Director to meet the requirements as outlined in Article 4, Section 2 may, in the Board's discretion, be deemed cause for removal.

Section 7. Resignation of Directors.

Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 8. Quorum of Directors.

One-half plus 1 of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business and the vote of a majority of the BOD present at the time of a vote, if a quorum is present at such time, shall be the act of the BOD, except as otherwise expressly provided

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herein. As used in this section, “entire Board” means the total number of Directors entitled to vote which the corporation would have if there were no vacancies.

Section 9. Notice of Meetings of the Board.

The annual meeting of the BOD shall be held on the second Wednesday of February, or such other date as shall be designated by resolution of the BOD. The notice shall be given to each Director either by email or text message not less than 5 nor more than 45 days before the date of the meeting. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 10. Board and Committee Action by Written Consent.

A. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or email to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

B. Any one or more members of the BOD, or of any committee thereof, may participate in a meeting of such Board or committee by means of a telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 11. Compensation of Directors.

Directors, as such, shall not receive any compensation for their services as Directors.

Section 12. Contracts or Other Transactions.

No contract or other transaction between this corporation and one or more of its Directors and Officers, or between this corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or have a financial interest, shall be either void or voidable, for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose:

A. If the material facts as to such Directors’ or Officers’ interest in such contract or transaction and as to any common Directorship, Officer-ship or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee

authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officer; or

B. If there was no disclosure, knowledge or vote as provided above, the corporation may avoid the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable to the corporation at the time it was authorized by the Board or committee.

Section 13: Conflict of Interest of any HRRRA Board Members

Whenever a BOD or Officer has a financial or personal interest in any matter coming before the HRRRA BOD, the Board shall ensure that:

- 1.The interest of such Officer or Director is fully disclosed to the BOD.
- 2.No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the BOD at which such matter is voted upon.
- 3.Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the BOD not so interested or connected as being in the best interests of the organization.
- 4.The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article V

Committees

Section 1. Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary. The Executive Committee will be responsible for the following:

1. Consider and act on matters of importance which require action in the interim between the meetings of the BOD.
2. Report to the Board at its next meeting of any action taken.
3. Secretary shall keep minutes of all meetings including, but not limited to, keeping minutes for the executive committee and Board meetings. Additionally, the Secretary shall store any such minutes in an accessible format the Executive and/or entire Board would have access to. Example: Google Drive or the HRRRA web server.

Section 2. Standing Committees

A. Policy and Governance Sub-Committee

The Policy and Governance Committee will consist of at least one Director to act as chairperson and any number of Members of HRRA as determined by the Committee chairperson. The Policy and Governance Sub-Committee will be responsible for the following areas:

1. Develop, and ensure appropriate implementation of a Board, committee, and Officer orientation and on-Boarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity
2. Select for appointment and confirmation by the BOD chairpersons for all standing committees.
3. Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities
4. Periodically review the governing documents of HRRA and whether they are consistent with applicable laws and actual or desired organizational practices; amend such governing documents, as necessary
5. Develop and review other governance policies to guide effective oversight and thoughtful planning
6. Review the performance of the Board and committees, including the effectiveness of meetings, and make recommendations, as appropriate
7. Review the performance of, and any perceived or actual conflicts involving, individual Board members
8. Ensure timely and compliant elections of Directors and Officers
9. Recommend retention and re-election of incumbent Directors, as appropriate
10. Recommend the request for resignation or removal of a Director, as appropriate

B. Program Sub-Committee.

The Program Sub-Committee shall consist of at least one Director to act as chairperson in addition to any number of Members. The Program Sub-Committee will be responsible for the following HRRA duties:

1. HRRA Information:
 1. Publish and maintain HRRA information and roster. This should include in some form an informational brochure, newsletter, membership application, rules of the club and other information as deemed appropriate to prospective and new members.

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2. Membership:

1. Maintain membership applications.
2. Answer questions regarding membership.
3. Coordinate the processing of applications, waivers and dues to the Treasurer.
4. Conduct membership drives as deemed appropriate to the general membership
5. Maintain a list of Members and prospective Members.

3. Reports:

1. Prepare monthly and annual reports to be presented at BOD meetings.

4. Merchandise:

1. Develop and maintain all merchandise order forms for Members.
2. Maintain inventory of HRRA uniforms and merchandise.
3. Determine pricing for HRRA merchandise.
4. Recommend to the BOD any changes in design or inventory of HRRA merchandise.
5. Determine, coordinate and consummate all merchandise transactions and maintain current records for the Treasurer.

5. Communications:

1. Develop and distribute all press releases, race results, advertising, and promotional activities to the various national, regional, and local media.

6. Programs:

Work with the Head Coach to:

1. Develop and maintain programs, including coaching and equipment.
2. Develop programs for national team development.

C. Finance Sub-Committee.

The Finance Sub-Committee shall be chaired by the Treasurer and shall consist of a number of Directors as shall be determined by the Policy and Governance Committee. The Finance Sub-Committee shall be responsible for the financial affairs of HRRA. Its duties shall include, but not be limited to, the following:

1. Preparation of an Annual Financial Plan for the upcoming year, to include estimates of income and expense, investment policy, disbursement plans, reporting requirements and other related elements to be considered in the financial management of HRRA. The Annual Financial Plan shall be shared with the BOD in November, approved by the BOD in December, and presented at the Annual Meeting.

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2. Preparation of an Annual Financial Report for the year coming to a close, to include the balance sheet and profit & loss statements and other related elements to be considered in the financial management of HRRRA. The Annual Financial Report shall be shared with the BOD in January, approved by the BOD at the February Meeting. A high-level summary of the Annual Financial Report shall be posted on the HRRRA website or, at the very least, post a link to HRRRA's IRS 990 forms (link-https://www.charitiesnys.com/RegistrySearch/show_details.jsp?id=%7B90654B93-0000-C91C-9FFB-3ECFA8BF116C%7D).
3. Presentation of proposed HRRRA appropriations and disbursements, borrowing, investment considerations, audit results, etc. to the BOD of HRRRA.
4. Monitor income and expense, measure and report on the financial health and stability of HRRRA and ensure that all Federal and State laws and regulations are complied with.
5. Make recommendations to the HRRRA BOD regarding fiscal policy, check-signing requirements and other matters affecting prudent resource management.
6. Interface with appointed outside auditors to ensure accurate recording and reporting of finances, implementation of good accounting practices and compliance with prevailing laws and regulations pertinent to the work of the finance committee.
7. Ascertain the availability of, apply for and present to the BOD for acceptance and approval of grants for funding, loans or other sources of funding, in collaboration with the Development Committee.

D. Development Sub-Committee

The Development Sub-Committee will consist of at least one Director to act as a chairperson, the Treasurer and any number of the Members. The Development Sub-Committee will be responsible for the following duties:

1. Make recommendations to the BOD regarding contemplated fundraising projects for program events.
2. Organize and conduct fundraising events and projects approved by the BOD.
3. Coordinate with the Head Coach to establish sponsorship for race events.
4. Maintain all records of all current and prospective events and fundraising donors.
5. Ascertain the availability of, apply for and present to the BOD for acceptance and approval of the development of special projects, in collaboration with the Finance Committee.

E. Boathouse Maintenance Sub Committee

The Boathouse Maintenance Sub-Committee will consist of at least one Director to act as chairperson and any number of Members of HRRA. This Sub-Committee shall work in coordination with the Boathouse Manager and other standing committees. Their main function of the Boathouse Maintenance Sub-Committee is to assist the Boathouse Manager by:

1. Identifying

- a) items in the boathouse and grounds requiring maintenance. For example: wooden boat racks, wooden bench slats, dock planks, etc.
- b) upgrades to the facilities. For example: shelving, lighting, electronic devices such as indoor/outdoor cameras, printers, etc.

2. Assisting with

- a) the identifying and screening of club members willing to volunteer for maintenance projects
- b) helping to schedule maintenance or repair to be done by volunteers and coordinating their efforts
- c) taking on simple maintenance projects suggested by Boathouse Manager. For example: erg maintenance, replacing broken/missing switch plates, changing light bulbs, etc.

Section 3. Appointment of Committee Chairs.

Members of HRRA shall be appointed by the Policy and Governance Committee to chair the committees identified in Article V. Sections 2 and 4. Committee Chairs are to hold their committee's kick-off meeting no later than the start of Spring season (approximately mid-March).

Section 4. Committee Membership.

Each committee member may be selected from the Membership. Committee members must be 18 years of age and, must be in good standing with HRRA.

Section 5. Special Committees

The Policy and Governance Committee together with the HRRA President may, subject to BOD approval, appoint from the BOD or from the general membership special committees he or she may deem necessary and proper.

Article VI.

Amendments

These Bylaws may be amended or repealed, in whole or in part, at any meeting of the BOD, provided that the notice of the meetings sets forth the substance of the proposed change. A two-thirds vote of the Directors present is required to amend these Bylaws.

Article VII.

Robert's Rules

The usual rules of parliamentary procedure shall be followed and in the event of questions thereon, Robert's Rules of Order, revised shall prevail.

Article IX.

Safety

HRRAs safety guidelines are outlined in SOP #3. (link - https://hudsonriverrowing.org/wordpress/wp-content/uploads/HRRASOP-Part3_SafetyManual-approved-3.2022.pdf)

HRRAs shall also follow the safety standards and requirements as subscribed by the US Rowing Association called SafeSport along with, if required, any procedures, safety standards and requirements as the BOD may from time to time adopt. Anyone that is a Board Member, Volunteer, coach, or any other position deemed to work with rowers under the age of 18, shall complete the SafeSport certification located at <https://safesporttrained.org/#/dashBoard>.