

**CONSTITUTION AND BYLAWS
OF
INDEPENDENCE ROWING CLUB INCORPORATED
December 5, 2014**

ARTICLE I

The name of this corporation shall be Independence Rowing Club Incorporated (the "Club"). The principal office shall be 75 Crown Street, P. O. Box 967, Nashua, NH 03061.

ARTICLE II: PURPOSE

The purpose of the Club shall be to:

- a. promote an educational program devoted to the training of youth and adult amateur athletes in sculling and sweep rowing and to prepare them for competition at national and international levels.
- b. conduct regattas under the rules of the United States Rowing Association solely for sweep and sculling boats.
- c. provide its members with facilities, equipment, and opportunities for athletic training required for national and international competition in rowing.

The Club is formed exclusively for the above stated purpose. It is not organized, nor shall it be operated for profit, and no part of its net earnings shall inure to the benefit of any member or other person having a personal and private interest in the activities of the Club. None of its net earnings or any of its profits or assets shall be used other than for its declared purposes. It shall function in furtherance of the stated exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the Club's activities shall attempt to influence legislation, nor shall the Club participate in, or otherwise interfere in, any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 1. Membership Classification

Classification in the Club shall consist of four (5) classes, as set forth below:

- a. Senior Members. Any person who has been a Provisional member for at least one year shall be eligible for election as a Senior member. Senior members may hold office in the Club and shall be entitled to vote at any meetings of the Club. Senior members shall be elected by two-thirds (2/3) vote of Senior members present at the meeting to which application is made.
- b. Provisional Members. Any person who shall have reached the age of eighteen (18) shall be eligible for election as a Provisional member after having been a guest of a Senior member. A Provisional member may apply for Senior membership at any time after twelve (12) months as a Provisional member and will continue as a Provisional member if that application is denied. Provisional members shall be elected by a simple majority of eligible voters present at the meeting to which application is made. The Membership Committee, by unanimous vote, may designate an applicant a Provisional member temporarily until the next meeting to which application for such membership is presented.
- c. Program Members. The purpose of this membership shall be to enable individuals and groups to participate in recreational and competitive programs. The terms of Program membership, including privileges and fees, shall be determined by the Board of Directors and by two-thirds (2/3) vote of those present at a meeting of members at which the Board's recommendation is presented.
- d. Youth Members. Any person between the age of twelve and seventeen shall be eligible for Youth membership. Youth Members may row using Club equipment or their own, provided that they are accompanied by a coach in a launch, or row in a double with a coach or qualified parent. In order to be qualified, the parent must be a member of the Club, must have passed the Captain's test, and must have signed both the US Rowing waiver and the IRC waiver in which they acknowledge the risks of rowing and attest to their ability to provide for the safety of the Youth Member.

Youth members shall have access to Club equipment designated by the Captain.
- e. Temporary Members. Temporary membership may be extended to visiting rowers at the discretion of the Board of Directors on a case-by-case basis.

Section 2. Open Membership

The Club may not bar any person from membership because of gender, race, creed, color, or national origin.

Section 3. Application for Membership

Voting upon applications for membership shall be by secret ballot unless waived by unanimous consent. Eligible voters shall be those senior members in good standing.

Section 4. Privileges

Senior members have preference over all other members in the use of equipment.

Section 5. Separate Documents

Privileges and obligations of membership, as well the Club policy regarding member conduct shall be enumerated in separate documents, such as the Rules of the Club.

Section 6. Guests

No guest shall be permitted to log more than fifty (50) miles without being proposed for Provisional membership or being assessed a daily rate. The daily rate will be set by the Board of Directors, and revised by them from time to time as required to reflect conditions. Guests are required to be accompanied by a club member.

Section 7. Liability

All members assume liability for expenses, which might arise as a result of their membership, including such expenses as uniform, damaged equipment, repairs, entry fees (unless approved by the Coach), and assessments voted by the Directors

Section 8. Denial of Membership

Notwithstanding the qualification for membership under Section 1, no one may be admitted to membership who fails in one or more of the following:

- a. to sign a swimming waiver.
- b. to maintain good physical condition, including normal weight for an individual of his/her height, age, and frame, and the willingness to obtain professional medical certification of this fact, if requested;
- c. to pay dues listed in Article VII;
- d. to sign a Waiver of Liability;
- e. to use facilities and equipment in a manner that is safe and does not endanger people or property, in the opinion of the Board of Directors;
- f. to satisfactorily complete the Captain's test;
- g. to contribute to the maintenance of the Club and its equipment.

Section 9. Termination of Membership

Membership in the Club shall terminate immediately upon a member's conviction for a felony in any court of law.

If any member shall be identified as engaging in conduct injurious to the good order, peace, or interest of the Club, or actions contrary to the Constitution and Bylaws, by any other member, in writing, addressed to the Board of Directors or any member thereof, the Board of Directors shall thereupon inform said member of the allegations in writing. If upon inquiry, the Board of Directors determines said allegations to be true and action should be taken, the Board of Directors shall request said member to resign, and if said member declines to do so, shall refer the matter to a regular or special meeting (notice of the purpose of which shall be given to the membership two (2) weeks in advance of such meeting), and the Club, after the presentation of the case, and said member's rebuttal if said member desires to be heard, may proceed to expel said member. A motion for expulsion shall be decided on a secret ballot, and the vote of two-thirds (2/3) of the members present shall be necessary to expel. The member charged shall have no vote on such issue.

ARTICLE IV: MEMBER CONDUCT

The Club requires all of its members to behave appropriately and respectfully towards each other, guests and employees of the Club while using the Club facilities, attending regattas, events or in public forums or discussions related to the Club or the rowing community. Acts or conduct which, in the opinion of the Board, are injurious or detrimental to the good order, welfare, best interests, or character of the Club, or contrary to the Bylaws and/or Constitution or promulgated rules and regulations of the Club will not be tolerated.

Although it is not possible to list every type of prohibited conduct, examples of such misconduct include, but are not limited to the following:

- a. physical or verbal abuse of a fellow member, employee or a guest, including, but not limited to, discourteous and/or disrespectful treatment of coaches and staff;
- b. physical or verbal abuse of a member, employee, or guest of other boat clubs or river organizations, including but not limited to, discourteous and/or disrespectful treatment of other boaters, coaches, race officials and staff;
- c. damage to, or destruction, misuse or theft of any property owned by the Club, a fellow member, an employee or a guest;
- d. intentional falsification of the Club records including but not limited to the payment of dues or fees;
- e. defrauding or attempting to defraud the Club;
- f. violation of the Club's Harassment/Sexual Harassment Policy;

- g. violation of the Club Bylaws and/or Constitution, or other member rules, regulations or policies.

Section 1. Harassment/Sexual Harassment

It is the policy of the Club that all members, guests and employees/contractors should be able to enjoy the Club and work environment free from discrimination and harassment including sexual harassment. Independence Rowing Club will not allow any form of sexual harassment within the work/social/boat club environment. Sexual harassment creates an intimidating, hostile and/or offensive environment. It will not be tolerated. Sexual harassment, as defined in this policy, includes, but is not limited to, sexual advance, verbal or physical conduct of a sexual nature, visual forms of a sexual or offensive nature [e.g. signs and posters], or requests for sexual favors.

The Club's Harassment/Sexual Harassment Policy pertains to members, guests, and employees.

Section 2. Complaints of Member Misconduct; Disciplinary Action

If any member shall be charged in writing, addressed to the Board of Directors by any other member, an employee of the Club or by an outside party, with conduct injurious or detrimental to the good order, welfare, best interests, or character of the Club, or contrary to the Bylaws and/or Constitution or promulgated rules and regulations of the Club, or if the Board on its own accord shall become aware of such conduct, the Board, after such investigation and deliberation as it deems appropriate in each particular circumstance, may proceed to:

- reprimand said member orally or in writing; or
- suspend said member for a period not to exceed six months; or
- request said members resignation.

If said member declines to resign, shall refer the matter to a regular or special meeting and may proceed to expel said member by two-thirds (2/3) vote of senior members present.

ARTICLE V: MANAGEMENT

Section 1. Board of Directors

The Management of the Club shall be vested in a Board of Directors (the "Directors") consisting of five (5) officers plus one (1) Director-at-large who shall also be a Senior member with at least two (2) years standing in the Club. All directors must be at least twenty (20) years of age upon election.

- a. Officers of the Club shall be President, Vice-President, Secretary, Treasurer, and Captain.

- b. Elections shall be held at the Principal meeting in the Fall. Election shall be by majority of those members voting. In the event no candidate receives a majority, those candidates receiving the lowest number of votes shall be successively withdrawn.
- c. In the event of a resignation which affects the continuation and operations of the Club, a special meeting must be called within two (2) weeks by the remaining Directors, the notice of which shall be mailed out ten (10) calendar days before the special meeting and signed by the remaining Directors, and addressed to all members individually.
- d. Minutes of the Board of Directors shall be transcribed and maintained by the Secretary.
- e. No Director shall receive any compensation for serving as a Director of the Club.

Section 2. Board Governance and Responsibilities

Unless otherwise directed by the membership or otherwise specified by the Constitution and Bylaws, all matters of governance of the Club shall be determined by the Board of Directors, who shall serve as trustees of the Club. Duties of the Board of Directors shall include the setting of dues, fees, and assessments, as well as determination of numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members, and all other matters incident to successful continuation of the Club.

The Board of Directors shall have no power to render the Club liable for any debt exceeding the amount of money, which shall, at the time of contracting such debt, be in the treasury and not needed for the discharge of prior unfunded debts or liabilities of the Club. A decision of the Board of Directors may be overruled only by a vote of two-thirds (2/3) of eligible voting members present at a meeting called for that purpose on two (2) weeks notice. At such a meeting each member of the Board of Directors shall have one (1) vote on the issue in question.

- a. The Board of Directors shall meet not less frequently than six (6) times per year, and four (4) members shall constitute a quorum.
- b. Terms. Members of the Board of Directors shall take office immediately upon election at the Fall Principal meeting. Members shall serve two (2) year terms. Election shall be staggered; that is, beginning in 2013, President, Vice President, and Director-at-large shall be elected on odd years and Treasurer, Secretary, and Captain shall be elected on even years. Officers and the Director-at-large are eligible for re-election. Vacancies in any office may be filled for the balance of the term by the Board of Directors.

- c. President. The President shall be the chief officer of the Club and shall preside at meetings of the Club and of the Board of Directors and shall set the agenda. The President shall be a member ex-officio of all committees. The President shall communicate to the Club such matters and make such suggestions as may promote the welfare and increase the usefulness of the Club, and shall perform such other duties as necessary incident to the office.
- d. Vice President. The Vice president shall perform all duties of the President during the absence of the President. The Vice President shall be a member ex-officio of all committees and shall be Chair of the Membership Committee.
- e. Secretary. The Secretary shall issue all notices of meetings and keep records of said meetings. The minutes of the Board of Directors meetings shall be made available to Senior members, except for minutes taken when the Board is in executive session to discuss confidential matters. Such matters include, but are not limited to, disciplinary, personnel, and legal. The Secretary shall conduct all duties correspondent to the office and shall have custody of the seal, if any, of the Club.
- f. Treasurer. The Treasurer shall keep an account of all monies received and expended for use of the Club and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited by the Treasurer in a bank or banks approved by the Board of Directors, and the Treasurer shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only under the signature of the Treasurer. The duties of the Treasurer, under the approval of the Board of Directors, may be delegated to an assistant treasurer. The funds, books, and vouchers in the Treasurer's possession shall at all times be subject to verification and inspection by the elected officers of the Club. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to his/her successor all books, monies, and other property of the Club.
- g. Captain. The Captain shall have charge of the Club's boats, the placement of members' boats and their use and storage under the direction of the Board of Directors. The Captain shall see that proper repairs are made and equipment furnished, and shall enforce the rules of the Club relating thereto. The Captain acts as an agent of the Board of Directors.
- h. Directors who are not officers may be asked to perform tasks assigned by the President.

Section 3. Conflict of Interest

Members of the Board of Directors are obligated to disclose any conflicts of interest - either direct or indirect.

Conflicts of interest which have been disclosed by a member or which have come to the attention of the Board by other means shall be addressed at a formal meeting of the Board. The involved member may make a presentation, but shall be excused from the meeting following the presentation and shall not participate in the discussion or vote. When appropriate, the chairperson of the Board may appoint a disinterested person, committee, or organization to investigate alternatives to the transaction or arrangement that precipitated the conflict.

The Board shall decide whether a conflict of interest exists and whether or not it was properly disclosed by the involved member. If the Board finds that the conflict was not properly disclosed, it shall determine appropriate corrective or disciplinary action.

Minutes of the Board of Directors meetings shall be recorded to reflect discussions and votes regarding conflicts of interest.

The Treasurer of the Club shall review transactions and arrangements on an ongoing basis to be sure that they are reasonable and the result of arm's length bargaining. The Treasurer shall report to the Board any possible conflicts of interest.

ARTICLE VI: MEETINGS

Section 1. Principal Meetings

The Principal meetings of the Club membership shall be held in the Spring and Fall of each year. The Fall meeting shall be the Annual Meeting of the Club membership. The place and times of the meetings shall be determined by the Board of Directors.

Section 2. Regular Meetings

When other business must be transacted between the Principal meetings, notice of such business, provided it be of unusual nature, shall be circulated to each member together with notice of the method to be used for disposing of such unusual business, such notices must be signed by the President and at least one other Director.

Section 3. Special Meetings

A special meeting may be called within two weeks by the Directors, or by the majority of the Directors, and addressed to all members individually.

Section 4. Meeting Procedures

- a. All meetings are open to Senior and Provisional members.
- b. The presence of a majority of the total number of Senior members shall constitute a quorum at any meeting.
- c. The order of business at the Annual Meeting shall be as follows:
 - i. Call to Order

- ii. Reading of the minutes from previous meeting.
 - iii. Report of the Treasurer
 - iv. Other Reports
 - v. Election of officers.
 - vi. Unfinished business
 - vii. New business
 - viii. Adjournment.
- d. The order of business may be altered or suspended at any meeting by a majority vote of the senior members present. The usual parliamentary rules as laid down by Robert's Rules of Order shall govern when not in conflict with the Constitution and Bylaws.

ARTICLE VII: FINANCES

Section 1. Fiscal year

The fiscal year shall begin on January 1st and end on the following December 31st.

Section 2. Dues

The Club shall charge such dues as are determined by the Board of Directors. Dues shall be due and payable by the first day of March of each year. Said payment shall entitle the member to the privileges of the Club. Membership in good standing shall be required in order to exercise the privilege of voting on Club affairs.

Section 3. Pro-rating Dues

Dues shall be paid directly to the Treasurer. Dues may not be pro-rated, except for new members. To allow new members to join in mid-season at a reasonable cost, those joining during the second half of the season shall pay ½ the full membership fee.

Section 4. Failure to pay dues

Failure to pay dues two (2) consecutive assessments of dues or fees after due notice will constitute a member's resignation from the Club. The Club nevertheless retains its right to pursue the former member for debt collection.

Section 5. Refunds

No member who resigns shall be entitled to a refund of dues and/or assessments.

Section 6. Purchases

A majority vote of the Board of Directors shall be needed to spend any funds for the purchase of equipment or real estate, or for travel to competitions. Such a vote must be recorded.

Section 7. Fundraising

The Club may raise funds by means commonly associated with regattas conducted under the rules of F.I.S.A. to further the purposes of Article II.

Section 8. Non-Profit

The Club may receive money and other property, real, personal, in kind, or mixed, by gift, dues, or otherwise, to apply to principal and income in furtherance of the foregoing and related educational, scientific, and charitable purposes. The Club shall not be conducted or operated for profit.

Section 9. Financial Difficulty

Should the security of the Club be in peril, the Board of Directors may raise dues or levy assessments to avert the danger; however, a special meeting must be called under Article VI, Section 4, to allow the membership to assess the seriousness of the emergency.

ARTICLE VIII: COMMITTEES

Section 1. Committee Organization

The Club shall have two (2) standing committees: the Membership Committee and the Equipment Committee, each consisting of three (3) members. Additional standing committees may be established by the Board of Directors. Members of these committees shall be appointed by the Board of Directors which shall, unless otherwise provided herein, also designate the Chair of each committee. Each committee member shall serve a three (3) year term. Elected officers and other Board members may be appointed to these committees. Appointments may be revoked at any time by majority vote of the Board of Directors.

- a. Membership Committee. The Membership committee shall be responsible for screening prospective members for all classes of membership and reporting its recommendations to the membership for action not less often than quarterly. The Committee shall establish and publish its ruling regarding applications which are consistent with the Constitution and Bylaws. The Vice President shall serve as Chair of the Membership Committee .
- b. Equipment Committee. The Equipment Committee shall oversee all purchases of Club equipment and shall monitor equipment needs throughout the year. The Committee shall periodically prepare a survey of equipment needs, which shall be presented to the Board of Directors.

ARTICLE IX: CLUB PREMISES

No intoxicating beverages shall be allowed in or on Club premises without express permission of the Board of Directors.

ARTICLE X: AMENDMENTS

The Constitution may only be amended at a Principal Club meeting, before elections, when two-thirds (2/3) of the Senior members are present, by a majority vote of the attending Senior members in favor of the amendment, provided that notice of the general character of such amendment shall be given at a regular preceding meeting. Such amendments may not conflict with the requirements of the State of New Hampshire or the Internal Revenue Code for the operation of the Club as originally constituted as a non-profit organization.

ARTICLE XI: LIABILITIES

Nothing herein shall constitute members of the Club as a partner for any purpose. No member, officer, agent, contractor, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Club. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under this Constitution, excepting only acts or omissions out of his/her willful malfeasance.

ARTICLE XII: MAIL VOTE OR ELECTRONIC VOTE

When in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the membership, and deems it inexpedient to call a special meeting for that purpose the Board of Directors may submit the matter to the membership in writing by U.S. Mail or by electronic mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by U.S. Mail within two (2) weeks after submission to the membership, provided that in each case, votes of at least fifty percent (50%) of the senior members shall be received. Action taken in this manner shall be effective as action at a duly called meeting. Votes conducted in this manner shall be valid and binding as if the same had been taken in person.

This form of voting is intended to be used only rarely and under unusual and pressing circumstances and cannot be used to alter the Constitution and Bylaws.

ARTICLE XIII: DISSOLUTION

Section 1. Property, Assets and Proceeds

Authority to dissolve the Club rests with the Senior Members. In the event of a liquidation, dissolution, or termination of the Club, whether voluntary or involuntary or by operation of law, Club property or other assets, or any proceeds thereof, shall be distributed to such non-profit organizations which shall be exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code or such corresponding section or sections as may be from time to time in

force, as the members of the Club, by majority vote thereof, shall determine; and none of such property, assets, or proceeds shall be distributed to, or divided among, any of the members of the Club.

Section 2. Borrowed Property

In the event of dissolution, all borrowed property shall automatically revert to the owners at the Club's expense for any transportation involved, and any monies required which cannot be supplied from the treasury of this Club shall be obtained by an equal assessment on the members.

Section 3. Avoiding Dissolution

The Club shall not be dissolved or the possessions of the Club disposed of as long as members in good standing are willing to contribute, and this article shall not be altered or amended unless by an unanimous vote of all the Senior Members present at a regular, Principal, or special meeting, provided that due and sufficient notice of the purpose of such meeting be mailed to each member not less than thirty (30) days prior to the date of such meeting.

Section 4. USRA

In the event of dissolution of the Club pursuant to this Constitution, the remaining assets of the Club shall be given to the United States Rowing Association.