

BYLAWS OF
AMERICAN COLLEGIATE ROWING ASSOCIATION

as of April 8, 2008

ARTICLE I

NAME, PURPOSE, membership, and representation

Section 1.01. Name. The name of the organization shall be American Collegiate Rowing Association (the “Association”) and abbreviated ACRA.

Section 1.02. Purpose (the “Mission Statement”). The Association is organized under the General Not For Profit Association Act of 1986, as amended, and is organized for the charitable and educational purpose of supporting intercollegiate rowing through competition and other appropriate activities.

Section 1.03. Membership. The membership of the Association shall be made up of university and college rowing teams (both men and women) that are not sponsored by an institution’s athletic department as defined by the NCAA. The founding members shall be those teams who have participated in the initial meetings of the Association. All members, founding and new, will be required to verify their athletic status within their university or college and will be required to have a verified contact person for their team.

Section 1.04 Seal. ACRA will be represented by the following seal:

TBD

ARTICLE II

AUTHORITY AND DUTIES OF the board of the association

Section 2.01. Authority of the Board of the Association. The Board of the Association (the “Board”) is the policymaking body and may exercise all the powers and authority granted to the Association by law.

Section 2.02. Number. Selection. and Tenure. The Board shall consist of not less than three (3) directors. Each director shall hold office for a term of one (1) year beginning on July 1st of each year. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his /her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the succeeding director shall be chosen by the President of the Association. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 2.03. Resignation. Resignations are effective upon receipt by the Secretary of the Association of written notification.

Section 2.04. Regular Meetings. The Board shall hold at least four (4) regular meeting per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. The Board is responsible for calling one (1) meeting of the general membership per calendar year.

Section 2.05. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine and called for any purpose for which the Board deems appropriate.

Section 2.06. Notice. Meetings may be called by the President of the Board or at the request of any two (2) directors by notice emailed, mailed, or telephoned, to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 2.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Decisions voted on by the general membership of the Association do not require a quorum.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all the members of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 2.10. Committees. The Board may, by resolution adopted by a majority of the Directors, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Association.

Section 2.11. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the Association in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE III

AUTHORITY AND DUTIES OF the directors

Section 3.01. Directors. The directors of the Association shall be a President, a Treasurer, a Secretary, and a designated number of Regional Officers. No offices may be held by the same person.

Section 3.02. Election of Directors: Terms of Office. . The directors of the organization shall be a President, a Treasurer, a Secretary, and a designated number of Regional Officers. The directors of the Association shall be elected by the general membership at a meeting prior to July 1st of each year, or, in the case of vacancies, as soon thereafter as convenient. Directors shall hold office until a successor is duly elected and qualified. Directors shall be eligible for reappointment for a maximum of eight (8) consecutive years. Election of the President, Treasurer and Secretary will occur by majority vote of voting membership. Regional Officers will be elected by majority vote of voting members in their region.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 3.04. Removal. An director may be removed by the Board at a meeting, or by action in writing pursuant to Section 3.03, whenever in the Board's judgment the best interests of the Association will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a director of the Association and will preside at all meetings of the Board. The President shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties as on occasion shall be assigned by the Board.

Section 3.07. Treasurer. The Treasurer shall be a director of the Association and report to the Board at each regular meeting on the status of the Association's finances. The Treasurer shall be responsible for overseeing the Financial Administration of the Association as set forth in Article V. The Treasurer shall work closely with any executive staff of the Association to ascertain that appropriate procedures are being followed in the financial affairs of the Association, and shall perform such other duties as occasionally may be assigned by the Board.

Section 3.08. Secretary. The Secretary shall be a director of the Association and shall keep the minutes of the Board in the Books proper for that purpose. The Secretary shall maintain the books and records of the Association called for in Article VI. The Secretary shall maintain a list of college and university rowing programs associated with the Association. The Secretary shall perform such other duties as occasionally may be assigned by the Board.

Section 3.09. Regional Officers. The Regional Officers shall be directors of the Association and shall represent college and university programs in designated regions. Regions will be determined by the Board and Regional Officers shall be from a college or university in the region they represent. There shall be no fewer than three (3) and no more than seven (7) regions. The Regional Officers shall perform such other duties as occasionally may be assigned by the Board.

Section 3.10. Paid Staff. The Board may hire such paid staff as they deem proper and necessary for the operations of the Association. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE IV

INDEMNIFICATION

Every member of the Board, officer or employee of the Association may be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her /his being or having been a member of the Board, officer, or employee of the Association, or any settlement thereof, unless adjudged therein to be liable for misconduct or fraud in the performance of her /his duties; provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE V

FINANCIAL ADMINISTRATION

Section 5.01. Fiscal Year. The fiscal year of the Association shall be January 1 through December 31 but may be changed by resolution of the Board.

Section 5.02. Checks. Drafts. Etc. All checks, orders for the payment of money, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.

Section 5.03. Deposits and Accounts. All funds of the Association not otherwise employed shall be deposited from in accounts in such banks, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer of the Association to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by any officer or agent of the Association.

Section 5.04. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law

regarding such investments, and which are permitted to organizations exempt from Federal income taxation under the Internal Revenue Code.

ARTICLE VI

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Association shall be kept at such place as the Board shall determine. These shall include a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and all committees thereof. Copies may be paper or digital.

ARTICLE VII

AMENDMENT OF BYLAWS

The Association Constitution and/or Bylaws may be amended at a meeting of the Board by a majority vote of the Board, provided prior notice is given to the Board and general membership of the proposed amendment. A decision by the Board to amend the Bylaws and/or Constitution requires a ratification by a 2/3 majority of the voting membership. Proposed changes to the Bylaws and/or Constitution by the Board shall be distributed to the general membership at least two weeks prior to an anticipated vote by the Board. Members will have a period of time designated by the board, but no less than two weeks, to ratify the Board's proposed amendments to the Constitution and/or Bylaws or the amendments will be tabled.

ARTICLE VIII

DISSOLUTION

In the event of liquidation, dissolution or termination of the Association, whether voluntary or involuntary or by operation of law, its property or other assets, or any other proceeds thereof, shall be distributed to such nonprofit organizations which shall be exempt from Federal Income Taxes under Section 501 (c)(3) of the International Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the Association, 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 Association.

ARTICLE ix

MISCELLANEOUS

Section 9.01. Rules. The following rules shall conclusively bind the Association and all persons acting for or in behalf of it:

- a. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon dissolution of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine; provided, however, that should the Board fail to agree upon a distribution then the assets shall escheat to the TBD State for public purposes.

Section 9.02. Registered Agent. The Association shall have and continuously maintain in the TBD State a registered office and a registered agent whose office shall be identical with such registered office, and my have such other offices within or without the TBD State and such other registered agents as the Board may from time to time determine.