

**BYLAWS OF
GREATER HOUSTON ROWING CLUB (GHRC)
Revision 3**

**ARTICLE I
NAME, PURPOSE AND PRINCIPAL OFFICE**

1.1 Name and Purpose

The name of the Corporation shall be Greater Houston Rowing Club or as otherwise set forth in its Articles of Incorporation. The Corporation is a non-profit corporation whose purpose shall be exclusively as set forth in the Articles of Incorporation.

1.2 Principal Office

The principal office of the Corporation shall be located at the secretary's address.

**ARTICLE II
MEMBERSHIP, MEETINGS AND ELECTIONS**

2.1 Membership

The membership of the Corporation shall consist of two classes of members: (i) charter members and (ii) regular members.

- (a) Charter members are those members who have paid an amount to be determined by the Board of Directors into a special fund of the Corporation to be created by the Board and to be used exclusively for startup costs, physical plant improvements and major expenditures for inventory, including, but not limited to, the purchase of racing shells, oars, launches and equipment to facilitate training for national and international competition in the sport of amateur rowing. In consideration for payment into said special fund, charter members will be granted membership in the Corporation for a term of three (3) years with all the rights and privileges of regular membership appertaining thereto for the duration of such term. Prior to expiration of said term, the charter member may renew his charter membership upon payment of the specified amount, or he may change his status to that of a regular member.

- (b) Regular members are those who have paid annual dues in the amount and frequency to be determined by the Board of Directors and voted on by at least twenty (20) percent of the membership.
- (c) To obtain a key to the boathouse a person must meet the following standard:
 - a. A member in good standing
 - b. Has completed safety discussion with a designated member
 - c. Has demonstrated the ability to get a boat out and back safely
 - d. Has demonstrated the ability to safely navigate the water
 - e. All keys must be returned when a member leaves the club.
- (d) Members who do not pay their dues or have not signed a waiver will be warned once and allowed to row on that day, but will not allowed to row again until they make their payment and/or sign waiver.

2.2 Annual Meeting

The annual meeting of members for the election of Directors and Officers and such other business as may properly be brought before the meeting shall be held during the month of November or December of each year at such time and place as shall be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.3 Special Meeting

A special meeting of the members for any purpose or purposes may be called by the Board of Directors or at the request in writing of not less than twenty (20) percent of all members entitled to vote. Any such request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to such purpose or purposes.

2.4 Notice of Meeting

(a) Notice of any meeting, annual or special, of the members stating the place, day and hour of the meeting shall be given not five days (5) nor more than forty (40) days before the date of the meeting by depositing a copy of said notice to each member in the United States Mail or by email and by posting a copy of said notice on the bulletin board or other conspicuous location in the boathouse facility to be used by the Corporation. In the event of a special meeting, the notice shall also state the purpose or purposes for which the meeting is being called and that such meeting is limited to the purpose or purposes stated therein.

(b) Notice may be waived in writing signed by the person or persons entitled to such notice. Such waiver may be executed at any time before or after holding such meeting.

2.5 Quorum

Twenty (20) percent of all the members entitled to vote, represented in person or by proxy, shall constitute a quorum necessary to begin any meeting of the members of the Corporation, and the act of a majority of those members, then present, shall constitute an act of the members, unless otherwise provided in the Bylaws. If a quorum shall not be present, the members present may, from time to time, adjourn the meeting until a quorum is retained.

2.6 Voting Eligibility and Proxies

Each member in good standing, regardless of class, shall be entitled to one vote on each matter submitted to a vote at any meeting of the Corporation members. With respect to voting eligibility, a member is in good standing if his annual dues and any indebtedness to the Corporation, if any, have been paid in full. Such vote may be cast either in person or by proxy executed in writing by the member and filed with the Secretary prior to or at the commencement of the meeting.

2.7 Election

The Directors shall be elected by a majority of the members (i) then present at the annual meeting of the members and by members who have submitted their vote by Proxy, or (ii) by votes submitted during an electronic election in accordance with Section 2.8. Each Director elected shall serve until his successor shall have been elected and qualified. Unless any person so elected shall signify, within ten days after notice of his or her election, refusal to act as a Director for the Corporation, he or she shall be presumed to have accepted the election as Director. The term for each Director shall be two (2) years. Directors may be re-elected for additional terms in the same or different office.

2.8 Electronic Voting

The election may be completed electronically by a reliable electronic email software program approved by the Board of Directors. The program must allow all qualified members to vote one time only. The person assigned to oversee the electronic election may not divulge any information available from the software except the number of votes for each candidate to the Board of Directors after voting has concluded. The election software will be available to all members for a reasonable amount of time for all members to have access to vote, and members will be notified of the voting time period.

Proxy votes are not allowed if voting is done electronically. The final number of votes must equal or exceed the quorum required as if all qualified members were present.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition

The Board of Directors shall consist of five (5) members, composed of the following Officers: President, Vice President, Treasurer, Secretary and Athletic Director.

3.2 Powers and Duties

(a) The business and affairs of the Corporation shall be managed by its Board of Directors, subject to any limitation imposed by statute, the Articles of Incorporation or these Bylaws as to action which requires authorization or approval by the members.

(b) It shall be the duty of the Board of Directors:

(i) To keep a complete record of all its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of the Corporation.

(ii) To manage and supervise the business and affairs of the Corporation and to supervise all Officers, committees, agents and employees, and to see that their duties are properly performed.

(iii) To install such a system of bookkeeping and auditing that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Corporation subject to any records retention guidelines.

(c) Board of Directors may by resolution create executive committees consisting of one or more board members and may invest such committee with such authority, as the Board of Directors determine are not inconsistent with the laws, Articles of Incorporation or these Bylaws.

3.4 Board of Director Meetings

Regular meetings of the Board of Directors shall be held at least three (3) times a year, with notice and consideration to Directors' schedules, at such places and times as the Directors from time to time determine.

3.5 Board of Director Special Meetings

A special meeting of the Board of Directors may be called at any time by a Director or at the request in writing of not less than twenty (20) percent of all the club members entitled to vote.

3.6 Notice of Board of Director Meeting

(a) Notice of each special meeting, and when required of a regular meeting, of the Board of Directors, shall be given to each Director at least three (3) days before the date of the meeting, stating the place, date and hour for the meeting. Such notice may be delivered either in person or by depositing a copy of said notice to each Director in the United States mail or by email.

(b) Notice may be waived in writing signed by the person or person entitled to such notice. Such a waiver may be executed at any time on or after the holding of such meeting.

3.7 Quorum of Directors

A majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

3.8 Action by Email

Any action required or permitted to be taken at a meeting of the Board of Directors or any executive committee may be taken by email, without a meeting, with the consent in writing setting forth the action so taken shall be approved by one hundred (100) percent of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting and will be so noted in the minutes of the next meeting.

3.9 Resignation or Removal

A Director may resign from his position as Director at any time, provided that he shall present to the President of the Corporation or its Secretary a written letter of resignation. At any special meeting of the members called expressly for the purpose of removing a Director, any Director or the entire group of Board of Directors may be removed with sufficient cause, by a vote of the majority of the members then entitled to vote at an election of the Directors.

3.10 Vacancies

Any vacancy of the Board of Directors caused by a death, resignation, removal from office or otherwise, shall be filled by appointment at the next meeting of the Board of Directors by a majority of the Directors then in office. Each such successor Director shall be appointed only for the unexpired term of his predecessor in office and shall serve until his successor shall be elected in accordance with the Bylaws.

ARTICLE IV OFFICERS

4.1 Election, Number and Qualifications

The Officers of the Corporation shall be elected by the affirmative vote of a majority of the members of the Corporation as outlined in section 2.6, 2.7 and 2.8. Officers shall consist of President, and Secretary elected opposite years as Vice President, Treasurer and Athletic Director.

4.2 President

The President shall be the Chief Executive Officer of the Corporation and subject to the direction of the Board of Directors, shall supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors, and shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe.

4.3 Vice President

The Vice President shall, in the absence of the President or in the event of his inability or refusal to act, perform the duties of the President, and when so acting shall have the authority and powers of, and be subject to all restrictions upon the President. The Vice President shall review receipts and expenditures documentation provided by the

treasurer at least once a year. The Vice President shall also have such powers and perform such other duties as from time to time may be assigned to the Vice President by the Board of Directors.

4.4 Secretary

The Secretary shall attend all meetings of the members if possible or appoint a replacement for such meeting and of the Board of Directors and shall keep a true and complete record of all the proceedings, including all votes and resolutions presented at these meeting, in an appropriate form (paper or electronically to be kept for that purpose. The Secretary shall be the custodian of records. He/She shall give or cause to be given all notices required by law or these Bylaws and shall perform such other duties as may be assigned by the Board of Directors.

4.5 Treasurer

(a) The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all moneys and other valuables effects in the name and to credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) The Treasurer shall distribute the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned by the Board of Directors.

(c) If required by the Board of Directors, the Treasurer shall give the corporation a bond in such form, in such sum and with surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of death, resignation or removal from office, of all records, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

(d) The Treasurer will provide documentation of receipts and expenditures when requested by the Vice President for review.

4.6 Athletic Director

The Athletic Director shall oversee all operations on the water, including but not limited to providing instruction for new rowers, selection and maintenance of crews for competitive rowing and care of all equipment. The Athletic Director may designate any duties to one or more others, but the Athletic Director remains responsible for actions of

such subordinates. The Athletic Director shall also have such powers and perform duties assigned by the Board of Directors.

ARTICLE V

GENERAL PROVISIONS

5.1 Authorization to Enter Into Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and not less than fifty (50) percent of all the members entitled to vote. Such authority may be general or confined to specific instances.

5.3 Signatures Required

All checks, drafts or orders for the payment of money and notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or President. The President shall be an alternate check signer designated with the banking institution. The Treasurer shall notify the board in writing of the receipts and expenditures at all Board meetings and when required.

5.4 Distribution of Earnings

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to the Board of Directors, its members or other private persons, except that the Corporation shall authorize and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose and purposes as set forth in the Articles of Incorporation.

5.6 Dissolution

Except as otherwise provided by law, in the event of its dissolution, the Corporation shall dispose of all the remaining property or assets of the Corporation, after providing payment of all of the liabilities of the Corporation, to such organization or organizations

organized exclusively for charitable, educational, religious or scientific purposes, contributions to which are deductible under Section 170(c)(3), Internal Revenue Code (1954) (as now enforce or afterward amended) as the Board of Directors may by majority vote designate and in such proportions and in such manner as may be determined in such vote.

ARTICLE VI

BYLAW AMENDMENT

6.1 Amendment

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors (with 100% approval) or at any meeting of members at which a quorum is present, provided notice of the proposed alteration, amendment or repeal be contained in notice of the meeting(s).