

**BYLAWS**  
**New Bedford Rowing Center, Inc.**

**ARTICLE I**  
**General Provisions**

Section 1. Name – The name of the Corporation shall be New Bedford Rowing Center, Inc. (hereafter, “NBRC”).

Section 2. Purpose – NBRC is organized, and shall be operated, exclusively for the charitable purpose of furthering recreational and amateur sports, and educational purposes, as may qualify it for tax-exempt status under section 501(c)(3) of the United States Internal Revenue Code as from time to time amended. More specifically, the purpose of NBRC is to provide access to the sport of rowing and its social and health related benefits for persons of all ages, from all walks of life, regardless of their ability to pay, largely in, but not restricted to, the communities of the Massachusetts South Coast.

Section 3. Dedication of Property – The property of NBRC is irrevocably dedicated to the purposes set forth in Section 2 of this Article.

Section 4. No Private Inurement – No part of the net income or assets of the Corporation shall inure to the benefit of any of its Directors, Officers, or employees, nor to the benefit of any private person; notwithstanding, NBRC is authorized and empowered to pay reasonable compensation for services rendered, and for necessary expenses incurred, in furtherance of the purposes set forth in Section 2 of this Article.

Section 5. Location – The principal office of NBRC shall be located in New Bedford, Massachusetts. The Board of Directors may establish other offices or places of business in Massachusetts or elsewhere.

Section 6. Fiscal year – Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

Section 7. No Voting Members – Notwithstanding Article II (Members) of these bylaws, the Corporation shall have no members with legal voting rights. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Corporation or for purposes of Massachusetts General Law chapter 180, as amended, or any other law, rule, or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

## ARTICLE II

### Members

Section 1. Definition – For the purpose of these Bylaws, “member” shall mean any individual who has applied for membership and has paid the requisite membership fee for the current year.

Section 2. Membership – NBRC may have an unlimited number of members, subject only to the constraints of NBRC’s ability to manage and engage them as determined by the Board of Directors. Any person who meets the membership criteria shall be a member of NBRC without regard to race, color, national origin, religion, gender, sexual orientation, age or disability.

Section 3. Membership Fee – The amount of the annual membership fee shall be determined from time to time by the Board of Directors. The Board of Directors may establish more than one level of membership fee. Non-fee-paying members may be permitted under special circumstances. Membership may be canceled for nonpayment of the membership fee.

Section 4. Membership Policy – Rights of membership, designation of membership classifications, and other matters pertaining to membership shall be set forth in a Membership Policy, which shall be developed, adopted, implemented and periodically reviewed by the Board of Directors.

Section 5. Meetings of the Members – The Board of Directors, in its discretion, may convene meetings of the members at such times and places, and for such purposes as the Board may deem suitable to communicate with members regarding policies, programs, activities and such other matters as the members may find of interest.

## ARTICLE III

### Board of Directors

Section 1. Powers – The business and property of the Corporation shall be managed by the Board of Directors who may exercise all the powers of the Corporation.

Section 2. Number, Election and Terms of Office – The Board of Directors shall be of such number, no less than 7 nor more than 20, as the Directors shall determine from time to time. Directors shall be elected for terms not to exceed three years so that, to the extent practicable, the terms of one-third of the Directors will expire each year. For the purposes of starting this cycle upon the adoption of these Bylaws, approximately one-third of the number of current Directors shall be considered to be in the initial year of their initial term, one-third in the second year of their initial term, one-third in the third year of their initial term. Subsequently, no Director shall serve more than three consecutive three-year terms, except under the following circumstances: (a) An incoming Director who has been elected to fill a vacant position on the Board may serve until the date of the next Annual Meeting of NBRC, and, if then reelected, shall be eligible then to serve three additional three-year terms; (b) At the discretion of the Board of Directors, an outgoing Chair who has completed his/her third consecutive term as a Director may serve an additional one-year term. Unless otherwise provided by law or these Bylaws, each Director shall hold office until the Annual Meeting at which his/her term is due to expire and thereafter until such time as his/her successor is elected. Any vacancy in the Board

may be filled by the Board. Only Directors shall vote at any meeting of the Board of Directors. The Directors may reserve one or more board seats to be *ex officio* and appoint to said seats representatives of government or other community organizations whose missions are closely allied with NBRC. As such, said *ex officio* Directors shall not be subject to term limits set forth above. At no time shall *ex officio* Directors hold the majority of seats on the Board of Directors.

Section 3. Resignation and Removal – Any Director may resign by delivering his/her written resignation to the Chair or the Secretary of the Corporation, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a two-thirds majority of the Directors then in office.

Section 4. Annual Meeting – The Annual Meeting of the Directors of the Corporation shall be held in April of each year at such time and place as the Directors may determine. If the Annual Meeting is not held on such date, a Special Meeting in lieu of an Annual Meeting may be held with all the force and effect of an Annual Meeting. Notice of the Annual Meeting setting forth the date, time, and place of any such meeting shall be mailed to all Directors with a postmark not less than seven days prior to the date of the Annual Meeting. Notice of any such Special Meeting shall be given as directed under Section 6 of this article of these Bylaws.

Section 5. Regular 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 Directors shall meet no less than 4 times per year.

Section 6. Special Meetings – Special Meetings of the Directors may be held at any time and place designated in a call by the Chair, the Treasurer or two or more Directors. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, facsimile transmission or email, sent to each such Director's business or home address at least twenty-four hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least 5 days in advance of the meeting. Except as required by law, notice of a Special Meeting need not be given: (1) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting unless such purpose is the removal of a Director or an Officer.

Section 7. Action at Meetings – A majority of the Directors then in office shall constitute a quorum but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Section 8. Presence through Communications Technology – Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by any

means of communication technology that allows all the Directors to hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 9. Action by Unanimous Consent – Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10. Non-Voting Directors – The Directors may create classes of non-voting directorship, such as honorary directors, and may appoint persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as non-voting directors shall not be Directors for the purposes of these Bylaws and shall have no votes at any meetings of the Directors.

Section 11. Advisory Council – The Board may appoint an Advisory Council consisting of such persons as the Board may determine. Any retiring Director shall be eligible for appointment to the Advisory Council. Members of the Advisory Council shall provide program and advisory support to NBRC, may serve on board-appointed committees, and perform such other duties as the Officers or the Board may designate. Members of the Advisory Council shall not ordinarily attend meetings of the Board.

## ARTICLE IV

### Officers

Section 1. General – The Officers of NBRC shall be the Chair, a Vice-Chair, a Secretary, a Treasurer and such other Officers, including Assistant Secretaries and Assistant Treasurers, as the Board may from time to time determine. The duties and responsibilities of the Officers, beyond those outlined in these Bylaws, shall be as prescribed by the Board from time to time.

Section 2. Election and Tenure – The Chair shall be elected by the Directors for an initial term of three years and may be re-elected to a maximum of three additional one-year terms. With the exception of an incumbent Chair who has yet to complete his/her initial three-year term, all Officers shall be elected annually by the Directors at the first meeting of the Board following the Annual Meeting. Except as otherwise provided by law or by these Bylaws, each Officer shall hold office until the first meeting of the Board following the Annual Meeting and thereafter until their respective successors are chosen and qualified. Vacancies during the term of any Officer shall be filled by the Board.

Section 3. Resignation and Removal – Any Officer may resign by delivering her/his written resignation to the Chair and to the Secretary, and unless it is specified to be effective at some later time, such resignation shall be effective upon receipt. An Officer may be removed from office with or without cause by the affirmative vote of two-thirds of the Directors then in office.

Section 4. Chair – Subject to the direction and control of the Board of Directors, he/she shall preside at meetings of the Board and the Executive Committee and shall be an *ex-officio* member of all

committees appointed by the Board. The Chair shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

Section 5. Vice-Chair – Subject to the supervision of the Board of Directors, the Vice-Chair shall exercise the functions of the Chair in his/her absence. She/he shall have such other powers and duties as are usually incident to this office and as may from time to time be vested in the office by these bylaws or the Directors.

Section 6. Secretary – The Secretary shall give notice, and keep the minutes, of all meetings of the Board and of the Executive Committee. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Board shall also appoint a resident-agent for service of process, in the manner prescribed by law. In the absence of the Secretary from any meeting of the Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

Section 7. Treasurer – The Treasurer, subject to the direction and control of the Board, shall have general charge of the financial affairs of NBRC and shall cause to be kept full and accurate books of account. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the Corporation, except at the Directors may otherwise provide. She/he shall have such other powers and duties as are usually incident to this office and as may from time to time be vested in the office by these bylaws or the Directors.

## ARTICLE V

### Executive Director and Staff

Section 1. Executive Director – The Board of Directors may appoint, supervise, evaluate, and terminate an Executive Director, who shall have charge of the affairs of the Corporation and shall serve at the will of the Board and subject to its direction and control.

Section 2. Delegation of Power – The Board of Directors shall delegate to the Executive Director such authority as is usually incident to the chief staff position of a corporation, including authority to hire, supervise, evaluate, and terminate such additional staff as may be necessary to carry out the purposes of NBRC, and the plans and policies of the Board. The Executive Director shall have such other powers and duties as the Directors may assign. The Executive Director shall be an *ex-officio*, non-voting member of the Board and all committees.

Section 3. Duties – The Executive Director shall oversee the operations, programming, and all other activities of NBRC, and shall report at least annually to the Board of Directors on the progress made toward established goals. The Executive Director shall act in harmony and partnership with the Board of Directors and shall be their trusted advisor on all matters pertaining to the operations of NBRC. She/he shall make such other reports or provide information and assistance to the Directors as they may from time to time request.

Section 4. Compensation – Depending upon the availability of funds, the Executive Director and staff shall be compensated for their services to NBRC at a reasonable rate based on surveys of similar positions in substantially similar corporations. At such time that the staff of NBRC numbers three or more positions, the Board will develop, implement, and periodically review appropriate plans, policies, and procedures, to guide staff and organizational development (e.g., compensation, personnel, recruitment and hiring, job descriptions, and the like).

## ARTICLE VI

### Committees

Section 1. General – The Directors may appoint from their own number an Executive Committee, and may appoint such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fundraising, planning, development, buildings and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Subject to the approval and discretion of the Board of Directors, members or other individuals who are not Directors may be appointed to serve on any committee.

Section 2. Executive Committee – The Executive Committee shall have the power to act on behalf of the Board of Directors, except as prohibited by law, these Bylaws, or the Articles of Organization. The Executive Committee shall be chaired by the Chair, and shall include the Officers and such others as the Board shall, in its discretion, determine. The Executive Committee shall take no action contrary to a prior action of the Board, and all actions of the Executive Committee shall be taken subject to the approval of the Board of Directors. Subject to the approval of the Board of Directors, members or other individuals who are not Directors may be appointed to serve on the Executive Committee.

Section 3. Nominating Committee – The Nominating Committee, consisting of three Directors shall be appointed by the Chair for three-year terms on a staggered basis. This committee shall assist the Board in (a) developing and overseeing NBRC’s policies and procedures regarding board composition and recommendations of candidates for positions as Directors; (b) determining qualifications and characteristics needed by Directors; (c) identifying, screening and reviewing individuals qualified to serve as Directors and Officers; and (d) recommending to the Board candidates for nomination and election to fill board vacancies. The Committee shall propose to the Board, at the first meeting of the Board following the Annual Meeting, nominees for Chair (unless the incumbent Chair has yet to complete his/her initial three-year term), Vice-Chair, Secretary and Treasurer and any other such Officers as the Board may determine. Members shall be encouraged to make suggestions to the Committee for suitable candidates for Directors and Officers.

Section 4. Finance Committee - The Finance Committee shall oversee the financial management of NBRC. It shall review and recommend approval of the annual operating budget, regularly review financial results, oversee the management of NBRC’s financial assets, and recommend the selection of an auditor. The Finance Committee shall review the annual financial reports to state and federal agencies, report thereon to the Board, and ensure their timely submission.

Section 5. Rowing Committee – The Rowing Committee, appointed by the Board, shall establish and oversee policies pertaining to the administration and management of all NBRC rowing programs, equipment, and facilities as they relate to instruction, training, and competition in the sport of rowing, including the hiring, or engaging the services of, any coaches or other mentoring personnel.

## ARTICLE VII

### Indemnification

NBRC shall, to the extent legally permissible, assure the indemnification of each person who may serve or who has served at any time as an Officer, Director or employee of NBRC against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he/she may become involved by reason of his/her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of NBRC; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between NBRC and the indemnified Officers, Directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Director under this Article shall apply to such Officer, Director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1. Execution of Instruments – Any contracts, deeds, leases, notes, checks, stock or bond powers, and other instruments authorized to be signed by an Officer of NBRC on its behalf may be signed by the Chair, the Vice-Chair, the Treasurer or the Executive Director, or such other Officer, except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities – Except as the Board of Directors may otherwise designate, the Chair or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for NBRC at any meeting of stockholders of any other Corporation, the securities of which may be held by NBRC.

Section 3. Corporate Records – The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of Incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 4. Definitions – All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of NBRC as amended and in effect from time to time.

## ARTICLE IX

### Amendment of Bylaws

These Bylaws may at any time be amended or repealed, in whole or in part, at any meeting of the Board, by affirmative vote of two-thirds of the Directors then in office, provided that (a) the substance of any proposed change shall have been provided to the Directors not less than thirty days in advance of the meeting upon which such changes shall be voted, and (b) that notice of said meeting shall state that such action shall be taken.