

Annapolis Rowing Club, Inc.

BY-LAWS

(As amended December 1, 2011)

The By-Laws of the Annapolis Rowing Club, Inc. shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Club's Articles of Incorporation of February 4, 1983.

ARTICLE I NAME, DURATION AND PRINCIPAL OFFICE

The name shall be the Annapolis Rowing Club, Inc. (also known herein as Annapolis Rowing Club or the Club). The Club is of perpetual duration, incorporated as a non-stock, not-for-profit Maryland Corporation with its principal office at Gingerville Yachting Center, 2802 Solomon's Island Road, Edgewater, MD 21037. The mailing address is Post Office Box 4191, Annapolis, Maryland, 21403.

ARTICLE II OBJECTIVE

The objective of the Annapolis Rowing Club shall be the encouragement and furtherance of national and/or international sports competition among amateurs, the instruction, and improvement in, and enjoyment of, the activity of rowing, and the promotion of a friendly and social spirit among its members.

The club is exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code according to Internal Revenue Service determination letter of June 12, 1989 (renewed annually), Employer Identification No. 52-1616051.

ARTICLE III Membership Classes and Requirements

- A. Membership in the Club shall not be denied on the basis of race, creed, color, gender, age (except minimum ages), sexual orientation or religion.
- B. Membership in the Club requires acceptance of the Club rules and bylaws. To use the Club facilities and equipment, including coxswain equipment, members and candidates for membership must meet the following safety and proficiency prerequisites:
 - i. Completion and filing of an annual U.S. Rowing Release of Liability; and
 - ii. Completion and filing of a Club Swimming Proficiency Affirmation Form; and

- iii. Demonstration of rowing proficiency by one of the following methods:
 - a. Successful completion of the Club Novice and Intermediate sweep rowing training; or
 - b. Successful completion of the Club Sculling Clinic and certification or equivalent; or
 - c. Substantiated equivalent rowing experience, as certified by coaches or members authorized by the Board of Directors; or
 - d. Demonstration of proficiency to coaches or members authorized by the Board of Directors.

C. The Club shall consist of the following classes of Members:

i. Full Time Memberships

a. Full Time Adult Members To be a Full Active Adult Member, a person shall have reached the age of nineteen (19) years, completed the safety and proficiency prerequisites in paragraph B, and completed one year (12 consecutive months) as a New Member. Full Active Adult members may vote and hold office as long as they have been a member in good standing for 12 consecutive months prior to the nomination deadline.

b. Full Time Youth Members To be a Full Active Youth Member, a person shall have reached the age of fourteen (14) years, be in school, and have completed the safety and proficiency prerequisites in paragraph B. Youth Members must be under the supervision of an Adult Member, Coach, or an approved person as prescribed by the Board of Directors when using club equipment and facilities. Youth Members may not hold office, but may vote after completing one rowing year or the equivalent.

ii. Part Time Memberships

a. Part Time Membership To be a Part Time Member, a person shall have attained the age of fourteen (14) years and satisfied the safety and proficiency prerequisites in Paragraph B. Part Time Members are entitled to row on Weekend Days; Saturday and Sunday. Part Time members may upgrade to a Full Active Membership within the current membership year by paying the balance of dues required for a Full Time Membership. Part Time Members, who have attained the age of nineteen (19) years, may vote and hold office as long as they have been a member in good standing for 12 consecutive months prior to nomination deadline.

b. Seasonal Student Membership To be a Seasonal Student Member, a person shall not have reached the age of twenty-seven (27) years, shall have been a High

School, full-time college or graduate student in the immediately preceding academic year, and shall have satisfied the safety and proficiency prerequisites in paragraph B. Seasonal Student membership is extended on a term of three (3) months, May through August. Seasonal Student Members may not vote or hold office.

c. Coxswain/Coaching Membership A Coxswain/Coaching Membership is a non-rowing membership limited to the training of crews using Club equipment. This member shall have satisfied the safety prerequisites in paragraph B. Coaches may vote but not hold office. Coxswains may vote but not hold office.

d. Temporary Memberships On a case-by-case basis, the Board of Directors may authorize temporary memberships for unusual circumstances in which a potential member will be unable to participate in the Club for a full year. Examples of such unusual circumstances include but are not limited to military deployment, pregnancy, other medical situations, or part-time monthly memberships. Temporary members will pay commensurate, pro-rated dues and must complete the safety and proficiency prerequisites in paragraph B. Members may vote, but not hold office.

e. Friends of Annapolis Rowing Club This membership is intended for those who want to support the Club through financial or equipment donations. This is a non-rowing membership with no use of club equipment. A minimum financial donation will be set forth annually by the Board of Directors. Membership entitles designation of funds donated, invitation to all club events, and will be kept apprised of all club events. This member may vote but not hold office.

iii. New Members

a. New Members Any person who has attained the age of nineteen (14) and completed the safety and proficiency prerequisites in paragraph B. may apply for Club membership. For the first 12 consecutive months following an individual's first successful application for Club membership, he or she shall be a New Member. New members may vote, but may not hold office.

iv. Guest Rowers

- a. Guests with previous rowing experience are welcomed to row when and accompanied by a hosting Club member or where denoted in following section. Coaches, Group Coordinators, and other Club members designated by the Board of Directors maintain the right to refuse to seat a guest in a Club boat. No guest shall be permitted to row more than one (1) time in one (1) calendar year free of charge or whereas denoted in this section.
- b. Guest rowing and passes are offered as a convenience for short-term and temporary participation with Annapolis Rowing Club. These are to be used to promote the community and spirit of rowing and enable the organization to

include and recruit rowing persons. May not vote or hold office.

- i. Monthly Passes: This pass is a one (1) month guest pass not to exceed one (1) month in current season. Pass holders may race.
- ii. Members Sponsored Guest Passes: as a “benefit” of Annapolis Rowing Club membership, Full Active Members and Part Time Members may purchase Guest Passes for use by non-club members.
 1. Guest Pass is pre-purchased in blocks established by the Board of Directors.
 2. Guest Pass = one (1).
 3. Full and Part Time Members have the option to purchase guest pass blocks.
 4. Part Time Members may not allocate a guest pass to oneself.
 5. Guest must row with same “event” to include time, but not necessarily the same boat, and sponsoring member of guest pass must be present.
 6. Guest Pass may be used for non-ARC member regatta participation (Club equipment only) and one (1) Guest Pass per race—not regatta.
 7. Guest Pass purchase blocks are not limited and members may purchase unlimited blocks.
 8. Valid January 1 to December 31 and expire last day of calendar year.
 9. No refunds will be given for partial or unused blocks.
 10. Each guest row must be communicated to membership coordinator or Board of Director Trustee.

D. A former Member who has allowed his/her membership to lapse may be reinstated as Member immediately (no wait) upon payment of appropriate dues and volunteer fees.

E. Member in Good Standing To be a Member In Good Standing, a member must pay dues in full in a timely manner and adhere to all Club rules and policies as set forth in these Bylaws. The Board of Directors has the right to add to or modify the criteria for membership in good standing.

F. Suspension and Revocation of Privileges of Membership The Board of Directors alone has the right to suspend and/or revoke the privileges of any member for cause. Cause for suspension or revocation of privileges includes but is not limited to:

- i. Failure to pay full membership dues in a timely manner; or
- ii. Violation of Club Rules or policies as stated in these Bylaws or other Club documents;
or

iii. Action which has harmed or has the potential to harm the reputation of the Club in the Annapolis community or the local, national, or international rowing community; or

iv. Other acts or omissions on the part of the member, as stated in writing by the Board of Directors and presented to the member.

G. Members facing suspension or revocation of privileges have the right to respond to the allegations prompting their possible suspension or revocation in writing and to appear before the Board of Directors. A quorum of the Board of Directors shall vote on a proposed suspension or revocation of membership privileges. A majority vote is required for suspension or revocation.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. POWERS AND COMPOSITION

A. The corporate powers, business, and property of the Club, including, but not limited to, the setting of dues, fees, assessments, and numerical membership limits, the maintenance of order, the protection of corporate property, the handling of corporate funds, the discipline of members, and all other matters incident to successful continuation of the Club into the future in accordance with its objectives, shall be exercised, conducted, and controlled by the Board of Directors (known herein as the ‘Board of Directors’ or ‘Board’).

B. The Board of Directors shall consist of eight (8) voting members as follows: The President; the Vice-President; the Secretary; the Treasurer (2-year term); the [Boathouse] Captain; the Immediate Past President or Member-at-Large; plus two Trustees (2-year terms which expire in alternate years).

C. The Board of Directors shall meet not less frequently than once a month and five members shall constitute a quorum.

D. Unless any person so elected shall, within ten (10) days after notice of his or her election, signify his or her refusal to act as a Director of the Club, he or she shall be presumed to have accepted his or her election as Director.

SECTION 2. DUTIES OF DIRECTORS

It shall be the duties of the Board of Directors:

A. 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 Club;

B. to manage and supervise, subject to the provision of the Club’s Articles of

Incorporation and these By-Laws, the business and affairs of the Club and to supervise all officers, committees, agents, and employees, and to see that their duties are properly performed;

C. to take disciplinary action with regard to infractions of the Club's Articles of Incorporation and these By-Laws and their amendments as incorporated by resolution by the Board of directors, within the Club's right of self-protection;

D. to install such a system of bookkeeping and auditing so that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Club;

E. to abstain from voting on any issue with which the Board member in question has a financial interest or from any situation where the Board member would benefit from the vote.

F. The Board of Directors shall have ultimate authority in matters under its jurisdiction, also provided in the Club's Article of Incorporation and these By-Laws, and in matters brought before the Board by any member or members of the Club.

SECTION 3. BOARD MEETINGS

A. Regular meetings of the Board of Directors shall be held at such time and at such places as the Board of Directors may prescribe and determine.

B. Special meetings of the Board of Directors shall be held at such times and at such places as the Board of Directors may prescribe and determine, and may be called by the President, Vice-President or any three (3) members of the Board at any time.

SECTION 4. NOTICE OF BOARD MEETING

Notice of regular or special meetings of the Board of Directors may be delivered by the President in person, by telephone, or by written notice or by postal service or electronic mail, provided such sufficient time is given each Director to attend such meeting.

However, any meeting may be held with at least five (5) days' notice in any event.

SECTION 5. QUORUM FOR BOARD MEETING

Five (5) of the total number of Directors shall be a quorum for the transaction of business, and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Articles of Incorporation or these By-Laws.

SECTION 6. COMPENSATION TO BOARD MEMBERS

No member of the Board of Directors shall receive any compensation for his or her services as a Director. A member of the Board of Directors may be compensated for services rendered above and beyond those required by these by-laws, and that compensation should be at or below fair market rates and approved by the Board of Directors. No member, officer, agent, or employee of the Club shall receive any compensation for service unless authorized by the affirmative vote of the Board of Directors.

SECTION 7. VACANCIES ON THE BOARD

A. The members of the Club at any meeting, either general or special, may hold a vote of confidence in a Director. If more than fifty percent (50%) of the voters have no confidence in a Director, then the members may remove him or her with or without cause and fill the vacancy thereby created. The person challenged shall have no vote on such issue. Such person selected to fill said vacancy shall hold office until his or her successor shall be deemed eligible and elected, or until he or she be sooner removed as herein provided.

B. Any vacancy in the Board of Directors due to resignation, death, or other disqualification shall be filled by the terms of the Officer descriptions in Article V, the members of the Club, or by the Board of Directors subject to the same terms and conditions set forth above regarding removal.

C. Any vacancy on the Board shall be filled by the terms in Article VIII, through nomination process no later than 15 days from date of vacancy. Two (2) or more members who are nominated may select a vote by the Club membership or the current Board of Directors. If one (1) nomination is received, the member is automatically granted the term of officer as described in Article V.

**ARTICLE V
OFFICERS**

SECTION 1. ELECTION OF OFFICERS

The election of Club officers shall take place annually at the time and place of the Annual Meeting. Any adult member shall be eligible for office, and only qualified members shall be entitled to vote. Candidates who receive a majority of votes shall be elected. All elections shall be by secret ballot.

A. PRESIDENT

The duties of the President shall be:

- i. to maintain good morale throughout the Club;
- ii. to preside over all meetings of the Board of Directors and of the members, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to sign, as President, all contracts and instruments which have been first approved by the Board of Directors;
- iv. to call the Directors together whenever he or she deems it necessary and to have, subject to the advice of the Directors, direction of the affairs of the Club;
- v. to be a member ex-officio of all committees;
- vi. to maintain continuity in the Club and lay the foundation for next year's rowing;
- vii. to discharge generally such other duties as may be required by these By-Laws or by the Board of Directors.

C. VICE-PRESIDENT

If at any time the President shall be unable to act, the Vice-President shall take his or her place and perform his or her duties; and if the Vice-President shall be unable to act, the Board shall appoint one of the Directors to do so.

It shall be the duties of the Vice-President:

- i. to maintain good morale throughout the Club;
- ii. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to be a member ex-officio of all committees, and to chair the membership committee;
- iv. to maintain continuity in the Club and lay the foundation for next year's rowing;
- v. to act as coordinator of all novice and Intermediate sweep and sculling classes;
- vi. to discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

D. SECRETARY

It shall be the duties of the Secretary:

- i. to keep a record of the proceedings of the meetings of the Board of Directors and of the members;
- ii. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to keep the corporate seal and to affix the same to all papers requiring a

- seal;
- iv. to issue all notices and to conduct all correspondence pertaining to the office;
- v. to maintain the continuity in the Club and to lay the foundation for the next year's rowing;
- vi. to discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

E. TREASURER

It shall be the duties of the Treasurer:

- i. to serve a 2 (two) year term of office;
- ii. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to receive and deposit into a bank or banks, as designated by the provisions of Article IX. all funds of the corporation and to account for all receipts, disbursements, and balances on hand;
- iv. to furnish a bond in such form and in such amount, if any, as the Board of Directors may, from time to time, require;
- v. to maintain the continuity in the Club and to lay the foundation for the next year's rowing;
- vi. to prepare a Treasurer's Report, showing a statement of the Club's receipts and expenditures, to be submitted to the Board of Directors at each annual meeting, and distributed for approval by membership;
- vii. to discharge such other duties as pertaining to said office or may be prescribed by the Board of Directors;
 - a) The funds, books, and vouchers in his or her possession shall, at all times, be subject to verification and inspection by the Board of Directors.
 - b) At the expiration of his or her term of office, the Treasurer shall deliver to the successor all books, monies, and other property of the Club.

F. BOATHOUSE CAPTAIN

It shall be the duty of the Boathouse Captain:

- i. to have charge of the Club's boats and the placement of members' boats and their use and storage;
- ii. to see that proper repairs are made and equipment furnished, and to enforce the rules of the Club relating thereto;
- iii. to serve as ex-officio member of the Regatta Committee;
- iv. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;

- v. to propose and enforce general rules to be adopted by the Board of Directors and distributed to all members without regard to classification;
- vi. to maintain good morale throughout the Club;
- vii. to maintain continuity in the Club and lay the foundation for next year's rowing;
- viii. to discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

G. TRUSTEES (Two positions, with elections alternating each year for each position)

It shall be the duty of the Trustees:

- i. to serve a 2 (two) year term of office;
- ii. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to serve as Coordinator of certain committees;
- iv. to maintain good morale throughout the Club;
- v. to maintain continuity in the Club and lay the foundation for next year's rowing;
- vi. to discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

H. Immediate Past-President or Member-at-Large

It shall be the duties of Past-President/Member-at-Large:

- i. to serve a one year term of office;
- ii. to be present at all meetings of the Board of Directors and of the members of the Club, and that he or she have no power to decide questions of privilege without previously consulting the Board of Directors;
- iii. to maintain good morale throughout the Club;
- iv. to maintain continuity in the Club and lay the foundation for next year's rowing;
- v. to discharge such other duties as pertain to said or may be prescribed by the Board of Directors.

**ARTICLE VI
COMMITTEES and Coordinators**

The Club shall have standing committees based on the needs of the organization. The following standing committees and coordinator positions are as follows: A Regatta Coordinator, a Nominating Committee of at least three (3) persons, a Finance Committee, comprised of the second year Trustee and two appointed club members, not from the Board, a Wye Island Regatta Committee to organize and run the Club's own regatta, and a Search Committee to oversee the relocation and re-establishment of the Club. The Board of Directors may establish additional

standing committees from time to time. The Board of Directors shall appoint members of these committees, and members of the Board of Directors may also be appointed to these committees, except as otherwise delineated in these by-laws. Appointments may be revoked at any time by majority vote of the Board of Directors. Committee chairs may be regular attendees at Board of Directors meetings and as such shall act in a non-voting capacity.

The Board of Directors may establish additional committees for specific purposes. Such committees serve at the pleasure of the Board of Directors and may be disestablished by the Board by majority vote or by a new Board's failure to reinstitute.

A. **THE REGATTA COORDINATOR** The Regatta Coordinator shall be responsible for facilitating and coordinating the participation of the Club and its members in regattas and other competition hosted by other rowing organizations. It shall encourage competitive rowing, establish, and publish rules regarding such activities. The appointed member works with current Board of Directors to establish the annual club sponsored regattas. The Coordinator will incorporate input from a majority of members of the Club to establish sponsored regattas. This Coordinators responsibility does not extend to organizing any regatta hosted by the Annapolis Rowing Club.

B. **THE NOMINATING COMMITTEE** The Nominating Committee shall be responsible for ensuring that the process for the annual election of the appropriate members of the Board of Directors is set in motion according to the timeline set forth in Article VIII, Section 2 of these by-laws. The Committee will consist of at least three (3) Club members and may include members of the Board of Directors not running for re-election. The committee shall solicit nominations for the available offices, issue election ballots to eligible club members, and run the election at the annual meeting.

C. **THE FINANCE COMMITTEE** The Finance Committee shall consist of the second year Trustee and two appointed Club members. The Committee shall be responsible for a random review of the Treasurer's books to include a sampling of checks and receipts, bank statements, and the cash balance at least twice a year and upon the election of a new Treasure. The Trustee will report findings at a regularly scheduled Board meeting.

D. **THE WYE ISLAND REGATTA COMMITTEE** The Wye Island Regatta Committee shall be responsible for organizing and conducting the Club's annual regatta. The chairperson shall be appointed by the Board of Directors and assisted by volunteers from the club, organized in sub-committees responsible to the chairperson for specific elements of the event. The chairperson shall supply the Board of Directors with an overall plan for the conduct of the regatta early in the calendar year, including a proposed budget. The Board of Directors shall approve the plan and budget in a timely manner to allow for proper planning of the regatta. The Committee shall submit a finance ledger monthly to the Board of Directors showing all expenditures. The Board of Directors must approve all expenditures in excess of five hundred dollars (\$500.00).

E. **THE SEARCH COMMITTEE** The Search Committee is responsible to the Board of Directors for coordinating efforts to relocate the Club to a new site and for oversight of the required activities to make the move. The Committee shall consist of no less than three (3)

members. The Committee chairperson is responsible to the Board of Directors for the required actions to acquire and preserve a new location. Neither the chairperson nor any members of this Committee may commit the Club to any expenditure or other binding action without the approval of the Board of Directors.

ARTICLE VII MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING

- A. An annual meeting of the members of the Club shall be held at the principal office of the Club, or elsewhere, as specified in the notice of call of such meeting, on the first Monday in November each year, at an hour fixed in the notice of call thereof, for the purpose of transacting any business authorized or required to be transacted.
- B. In the event the first Monday in November shall be a legal holiday, then the meeting shall be held on the next succeeding day which shall not be a legal holiday.
- C. The President shall preside over the annual meeting.
- D. The order of business conducted at the annual meeting shall be as follows.
 - i. call to order
 - ii. election of officers
 - iii. reading and approval of the prior year Annual Meeting minutes
 - iv. reading/presentation of treasurer's report
 - v. reports of standing committees
 - vi. reports of select committees
 - vii. unfinished business
 - viii. new business
 - ix. adjournment
- E. The order of business may be altered or suspended at any meeting by a majority vote of the members present.
- F. The usual parliamentary rules as laid down by "Robert's Rules on Order" shall govern when not inconsistent with these by-laws.

SECTION 2. GENERAL MEETINGS

General meetings of the members of the Club shall be called by the President and Secretary jointly, the Board of Directors, or by any group of members of the Club which shall constitute two-tenths in number of the qualified voting members of the Club.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members of the Club shall be called by the President and Secretary jointly, the Board of Directors, or by any group of members of the Club which shall constitute two-tenths in number of the senior members of the Club.

SECTION 4. NOTICE OF GENERAL OR SPECIAL MEETINGS

Notice of the annual meeting and all general and special meetings of the members of the Club shall be given to each member at least five (5) days before the date of any such meeting. Notice of any meeting may be given in writing or in person or by telephone or by postal service or by electronic mail.

SECTION 5. QUORUM

The presence of one-fifth of the total number of qualified voting members shall constitute a quorum at any meeting.

SECTION 6. VOTING

In the case of equal numbers of votes, the President shall have a deciding vote.

ARTICLE VIII ELECTIONS

Elections for the Board of Directors for the following year shall be held at the Annual Meeting of the Club. The following procedure shall be observed:

SECTION 1. NOTICE OF ELECTIONS

Sufficient notice of elections shall be provided to the membership by postal service or electronic mail, in order to allow time for soliciting nominees for the election ballot.

SECTION 2. NOMINATIONS

- A. Nominations shall be made in a form determined by the Board.
- B. Only those who are members of the Club identified in Section C of Article III of these By-Laws may hold office.
- C. Any member who is compensated by the club for club related activities or compensated by other members of the club for coaching, is not eligible to hold office, due to the likelihood of conflicts of interest .

- D. Nominations shall be accepted by the Nominating Committee only if received by the Nominating Committee on or before the second Monday of September.
No nominations shall be valid unless by the due date it has been:
 - a) deposited in a ballot box at the principal office; or
 - b) delivered to the Nominating Committee in person, or by postal service or electronic mail.
- E. The list of candidates shall be distributed by the Nominating Committee to the membership in a form determined by the Board not later than the first Monday in October.

SECTION 3. ELECTION

- A. Election shall take place by written ballot which shall be received in the Club P.O. Box, in person, or electronic mail no later than one day prior to the annual meeting, or submitted to a member of the Nominating Committee at the annual meeting.
- B. The current membership roster shall be used in forming the electoral roll. Members of the Club must be in good standing to vote.
- C. The duration of voting shall be from the time that ballots are distributed through the business of the election of officers and trustees at the Annual Meeting.
- D. The election ballot shall include the following positions, unless the incumbent is to serve the second year of a two-year term:

- President
- Vice-President
- Secretary
- Treasurer (2-year term)
- Boathouse Captain
- Trustee (2-year term) <One Trustee is elected each year>
- Trustee (2-year term)
- Member-at-Large (when the current president is running for reelection)

If the current President is seeking reelection and loses, the results of the election for Member-at-Large are nullified and the Past-President/Member-at-Large Board position will be filled by the outgoing president. If the current president wins reelection, then the elected Member-at-Large serves on the Board of Directors. If the current President is not running for reelection then the vote for the Member-at-Large position need not be held.

- E. In the case of equal number of votes, the retiring President, unless he/she is the candidate in question, in which case the Vice President, unless he/she too is the candidate in question, shall have a deciding vote. If neither officer is in a position to have the deciding vote, the immediate past president, followed by the secretary and treasurer shall have a deciding vote if one of the aforementioned officers is the candidate in question.
- G. The results of the election shall be published within forty-eight (48) hours of the close of voting.

SECTION 4. COMPLAINTS

- A. Any complaint about the conduct of the election must be made to the Board within forty-eight (48) hours of the publication of the election results.
- B. The complaint shall be ruled on by the retiring President (or Vice President) within seventy-two (72) hours of its receipt, and the complainant(s) informed of the ruling in writing, unless the retiring president is the subject of the complaint, in which case the Vice President, unless he/she too is the subject of the complaint, shall rule on the complaint. If neither officer is in a position to act, the Immediate Past President, followed by the Secretary and Treasurer shall rule on the complaint.
- C. Upon investigation of a complaint, if it seems to the retiring officer just and equitable to do, he or she may rule one or more of the elections to be void. In the event of an election being declared void, a new election shall be held.

**ARTICLE IX
BANK DEPOSITS AND EXECUTION OF CHECKS**

- A. Funds of the Club shall be deposited in such bank or banks as the Treasurer of the corporation shall designate.
- B. All checks, drafts or orders for the payment of money, notes, or other evidence or indebtedness issued in the name of the Club shall be signed by such officer or officers, director or directors, or agent or agents of the Club as shall be determined by resolutions of the Board of Directors.

**ARTICLE X
CORPORATE SEAL**

- A. In the event that the President shall direct the Secretary to obtain a corporate seal, said corporate seal shall be circular in form and shall have inscribed thereon the

name of the corporation, the year of its organization, and the word "Maryland."

ARTICLE XI LIABILITIES

- A. No person who is not a member of the Club may use any of the facilities or equipment without the permission of the Board of Directors.
- B. Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent 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 or her acts or failure to act under these By-Laws, excepting only acts or omissions arising out of his or her willful misfeasance.

ARTICLE XII AMENDMENTS

- A. These By-Laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a majority of the Directors present and voting shall vote in favor of such alteration or amendment.
- B. Club rules may be adopted by a majority vote of the Directors at any meeting of the Board of Directors.
- C. No Club rule shall be adopted which is inconsistent with the Club's Articles of Incorporation or these By-Laws.

ARTICLE XIII DISSOLUTION

The Annapolis Rowing Club shall not be dissolved or the property disposed of as long as ten (10) members in good standing are willing to contribute, and this Article with respect to dissolution shall not be altered or amended unless by unanimous vote of all the members present and voting at a regular 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 a meeting. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose. The beneficiary of choice is the United States Rowing Association.

The foregoing are certified as the By-Laws of the Annapolis Rowing Club, accepted by those present and constituting a quorum at the General Meeting held on the 21st day of August, 1991

amended by the Board of Directors on February 5, 1997, amended by the Board of Directors on October 16, 2002, amended by the Board of Directors on March 16, 2004, and amended by the Board of Directors on July 17, 2007, and amended by the Board of Directors on February 17, 2009, and amended by the Board of Directors on March 1, 2010, and amended by the Board of Directors June 1, 2010, and amended by the Board of Directors March 1, 2011, and amended by the Board of Directors December 1, 2011

/signed/ _____
Jeff Arnold
President, Annapolis Rowing Club