

By-Laws of the Michigan Rowing Association

Last amended: February, 2015

Article I (Name)

The name of the corporation is the "Michigan Rowing Association" (hereinafter "MRA" or "the Company").

Article II (Purpose)

Section 1 General Purpose

The purpose of MRA shall be: To stimulate and foster interest in the sport of rowing among amateurs as individuals; To train suitable candidates in the technique of rowing so as to compete in national and international competition and thereby improve the caliber of candidates represent the United States in the Olympic Games; To publicize the manifold advantages of rowing as a means to health and physical development; To uphold the principles and standards of amateur rule, as laid down by the national and international rowing sports governing bodies; To promotes interest through competition and the holding of regattas; To use every reasonable endeavor for the advancement of amateur rowing in accordance with the best traditions of sportsmanship.

MRA may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable purposes. Notwithstanding any other provision of these By-laws, the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2 Relationship with The University of Michigan Rowing Team and other rowing programs

MRA shall provide supervision over the University of Michigan Rowing Team (hereinafter "UMRT"). This supervision shall include, but not be limited to:

- a. Hiring coaches for UMRT as described in Article IV, Section d. MRA shall appoint a standing committee to conduct interviews with prospective coaches, and provide the MRA Board of Directors with a recommendation for coaches. Final decisions shall be made by the MRA Board of Directors in accordance with Article IV of these by-law and with the cooperation of the University of Michigan;
- b. MRA will consult with and advise UMRT & the University of Michigan on all equipment purchases and sales of value greater than \$500, retaining the definitive authority on such purchase decisions;
- c. MRA shall file all documents required by state and federal law for MRA and UMRT;
- d. MRA shall pay dues required by the United States Rowing Association for UMRT; and
- e. MRA shall maintain the lease with the City of Ann Arbor for the land in which the boathouse resides

Article III (Board of Directors)

Section 1: Composition

The Board of Directors shall consist of 9 members. Four of the Directors shall be elected as Officers of the Board of Directors. The President and Vice-president shall be elected on even years for two-year terms and the Secretary and Treasurer shall be elected on odd years for two-year terms. Three of the five remaining Directors shall be elected on odd years for two-year terms. The remaining two directors shall be elected on even years for two-year terms.

Section 2: Elections

Elections to the Board of Directors shall be held at the annual meeting in April of each year. The Board of Directors will have the option to utilize an electronic election process, in place of the annual meeting election, if the Board of Directors deems fit. Any Regular Member shall be eligible for election to the Board of Directors except only Regular Members whose membership is at least one year old shall be eligible for a position as an Officer of the Board of Directors.

Section 3: Removal from the Board of Directors

Officers and Directors may be removed from the Board of Directors by a vote of regular membership at any regular membership meeting, provided:

- a. Written notice is given to all regular members at least ten days in advance of the meeting at which such vote will be on the table;
- b. A quorum of regular members is present; and
- c. Two-thirds of voting members vote for removal, abstentions disregarded

Section 4: Vacancies

Vacancies on the Board of Directors shall be filled by the president or highest ranking officer and approved by a vote of the Board of Directors, provided:

- a. Written notice is given to all regular members at least ten days in advance of the meeting at which such vote will be on the table;
- b. A quorum of the Board of Directors is present; and
- c. Two-thirds of those voting vote for appointment, abstentions disregarded

Section 5: Resignations

A resignation of an Officer or Director shall be accepted by a majority vote of the Board of Directors provided that written documentation of the resignation is provided to the Board.

Article IV (Duties of Directors)

Section 1: Duties The duties of the Board of Directors shall be:

- a. To manage and supervise, subject to the provisions of these by-laws , the business and affairs of MRA, its officers, committees, agents and contractors and to assure that their duties are performed properly;

- b. To keep a complete record of all its acts and of the proceedings of all regular meetings and board meetings, showing in detail the condition of the affairs of the association;
- c. To install such a system of bookkeeping and auditing that each member may know and be advised fully, at each regular meeting, the condition of receipts and disbursements of the association;
- d. To select and hire, upon recommendation of the standing coaching committee and the University of Michigan, the head coach for UMRT any other Program member under MRA's supervision;
- e. To approve all paid assistant coaches for UMRT and any other Program member under MRA's supervision; and
- f. To negotiate and execute all head coaching contracts for UMRT and any other Program member under MRA's supervision.
- g. To consult with and advise UMRT and the University of Michigan on all equipment purchases and sales of value greater than \$500, retaining the definitive authority on such purchase decisions

Section 2: Voting Rights

- a. A majority shall vote in the affirmative in order to pass any resolution or authorize any business, provided a quorum is present. A quorum for special meetings, board meetings not taking place at regular membership meeting, and committee business shall be a simple majority of those holding such positions.
- b. A quorum for regular meetings shall be considered one-third of Board Members. A majority shall be 51% or greater of those Board Members actively voting, disregarding abstentions.

Article V (Duties of Officers)

Section 1: President

- a. Shall preside over all meeting of the association and its Board of Directors;
- b. Shall be kept informed as to all actions taken by UMRT at its meetings and as to all actions taken by any other Program member under MRA's supervision at their meetings;
- c. Shall act as liaison with UMRT coaching staff in day-to-day routine matters and with the coaching staffs of any other Program member under MRA's supervision;
- d. Shall sign all contracts and instruments which have been approved in accordance with these by-laws; and
- e. Shall cosign all accounts with the treasurer

Section 2: Vice-President

- a. Shall preside over all meetings where the president is unable to attend;
- b. Shall act as president in cases where the president is unable to fill those responsibilities, due to illness, removal from office or resignation from office until a new president shall be elected or appointed;
- c. Shall prepare and file an annual report of the actions of the Board of Directors and a synopsis of MRA for each year; and
- d. Shall maintain complete records of the organization.
- e. Shall be in charge of fundraising and head the Fundraising Committee

Section 3: Secretary

- a. Shall keep a record of the proceedings of all regular and Board of Directors meetings;
- b. Shall receive and file all committee reports;
- c. Shall receive and file all contracts into which the association has entered;
- d. Shall maintain and distribute to all members an up-to—date list of all officers, directors and regular members;
- e. Shall obtain from UMRT and any other Program Member over which MRA has supervision a complete mailing list of rowers, including home addresses;
- f. Shall keep an up-to-date list of UMRT’s and any other Program Member’s alumni and their current addresses; and
- f. Shall enter balances of every account which MRA holds into the minutes of every regular monthly meeting

Section 4: Treasurer

- a. Shall receive and deposit all funds of the association and account for all receipts, disbursement and balance on hand at each regular meeting;
- b. Shall prepare and file in a timely manner all federal, state or local tax forms;
- c. Shall maintain up-to-date liability and property insurance as may be required for the operation of association activities;
- d. Shall establish and maintain a professional relationship with a CPA or accountant;
- e. Shall keep informed as to the financial status of UMRT and any other Program Member over which MRA has supervision on a monthly basis;
- f. Shall be able to furnish an itemized list of funds received by the organization every month, such itemization including amount and source of funds;
- g. Shall furnish UMRT treasurer with an itemized invoice whenever MRA requests funds from UMRT; and
- h. Shall provide to the secretary an itemized list of account balances for entry into the minutes of every regular monthly meeting

Article VI (Membership)

Section 1: Membership

- a. A Regular Member of MRA shall be defined as any person who wishes to participate in the Company, has registered a valid email address with the Company’s website, and who has donated to the MRA general account during the previous fiscal year. Membership terms will automatically expire if a member does not donate to the MRA general account during a full fiscal year, with membership expiring at the end of the fiscal year without a donation.
- b. Program Membership. A high school or community rowing program shall be a Program Member of MRA when the program provides to MRA a complete list of the program’s members; addresses, telephone numbers, and signed insurance waiver forms for every member of that program.

Section 2: Meetings

- a. Regular membership meeting shall be held on the first Wednesday of each month at 9:00 p.m. via a phone teleconference, unless otherwise designated by the President of MRA. Regular membership meetings are open to anyone wishing to attend.
- b. Special meetings and/or Board of Directors meeting may be called by the President or any 3 members of the Board of Directors.
- c. Committee meetings shall be held at the discretion of the chairpersons of the committees.
- d. An annual meeting shall be held on the first Wednesday of April of each year.

- e. Notice of meetings, or notice of changes in time or place or regular monthly membership meetings shall be provided at least seven (7) days in advance.

Section 3: Voting Rights

a. Regular Members:

- I. Regular Members shall have one vote each in the election of the Board of Directors and the Officers of the Board of Directors at the annual meeting. A quorum of members holding voting rights shall be required before any elections may be held. A majority vote in the affirmative of those present and voting at the annual meeting shall be required to elect any Board of Director or Officer of the Board of Directors.
- II. A quorum shall be considered one-third of regular members holding voting rights. A majority shall be 51% or greater of those regular members actively voting, disregarding abstentions.
 - i. If a quorum of members is not available at the annual meeting, a vote can be held via email or other electronic method, to be conducted by the President or Secretary, depending on whether it is an even or odd year. The election process shall call for nominations for thirty (30) days and provide an additional thirty (30) days for Regular Members to vote. Regular Members who do not vote electrically will be assumed to have abstained.
- III. Regular members may vote on: election of officers, election of directors, removal of officers, removal of directors, revision of by-laws.

Article VII (Bank Accounts)

The funds of the association shall be deposited in a such financial institutions as the officers shall designate. All withdrawals shall be made with only the signatures of the treasurer and the president. MRA will also Hold the team's accounts, provide oversight, be signatories on the accounts, and review those accounts quarterly.

Article VIII (Standing Committees)

The president shall appoint the following standing committees:

- a. Social media / Communications;
- b. Fundraising;
- c. Budget / Capital Planning; and
- d. Coaching selection (as needed)

Each Standing Committee must be represented by a minimum of one Member. The President shall also maintain he ability to create future committees, which may or may not be limited in lifespan, if deemed necessary by the Company.

Article IX (Fiscal year)

The Company's fiscal year end shall be December 31st.

Article X (Indemnification)

Every person who is or shall be or shall have been an Officer of Director of the Corporation and his or her personal representative shall be indemnified by the Corporation against all costs and expenses

reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceedings to which he or she may be made a party by reason of his or her being or an Officer or a Director of the Corporation or any subsidiary or affiliate thereof. Costs and expenses of actions for which this article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

Article XI (Amendments to these By-Laws)

These by-laws may be amended at a regular membership meeting, on a vote of regular members, provided:

- a. Only regular members who have attended the two regular membership meetings prior to the vote on the amendment may vote;
- b. A quorum of regular members who have attended the two regular membership meetings prior to the vote on the amendment are present;
- c. Two-thirds of the votes are in the affirmative, abstentions disregarded; and
- d. Written notice of the proposed changes, along with a copy of the current by-laws is given at least fourteen days in advance of the meeting at which the vote shall take place.