

THE FOURTH AMENDED BY-LAWS OF THE ST. CROIX ROWING CLUB, INC.,

A WISCONSIN NONPROFIT, NONSTOCK CORPORATION

ARTICLE 1: PURPOSE

The primary purpose of this corporation shall be to promote and educate people about the sport of rowing and to be good environmental stewards of the St. Croix River. This corporation is organized exclusively for charitable, educational and scientific purposes, and to benefit the public, within the meaning of Section 501(c)(3) of the Internal Revenue Code. This corporation shall have all of the general powers enumerated in Wisconsin Statutes.

ARTICLE 2: MEMBERSHIP

Section 1 — Eligibility for membership: Application for membership shall be open to any person 14 years of age or older desiring to row as a member of the St. Croix Rowing Club. Due to the dangers inherent in the sport of rowing, any person under the age of 18 years may be a member but must be sponsored by their parent(s) who must be also be member(s) and must be supervised by their parent(s) or another member 18 years or older when using club boats and equipment in the boat house and/or moving or using club boats to or from or on the water. The club will not be liable for any member's use of personal boats on the water. All memberships shall be granted upon a majority vote of the board after receipt of annual dues paid in full. Dues of members may be set at different rates dependent upon membership class.

Section 2 — Annual dues: The amount required for annual dues shall be set by a majority vote of the members at the annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues and other charges as may be assessed by the Board.

Section 3 — Classes of membership: The members of the club shall be divided into classes as follows:

- a. Regular Member. Any person of age 18 or older who has been a member for more than one rowing season, and has paid appropriate dues and fees shall be a member of this class.
- b. Junior Member. A person aged 14-17 whose parent or guardian is also a member and has paid appropriate dues and fees is a member of this class. The Club may require consent and indemnification from a responsible parent or guardian of such minor. Junior members are not eligible to vote.
- c. First-year Member. Any person who is in their first rowing season with the club as a member shall belong to this class. This includes members who have joined the club after Learn to Row and members who have returned after an absence, not including Leave of Absence members. First year members are ineligible to vote.
- d. Leave of Absence Member. Any member who has been a member in good standing for at least one full rowing season and wishes to retain their seniority for up to two full rowing seasons will pay dues as a Leave of Absence member. This membership category retains seniority on the rack space list and allows for up to 5 guest rows per season at no fee. Leave of Absence members are not eligible to vote.

The board shall have the authority to establish and define other categories of membership.

Section 4 — Termination of membership: Membership may be voluntarily terminated by resignation in writing addressed to any Director of the Club, and such resignation shall be accepted unless the resigning member is in default of his obligations to the Club or has charges pending against him (in which case the Board may accept such resignation).

Membership is terminable by the Board of Directors for good cause shown, including, but not limited to:

- a. non-payment of any indebtedness to the Club;
- b. failure to comply with any obligation or to redress any liability to the Club;
- c. violation of any of the Bylaws, rules and regulations, or directives of the Board of Directors or duly empowered committees or officers;

- d. violation of laws, ordinances, rules, regulations or directives of the local area, the United States Coast Guard or other governmental agency or body, where such violation is material to the Club's activities, and
- e. conduct injurious to the order, peace, interest, reputation or welfare of the Club.

No refunds of dues or fees will be made upon any member's termination. Resignation or termination shall not relieve a member of unpaid dues or other charges previously accrued.

Section 5 - Procedure for Discretionary Termination. In the event that cause for termination as set forth in Section 4 has been called to the attention of the Board of Directors, the Board may elect to request the member in question state whether he/she wishes to resign and to accept his/her voluntary resignation, if such member answers in the affirmative.

If the Board of Directors deems that a valid cause for termination has been brought to its attention, or upon petition of five or more members in writing, the Board shall set a closed hearing to determine the validity of the charge. The hearing shall be set at a reasonable time, and adequate notice shall be given thereof to the accused member, who shall have the right to appear in person, either with or without counsel or other assistance. The hearing may be adjourned from time to time, as may be necessary.

If upon such hearing the Board shall be satisfied with the truth of the charge, the Board may censure, suspend, or terminate the membership of the accused member, as the Board in its sole judgment shall determine. The Board need not set forth the reasons for its action, and in the absence of bad faith or malice, the decision of the Board shall be final. No member of the Board who is so accused shall sit in judgment upon himself/herself. In its discretion, the Board may designate three or more club members as a committee to hear the matter, but determination in such cases shall be on such committee's report by or to a quorum of the whole Board.

Section 6- Reinstatement. A person whose membership has been terminated for failure to pay dues and fees, or other indebtedness to the Club, may be reinstated upon payment of all arrears and by action of the Board. A person who has resigned in good standing and rejoins the Club is not subject to payment of an additional fee.

A person whose membership has been terminated for cause may be reinstated by the Board of Directors on such terms and conditions as to the Board appears meet and just.

ARTICLE 3: MEMBER MEETINGS

Section 1 — Regular meetings: Regular meetings of the members shall be held two times a calendar year, at a time and place designated by the president.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the president. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the club, and determine the direction of the club for the coming year.

Section 3 — Special meetings: Special meetings may be called by the president or a simple majority of the board of directors. A petition signed by 30% of voting members or a minimum of five voting members, whichever is greater, may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be communicated to members not less than two weeks prior to the meeting.

Section 5 — Quorum and Procedure: A quorum is defined as the minimum of 30% of voting members or 5 voting members, whichever is greater. Questions of procedure shall be determined by the President with review and approval of the Board. All questions of procedure shall be determined in the spirit of the Bylaws and Roberts Rules of Order when these questions are outside the content of the governance documents.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Members may attend through electronic means that allow for active participation in the meeting: ex. telephone conference, internet conference.

Section 7—Proxy Votes: Proxy votes are not allowed at any Board, committee or membership meeting unless the Board or Director of the committee in question directs otherwise.

ARTICLE 4: BOARD OF DIRECTORS

Section 1 — Board size and compensation: The board shall have up to nine , but not fewer than seven members. The board is composed of the club President, Treasurer, Secretary and Commodore as well as three to five at-large members who are eligible to vote. The President is the chair of the Board of Directors. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All at-large board members shall serve two-year terms. These terms shall be staggered so that turnover is limited to 50% ± 1 member per year. The officers shall serve one-year terms.

Section 3 — Meetings and notice: The board shall meet at least two times a calendar year, at a time and place designated by the president. An official board meeting requires that each board member have notice at least one week in advance of the meeting. All members shall also receive notice of board meetings and may observe, but not vote.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: The board shall be responsible for approving a slate of prospective board members and officers. Any member can nominate a candidate to the slate of nominees.

Section 6 -- Filling of vacancies: Any vacancy occurring on the board may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, although less than a quorum.

Section 7 — Quorum: A quorum of a board consists of two-thirds of the directors in office immediately before a meeting begins.

Section 8 -- Voting: If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

Section 9 — Resignation and removal: Resignation from the board must be in writing and received by the secretary to take effect. Any director or officer may be removed from office by a vote of two-thirds of members of the Board of Directors. Voting members may remove, with or without cause, one or more directors, but only at a meeting called for that purpose and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of a director(s). Meetings for the purpose of removal of a board members or officer shall be closed meetings.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the president or two directors. Notices of special meetings shall be sent out by the secretary or president to each board member at least two days in advance and shall be given by mail, email or fax to the last known address of each director.

Section 11 – Methods of Conducting Meetings: A majority of the board of directors may make a decision without meeting together, using a telephone conference, written or email correspondence.

Section 12 – General powers: The powers and duties of the Board include the following, as limited elsewhere in these by-laws:

- a. To implement, interpret and propose changes to the by-laws
- b. To adopt, enforce, interpret, amend and repeal the rules and policies of the Club

- c. To impose and enforce penalties against members for violation of the by-laws, rules, or policies up to termination of membership
- d. To propose amounts of annual dues and special assessments for ratification by the membership, and to set fees and penalties
- e. To authorize expenditures on behalf of the club up to 50% of available funds exclusive of annual operating costs and annual debt payments
- f. To incur indebtedness binding on the club
- g. To select and remove employees of the club, and to set their compensation
- h. To select and retain banks, bookkeepers, accountants, collectors, lawyers and other services
- i. To join and send delegates to organizations and associations whose purposes do not conflict with these by-laws
- j. To approve special committees or individuals for specific purposes
- k. To remove and replace officers of the board, and to select a president pro-tempore to preside in the absence of the president
- l. To keep records of the proceedings of the club
- m. To make in writing at each general membership meeting, and at each special membership meeting called for that purpose, a report showing in detail the financial and physical condition of the club
- n. To admit, reject and expel members
- o. To preserve the club for future members

ARTICLE 5: OFFICERS

There shall be a president, secretary, treasurer and commodore whose terms shall be one year. These officers shall perform the duties customary for their offices. A person may hold two or more offices. The directors may appoint other officers and designate their duties. All officers must be voting eligible members.

ARTICLE 6: AMENDMENT OF BY-LAWS

Section 1 -- By board: The board may amend or repeal the corporation's bylaws or adopt new bylaws by a majority of the board, except to the extent that any of the following applies:

- (a) The articles of incorporation or any other provision of Wisconsin Statutes Chapter 181 reserves that power exclusively to the members.
- (b) The members, in adopting, amending or repealing a particular bylaw, provide within the bylaw that the board may not amend, repeal or readopt that bylaw.

Section 2 -- By members with voting rights: Members with voting rights may amend or repeal the club's bylaws or adopt new bylaws even though the board may also amend or repeal the corporation's bylaws or adopt new bylaws.

ARTICLE 7: GENERAL POWERS

The corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status: (1) as a corporation exempt from Federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) as a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). The corporation shall not participate directly or indirectly in political campaigns for or in opposition to candidates for public office.

ARTICLE 8: DISSOLUTION

Upon the dissolution of the corporation, the directors shall, after paying or making provisions for the payment of all the corporation's liabilities, dispose of all the corporation's assets exclusively for the stated purposes of the corporation in such

manner as the directors shall determine or to such organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law), as the directors shall determine.

(Adopted May 28, 2003, first amendment June 11, 2006, second amendment April 10, 2007, third amendment May 23, 2011, fourth amendment November 7, 2013)