

**By-Laws
of
Friends of Shenendehowa Crew, Inc.**

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ARTICLE I: GENERAL PROVISIONS

SECTION 1. NAME

The name of this organization is Friends of Shenendehowa Crew, Inc (“the Corporation”). The Corporation may do business as Shenendehowa Crew, Shen Crew, Burnt-Shen, SSGS, or any other designation approved by the Board of Directors for the purposes of recruiting and competition.

SECTION 2. LOCATION

The principal office of the Corporation shall be in the Town of Clifton Park, County of Saratoga, State of New York. The Corporation may also have offices at such other places within or without this state as the Board may determine, or the business of the Corporation may require.

SECTION 3. PURPOSE(S)

The purposes for which the Corporation has been organized are a) to receive, maintain, and expend funds for the development, promotion and support of the Corporation’s programs and activities; b) promote the sport of crew; c) to promote and encourage the Corporation’s participation in local, regional, national, and international rowing competitions.

SECTION 4. FISCAL YEAR

Except as from time to time or as otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of **August** of each year.

SECTION 5. CONSTRUCTION

In event of a conflict between, evinced mutually exclusive provisions contained within, the Corporation’s certificate of incorporation (the “Certificate of Incorporation”), these Bylaws, or the Corporation’s adopted policies the conflict shall be resolved according to the following hierarchy, listed in order of greatest weight: The Certificate of Incorporation, these Bylaws, Corporation Policy.

SECTION 6. SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and such words and figures showing that the Corporation was incorporated in the State of New York and showing the year of incorporation.

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ARTICLE II: MEMBERS

SECTION 1. MEMBERSHIP

SECTION 1.1 GENERAL

There shall be three classes of members: Voting Members, Associate Members, and Honorary Members (each term shall have the meaning as defined herein). Membership shall be open to any individual residing in districts traditionally served by Friends of Shenendehowa Crew, Inc., SGS Rowing Association, Inc., and any other districts as determined by the Executive Director in conjunction with the Head Coach and Board of Directors.

SECTION 1.2 VOTING MEMBERS

Voting Members, or Member-Families, are anyone who, within the previous twelve months, made payment in full on behalf of a minor, or him or herself individually, and fulfilled any obligations, as determined in the sole discretion of the Board, in order to secure registration in a program sponsored by the Corporation.

Voting members in good standing shall have voting rights as herein provided. A voting member is limited to one vote **per registration paid** by a voting member, **irrespective of the type of registration paid**. Voting members' voting privileges may be suspended for failure to maintain good standing, as defined herein, including, but not limited to in Article II, Section 2. Good Standing of these Bylaws.

SECTION 1.3: ASSOCIATE MEMBERS

Associate members shall include: anyone who has paid the appropriate fee for an associate membership, as determined by the Board; Alumni rowers; minor rowers in good standing; and current coaches. Associate members shall not have voting rights.

SECTION 1.4: HONORARY MEMBERS

Honorary members shall be appointed from time to time by the Board by virtue of service to the Corporation. Honorary members shall not have voting rights.

SECTION 2. GOOD STANDING

SECTION 2.1 GENERAL

A member in good standing has fulfilled all obligations set forth herein, in addition to any other obligations set forth pursuant to resolutions by the Board of Directors, including, but not limited to, membership dues, fund-raising requirements, and volunteerism requirements.

SECTION 2.2 MEMBERSHIP DUES

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Membership dues shall be required in an amount determined by the Board of Directors, prior to the registration period for a given season, pursuant to a resolution adopted through its regular voting procedures.

SECTION 2.3 VOLUNTEERISM REQUIREMENTS

It shall be required in that all Member-Families volunteer a number of hours as required in the sole discretion of the Board of Directors, pursuant a resolution adopted through its regular voting procedures.

SECTION 2.4 FUNDRAISING REQUIREMENTS

It shall be required in that all Member-Families participate in fundraising activities. Such minimum fundraising requirements shall be established from time to time pursuant to resolutions duly adopted by the Board.

SECTION 3. MEMBERSHIP MEETINGS

SECTION 3.1 GENERAL

The members of the Corporation shall meet not less than once each fiscal year pursuant to Article II, Section 3.2 Annual Meeting of these Bylaws. The members of the Corporation or the Board of Directors may call for additional meetings as permitted by these Bylaws under the requirements of Article II, Section 3.3 Special Meeting or Article III, Section 3.4 Board Disclosure Meetings.

SECTION 3.2 ANNUAL MEETING

Meetings of the members shall be held annually on the first Tuesday in June each year, except that if such day be a legal holiday, then in that event the Board of Directors shall fix a day not more than two weeks from the date fixed by these by-laws. The Secretary shall cause notice stating the time and place of the annual meeting to be made to every voting member in good standing via email, no less than thirty days prior to meeting date.

A membership roll showing the list of voting members as of the record date, certified by the secretary of the Corporation shall be produced at any meeting of voting members.

At the annual meeting the members shall elect Directors, receive reports on the activities of the association, and vote on any matters determined by the Board of Directors or otherwise required by these Bylaws, subject to the quorum requirement of Article II, Section 3.7 Quorum Of Members.

SECTION 3.2.1: ORDER OF BUSINESS – ANNUAL MEETINGS

The order of business at annual meetings of voting members shall be determined in the Discretion of the Board of Directors. In the absence of a resolution determining the order of business, the order of business shall be as follows:

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1. Call to order
2. Confirmation Of Quorum
3. Reports of the Officers
4. **Treasurer's Report**
5. Old Business
6. New Business
7. Election/Appointment of Directors

SECTION 3.3 SPECIAL MEETING

Special meetings of the Corporation may be demanded by: a written petition signed by a simple majority of all disinterested Directors or by written petition of voting members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. A valid petition, or resolutions by the board, must specify the business to be discussed the demanded special meeting as well as the date, month, and time thereof, which shall not be less than two nor more than three months from the date of a valid demand.

No other business but that specified in the notice may be transacted at such special meeting.

SECTION 3.3.1: ORDER OF BUSINESS – SPECIAL MEETINGS

It is encouraged that the Members petitioning for a special meeting include the order of business for that Meeting as an addendum to the petition. In the absence of its inclusion, the order of business shall be as follows:

1. Call to order
2. Confirmation of quorum
3. Presentation of Specified Business
4. Discussion by Members
5. Vote by Members.

SECTION 3.4 BOARD DISCLOSURE MEETINGS

Board disclosure meetings are meetings of the membership which may only be initiated and presided over by the board pursuant to Article III, Section 8.3 Board Disclosure Meetings, Section 8.3.1 Initiation of Board Disclosure Meeting, Section 8.3.2 Notice To Members, Section 8.3.3 Procedure.

SECTION 3.5 FIXING THE RECORD DATE

For the purpose of determining the voting members entitled to notice of or to vote at any meeting of voting members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of voting members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

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SECTION 3.6 NOTICE TO MEMBERS

Unless otherwise required, The secretary shall cause a notice of such meeting, including the date, time, location, and purpose to be made to all voting members in good standing as of the date of record fixed according pursuant to Article II, Section 3.5 Fixing the Record Date **via the email** address provided in registration material at least ten days, but not more than fifty days, before the scheduled date of any Annual or Special meeting.

The Secretary shall also conspicuously cause notice to be posted on the Corporation's website immediately upon the receipt of a resolution by the Board of Directors, or valid petition made by members or Directors, establishing the date, time, location, and place of any Annual or Special meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom the meeting is called.

SECTION 3.7 QUORUM OF MEMBERS

The presence at any membership meeting called for the purpose of conducting business, of not less than the greater of thirty-five percent of the members eligible to vote or forty members eligible to vote shall constitute a quorum and shall be necessary to conduct the business of the Corporation.

In the absence of a quorum, those present may vote to adjourn the meeting for a period of not more than four weeks from the date scheduled pursuant to these by-laws, resolutions of Board of Directors, or a valid request by the members and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to all voting members by email, and on any and all Corporation Websites. A quorum as hereinbefore set forth shall be required to conduct business any adjourned membership meeting.

SECTION 3.8 VOTING BY MEMBERS

Any Member identified in the membership roles may exercise the voting rights of that membership. If two individuals co-listed on the voting roles associated with a single membership attend the same meeting, the individual who first records their attendance shall be entitled to vote.

All issues to be voted on by voting members at meetings shall be decided by a simple majority of eligible Voting Members present at the meeting in which the vote takes place, subject to the requirements of quorum, as defined by Article II, Section 3.7 Quorum Of Members, and unless otherwise provided by these Bylaws, the Certificate of Incorporation, or New York state law.

SECTION 3.9 PROXIES

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Each member-family entitled to vote at a meeting must do so in person. Any individual member entitled to vote may designate a family member, a non-familial legal guardian of a minor-member or an individual with a quasi-familial relationship to a member or minor-member to vote on behalf of that family. Such a proxy must be in electronic or written form and contain the name of the member, the name of the surrogate, the surrogate's relationship to the minor-member or member, and the date of its issuance. Such familial proxies are operative until the earlier of conclusion of the next schedule membership meeting at which members are entitled to vote, or upon the secretary's receipt of notification of revocation.

Proxies are not valid to provide consent in the case of action taken without meeting. All other proxies are null-and-void, and no member may authorize another member to cast their vote either by proxy, or any other method than that prescribed by this section of these Bylaws.

SECTION 4. ACTIONS BY MEMBERS WITHOUT MEETING

Whenever, under this chapter, members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent by the greater of, a simple majority of the members entitled to vote thereon, or the percentage of eligible voters who would be required to consent to the item of business at a meeting. Which consent shall set forth the action so taken.

Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee or agent by signing such consent or causing his signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

All signatures indicating consent need not appear on a single document, provided that the member seeking to take action attach the physical or approved email signatures of all members eligible to vote in a single document.

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ARTICLE III: BOARD OF DIRECTORS

SECTION 1. GENERAL

The Corporation shall be managed by the Board of Directors. The Board shall consist of a minimum of three and maximum of fifteen Directors, as determined by resolutions of the board. In the absence of a resolution to the contrary, the Board shall have a total of **twelve** directors, subject to the requirements of Article III, Section 3. Composition of Board.

The number of seats on the board may be increased, to the maximum of fifteen, or decreased, to a minimum of three by resolutions of the majority vote by a quorum of incumbent Directors pursuant to the requirements of these Bylaws, the Certificate of Incorporation, and New York state law.

Resolutions by the Board of Directors changing the total number of Directorships shall automatically terminate at the Annual Meeting at which the Directorship created or removed would naturally expire, unless reauthorized at a regular meeting of the Board of Directors in the calendar month preceding the Annual Meeting.

SECTION 2. QUALIFICATIONS FOR DIRECTORSHIP

Any member is eligible for election or appointment to the Board of Directors provided that they are at least 18 years of age; remain in good standing, if applicable; have passed the initiation of two seasons; and have had significant involvement in the business of the Corporation as evinced by significant participation in a committee of the Corporation, or committee of the Board of Directors over a six-month period of time.

In the absence of any of these requirements, a member may none-the-less seek election or appointment to the Board of Directors upon nomination by three incumbent Directors.

SECTION 3. COMPOSITION OF BOARD

SECTION 3.1 CLASSES AND DEMOGRAPHICS

There shall be three classes of board members A, B, and C; defined by Article III, Section 3.1.1: Class A, Section 3.1.2: Class B, Section 3.1.3 Class C. The board shall consist of one Class C Directorship, with the remainder of seats evenly apportioned between Class A and Class B Directorships. Where the total number of authorized Directorships precludes even apportionment among Class A and B Directorships, the board may contain an uneven number of these Directorships; however, the difference between the number of Class A and B Directorships shall not exceed one.

Each Class A or B Directorship shall be assigned a sequential number for purposes of identification.

SECTION 3.1.1: CLASS A DIRECTORSHIPS

Class A Directorships shall consist of a term beginning with an election at the annual meeting in an even numbered year, or the creation of a new Class A Directorship and concluding with the commencement of the Annual Meeting with a quorum present, or an adjourned Annual meeting with or without a quorum present in the next even numbered year.

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SECTION 3.1.2: CLASS B DIRECTORSHIPS

Class B Directorships shall consist of a term beginning with an election at the annual meeting in an odd numbered year, or the creation of a new Class B Directorship and concluding with the commencement of the Annual Meeting with a quorum present, or an adjourned Annual meeting with or without a quorum present in the next odd numbered year.

SECTION 3.1.3 CLASS C DIRECTORSHIPS

Class C Directorship shall be reserved for the Executive Director of the Corporation. Concurrent with the hiring of an individual to fill that position, the individual shall serve a term on the Board of Directors not to exceed one year. Class C Directorships are filled by appointment of a qualifying candidate by a simply majority of the all disinterested incumbent Directors. Class C Directors must be reauthorized on a yearly basis, for the duration of the employment of the executive director, by a simple majority of disinterested incumbent Directors, and are exempted from any and all term limits. Class C Directors shall not be eligible to serve as an officer of the corporation.

The removal of a Class C director from the Board, or a resignation by a Class C director from the board shall constitute termination of, or resignation from, their service as Executive Director, respectively. Termination of, or resignation by, the Executive Director as an employee shall constitute their immediate removal from, or resignation from, the Board of Directors.

Class C Directors shall have the same rights, powers, and duties as Class A and B Directors, except that Class C Directors may neither serve as an officer of the corporation nor vote on any matter requiring a simple majority of a quorum, or greater proportion, of Directors.

SECTION 3.2 DEMOGRAPHICS OF THE BOARD

The Corporation shall attempt to develop and recruit Directors to represent the various constituencies which comprise the membership. Including, but not limited to, member parents of boys and girls varsity rowers; member parents of boys and girls freshman rowers; member parents of boys and girls modified rowers; member parents from school districts other than Shenendehowa; alumni rowers; alumni member parents; and masters rowers.

Complete and proportional representation of the varying member constituencies is aspirational in nature; seats shall not be reserved for any specific demographic, nor shall individuals not meeting the qualifications of Article III, Section 2. Qualifications be eligible for election or appointed to fill a Directorship for purposes of balancing the demographic makeup.

SECTION 4. NUMBER OF DIRECTORSHIPS

The Board of Directors may increase or decrease the total number of Class A and Class B Directorships pursuant to a vote of the total number of Directors then in office, irrespective of the requirements for a quorum. In the absence of an incumbent director or Directors, a subset of the board may proceed with such a vote provided that all Directors not present have provided written waiver of objection to the proposed increase or decrease, specifying the class(es) and number(s) of the Directorship(s) that will be added or subtracted.

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SECTION 4.1 INCREASES TO THE NUMBER OF DIRECTORSHIPS.

In the case of increases in the total number of Directorships, the board shall increase the total number of whichever eligible class of Directorship which would result in a the latest possible expiration date for the newly created seat, unless doing so would result in an impermissible number of Directorships of that class. Increases to the number of Directorships are effective immediately upon board approval.

Appointments, by the Board of Directors, to a Directorship created pursuant to Article III, Section 4. Number of Directorships must be ratified by the members at the next Annual Meeting, pursuant to their usual election procedures, and subject to the requirements of quorum.

SECTION 4.2 DECREASES TO THE NUMBER OF DIRECTORSHIPS

In the case of decreases in the total number of Directorships, the board shall decrease the total number of whichever class of Directorship which would result in the termination of a seat expiring soonest, unless doing so would result in an impermissible number of Directorships of that class.

No decrease in the number of Directorships shall shorten the term of any incumbent director. Elimination of a Directorship is effective at the earliest of: the natural expiration of its term or when it becomes vacant due to resignation, removal, death, or incapacitation of the director then holding that Directorship. Elimination of vacant Directorships are effective immediately upon board approval.

SECTION 4.3 DIRECTORSHIP CLASSES NOT SUBJECT TO INCREASE OR DECREASE

The board may neither alter the number of Class C Directorships, nor increase or decrease the number of Directorships beyond the maximum or minimum prescribed by these Bylaws, the certificate of incorporation, and New York state law.

SECTION 5. ELECTION OF DIRECTORS

At each annual meeting of voting members, the membership shall elect either Class A or B Directors, as required by Article III, Section 3. Composition of Board, Section 3.1.1: Class A Directorships, Section 3.1.2: Class B Directorships to hold office for the defined term. Each director shall hold office until the natural expiration of the term to which she was elected or appointed, or until her voluntary resignation, removal, or her inability to serve due to death or incapacitation.

Elections shall be “at large” elections. The candidates who receive the greatest number of votes shall be elected to a Directorship, with the next Directorship awarded to the remaining candidate with the greatest number of votes until such time as all remaining Directorships have been filled.

SECTION 6. VACANCIES

In the event of the creation of a new Directorship, or the removal, resignation, death, or

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incapacitation of a director, that seat shall be vacant. Vacant seats may be filled pursuant to procedures and limitations of Article III, Section 6.3 Appointment Of Directors.

SECTION 6.1 REMOVAL OF DIRECTORS

Directors may be removed with or without cause, subject to the restrictions of Article III,

Section 6.1.1 Removal by Members and Section 6.1.2 Removal by The Board of Directors.

SECTION 6.1.1 REMOVAL BY MEMBERS

Any or all of the Directors may be removed prior to the natural expiration of their term for any reason, with or without cause, by vote of a simple majority of the voting members present at a special meeting called for that purpose, subject to the requirements of Article II, Section 3.7 Quorum Of Members, or by a written petition signed by a majority of all voting members eligible to vote in the matter, indicating the director(s) to be removed.

Removal is effective upon the completion of a successful vote at a special meeting, or upon submission of a qualifying petition to any Officer of the Corporation.

SECTION 6.1.2 REMOVAL BY THE BOARD OF DIRECTORS

The Board of Directors, at their discretion, may remove a director from the board for cause by a vote by sixty percent of all disinterested incumbent Directors, or a petition containing the signatures of two-thirds of all disinterested incumbent Directors.

For the purposes of this section, just cause is defined as dereliction of responsibilities as a director; breach of duties owed to the Corporation and its members as required by these Bylaws, certificate of incorporation, or New York State law; the filing of any criminal charges constituting a felony in the state of New York; the filing of criminal charges constituting a misdemeanor in the state of New York, if said misdemeanor has sexual implications; or other conduct unbecoming of a director of the Corporation.

SECTION 6.2 RESIGNATION OF DIRECTORS

A director may resign at any time by giving written notice to the Board, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

A director will be deemed to have resigned if they accrue four unexcused absences from board meetings in between any two scheduled annual member meetings.

SECTION 6.3 APPOINTMENT OF DIRECTORS

SECTION 6.3.1 NEW VACANCIES AND MID-TERM APPOINTMENTS

The Board may fill vacant Directorships pursuant a resolution passed by a simple majority of the total number of Directors then in office, irrespective of the requirements of a

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quorum. Individuals appointed to fill a vacant Directorship shall serve until the natural expiration of its term, or until her removal, resignation, or inability to serve due to death or incapacitation.

SECTION 6.3.2 FAILURE OF QUORUM AT PREVIOUSLY ADJOURNED ANNUAL MEETING

Should an Annual Meeting be twice convened without meeting the requirements of quorum, any vacancies on the Board of Directors shall be filled pursuant to the procedures of Article III, Section 6.3.1 New Vacancies and Mid-Term Appointments.

Members present at a twice-convened Annual Meeting, in the absence of a quorum, shall be given an opportunity to express their wishes with regard to board appointments, but any expression thereof shall be non-binding.

SECTION 7. DIRECTOR TERM-LIMITS

Directors shall not serve more than **two** consecutive terms **and** five total terms, unless they submit a written request to the Board of Directors seeking an exemption, and such a petition is approved by a majority constituting sixty percent of disinterested Directors.

Upon approval, a director must be elected or appointed through the procedures enumerated in Article III, Section 5. Election or Section 6.3 . A director sitting under such an exemption must petition for approval to exceed this term-limit prior to each subsequent election or appointment.

SECTION 8. BOARD MEETINGS AND ACTION(S)

The board shall meet from time to time as required or permitted pursuant to the requirements and restrictions imposed by the entirety of Article III, section 8 of these Bylaws.

SECTION 8.1 REGULAR BOARD MEETINGS

Regular meetings of the Board shall be held no less than once each calendar month at such times and at such places, or by such methods, as the Board of Directors may prescribe and determine.

Only the business specified in the notice may be conducted at a meeting, unless all incumbent directors unanimously vote to conduct other business.

SECTION 8.2 SPECIAL BOARD MEETINGS

Special meetings may be convened upon three days notice by the president, secretary, or a written request of three incumbent Directors specifying the date, time, location **or method**, and purpose of such a meeting delivered to the entirety of the board, president, or secretary.

Only the business specified in the notice may be conducted at a special meeting, unless all incumbent directors unanimously vote to conduct other business.

SECTION 8.3 BOARD DISCLOSURE MEETINGS

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Many board decisions will carry with them significant potential to alter the course of the Corporation, such that members must be allowed to voice any concerns which they may have, including the ability to conduct a non-binding vote on the action. This category may include, but is not limited to, mergers or consolidations with other organizations; dissolution, acquisitions or disbursement of real property; acquisitions or disbursements of chattels of great monetary value; disbursements of chattels of historic value to the program; instillations or removal of high-ranking employees; appointment or removal of Directors.

SECTION 8.3.1 INITIATION OF BOARD DISCLOSURE MEETING

A Board Disclosure Meeting may be initiated on motion of **greater of three** Directors or twenty percent of Directors eligible to vote in a particular matter, at a meeting of the Board of Directors. Upon such a motion, an Emergency Disclosure Meeting must be scheduled no sooner than twenty-four hours, and no later than one-hundred and eight hours. Pending such a meeting, the board shall refrain from any action which are not easily reversible.

SECTION 8.3.2 NOTICE TO MEMBERS

Upon a proper motion for a Board Disclosure meeting, pursuant to the requirements of Article III, Section 8.3 Board Disclosure Meetings, the secretary shall notify all Voting, Associate, and Honorary members of the date, time, location, purpose of the Board Disclosure Meetings, and Directors requesting the meeting to the member's email on record, Corporation's website, and any and all social media controlled or easily accessed by the Corporation, and any other methods reasonably expected to reach the any substantial portions of the membership.

Member disclosure meetings are expressly exempted from all other requirements or limitations of notice in these Bylaws.

SECTION 8.3.3 PROCEDURE

A board disclosure meeting must be convened, attended, and presided over by the Directors by whom it was initiated. All incumbent Directors, irrespective of their voting eligibility in the matter, should attend unless their attendance is highly impracticable or impossible. The Directors must inform the members of the issue yield the floor to allow members to debate the matter. At the close of the debate all members in attendance, including any non-voting members, may conduct a non-binding vote on the matter.

SECTION 8.5 NOTICE

Upon the scheduling of a regular board meeting, or a valid request for a special board meeting, the secretary shall inform all incumbent board members of the date, time, location **or method**, nature, and, if applicable, purpose of such a meeting by email to the address on record. No meeting shall be scheduled without either: a three day notice period or consent by a number incumbent Directors equal to a quorum to waive this three day notice period.

SECTION 8.6 PRESENCE

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A director will be considered present at a board meeting if they are using any method of communication which enables all board members to hear and speak to each other in real time. This includes, but is not limited to, physical presence, video conferencing, or voice only teleconferencing. A director who is present by any method which allows them to simultaneously hear and speak with other members is present for all purposes.

SECTION 8.7 QUORUM

The presence of a two-thirds majority of all disinterested incumbent **Class A and B** Directors shall constitute a quorum for the purpose of transacting business at any meeting of the board.

SECTION 8.8 ACTION BY THE BOARD

With respect to a vote on any matter, all disinterested Directors shall be entitled to one vote. Directors shall not be entitled to vote in any manner in which they have a direct or indirect material personal interest, pecuniary or otherwise, with the exception of implementing or altering obligations necessary to maintain good standing as defined by article II, Section 2 of these Bylaws.

SECTION 8.8.1 VOTES BY ALL INCUMBENT DIRECTORS

Where all disinterested incumbent Directors are present, a vote by a simple majority of those eligible to vote shall constitute a valid resolutions by the board.

SECTION 8.8.2 ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of disinterested Incumbent Directors equal to a quorum.

Written consent includes electronic communications from any email address typically used, or easily identified, as that of the Director from which it purports to be communicated from.

SECTION 8.8.3 VOTES BY A MERE QUORUM OF DIRECTORS

In the absence of one or more disinterested incumbent Directors, the board may nonetheless take action, provided a quorum of disinterested incumbent Directors is present; however, any vote held in the absence of one or more disinterested incumbent Directors shall not constitute a valid resolutions unless the total number of Directors voting in favor of the resolutions is greater than, or equal to, the number of Directors required for a quorum.

This provision shall not apply to a vote to adjourn a meeting as defined in Article III, Section 8.8.5 Adjournment of Board Meetings of these Bylaws.

SECTION 8.8.4 REFERRAL TO FULL BOARD OF DIRECTORS

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Decisions determined by motion, and second, of Directors to be of such significance that their consideration by a mere quorum is insufficient to represent the interest of the Corporation. Issues may be designated as such on motion by one present board member, provided that motion is advanced by two other members of the Board of Directors.

SECTION 8.8.5 ADJOURNMENT OF BOARD MEETINGS

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another date, time, and place; notice of the adjournment shall be given all Directors subject to restrictions imposed by these Bylaws, the articles of incorporation, or New York State Law.

Votes to adjourn are exempted from any and all quorum requirements including, but not limited to, those of Article III, Section 8.8.3 Votes by a mere quorum of Directors.

SECTION 9. DUTIES

SECTION 9.1 GENERAL

The Board of Directors shall have the general direction, management and control of all the property, business and affairs of the Association, except as limited by law, the Articles of Incorporation or these By-Laws.

Each Director shall discharge his or her duties in good faith and with the degree of responsibility and diligence, care and skill, which ordinarily prudent men and women would exercise under similar circumstances in like positions.

SECTION 9.2 CONFIDENTIALITY

Directors shall not discuss or disclose information about the Corporation of its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in the furtherance of the Corporations' purposes, or can be reasonable be expected to benefit the Corporation. Furthermore, Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Directors are expressly prohibited from disclosing information to any non-director(s) that director knows to, or should have known would, reflect poorly upon the Corporation as a whole unless disclosure of such information is either required by law, or material to a transaction such that its non-disclosure would be unethical; and disclosing information regarding negative aspects of any employee's performance review, or negative assessments of an employee's performance, without the express written consent of that employee to do so.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

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SECTION 9.3 INCLUSIVITY

To the fullest extent possible, individual Directors shall keep the entire Board of Directors apprised of all discussions, deliberations, decisions, and plans material to the governance of the Corporation.

SECTION 10. OFFICERS

The Board of Directors shall appoint qualified individuals from their ranks to serve as officers of the Corporation. The Board of Directors shall appoint one President, one or more Vice President, a Secretary, and a Treasurer subject to the requirements and procedures laid out in Article III, Section 10.3 Qualifications and Section 10.4 Appointment respectively.

SECTION 10.1 TERM OF OFFICE

All Officers shall hold office **for the time between their appointment as an officer and** until the Commencement of the Annual Meeting at which new Directors will be elected, or in the absence of quorum at the Annual Meeting, until the commencement of the adjourned Annual Meeting at **which** new Directors will be elected or Appointed.

Each officer shall hold office for the term for which she is appointed and expiration of her term or her death, incapacitation, removal, or resignation pursuant to these Bylaws.

SECTION 10.2 OFFICER TERM LIMITS

No director may hold the same office for more than two consecutive terms or more than three total terms, unless unanimously appointed by all disinterested incumbent Directors.

In cases where the best qualified, or only qualified candidate willing to accept a nomination to an office would be excluded by virtue of this limitation, the Board may appoint that individual by a simple majority vote of all disinterested incumbent Directors.

SECTION 10.3 QUALIFICATIONS

In addition to the general qualifications for Directorship, no Class A or B director may hold the office of president or vice president without having accrued nine months of service-time as a member of the Board of Directors prior to appointment; accrued six months of service-time as either Secretary or Treasurer; participated in the management of the Corporation as a non-board member, evinced significant involvement in one or more committees of the Corporation or of the Board of Directors for a period in excess of two consecutive seasons; unless appointed by unanimous consent of all disinterested incumbent Directors.

Class C directors may not serve as officers of the corporation. No director of any class may concurrently hold multiple offices.

SECTION 10.4 APPOINTMENT

Officers shall be appointed by a plurality vote of all disinterested incumbent Directors at either the first meeting following either an annual election, or the event causing a vacancy in any

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office between elections.

SECTION 10.5 REMOVAL, RESIGNATION, AND SUCCESSION

SECTION 10.5.1 REMOVAL OF OFFICERS

An officer is removed from that office by her removal from the Board of Directors pursuant to Article III,

Section 6.1.1 Removal by Members, Section 6.1.2 Removal by The Board of Directors.

An officer may be removed from office, with cause, by a two-thirds majority of all disinterested incumbent Directors. A director removed from office by a vote of the disinterested Directors shall remain a member of the board.

SECTION 10.5.2 RESIGNATION BY OFFICERS

An officer who resigns her Directorship pursuant to Article III, Section 6.2 Resignation Of Directors, also resigns from her office.

An officer may not resign from office but remain on the Board of Directors unless such action is approved by a simple majority of all disinterested incumbent Directors.

SECTION 10.5.3 SUCCESSION

In the event of a vacancy in any office, other than President, as a result of removal, resignation, death, incapacitation or electoral defeat an officer pro-tem shall be appointed by the president until such time as a successor can be appointed pursuant to the requirements of Article III, Section 10.3 Qualifications, the limitations of article III, Section 10.2 Officer Term Limits, and the procedures laid out by Article III, Section 10.4 Appointment.

In the event of removal, resignation, or electoral defeat of a director holding the office of President, the Vice-President, or in the case of multiple vice presidents the Vice-President with the ranking vice president, shall serve as president pro-tem until such time as a successor can be appointed pursuant to the requirements of Article III, Section 10.3 Qualifications, the limitations of article III, Section 10.2 Officer Term Limits, and the procedures laid out by Article III, Section 10.4 Appointment.

In the event that all Offices are simultaneously vacant, a President pro-tem, Vice-President pro-tem, and Secretary Pro-tem, shall be appointed from the remaining Directors on the basis of seniority, until such time as a successor can be appointed pursuant to the requirements of Article III, Section 10.3 Qualifications, the limitations of article III, Section 10.2 Officer Term Limits, and the procedures laid out by Article III, Section 10.4 Appointment.

SECTION 10.6 SALARIES

The salaries of all officers shall be fixed upon resolutions by a simple majority of all disinterested incumbent Directors, irrespective of the quorum requirements of Section 8.7 Quorum and limitations imposed Section 8.8.3 Votes by a mere quorum of Directors.

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SECTION 10.7 PRESIDENT

The president shall be the chief executive officer of the Corporation and Chairman of the Board. He shall preside at all meetings of the voting members and of the Board. He shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, **except as otherwise noted in the bylaws.**

SECTION 10.8 VICE PRESIDENT(S)

During the absence or temporary disability of the president, the vice-president, or if there are more than one, the ranking vice-president as determined by the board, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the Board shall prescribe.

SECTION 10.9 SECRETARY

The secretary shall keep or cause to be kept the minutes of the Board of Directors and also the minutes of the voting members. She shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct. She shall attend to such correspondence as may be assigned to her, and perform all the duties incidental to his office. The secretary shall keep and update the incorporating documents of the Corporation, including these Bylaws.

SECTION 10.10 TREASURER

The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect. He shall when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the president. He shall at all reasonable times exhibit his books and accounts to any director or voting member of the Corporation upon application, at the office of the Corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the Corporation made by a committee appointed by the Board, and shall present such audit in writing at the annual meeting of the voting members, at such time he shall also present an annual report setting forth in full the financial conditions of the Corporation.

The treasurer shall report on the financial position of the organization at each meeting of the board of directors and the members.

SECTION 11. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct,

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condition upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his hands.

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ARTICLE IV: ADVISORY COUNCIL

SECTION 1. GENERAL

An Advisory Council may be created whose members shall be appointed by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory council members shall be subject to the same duties of confidentiality required by board members, and shall execute a confidentiality agreement pursuant to Article III, Section 9.2 Confidentiality.

SECTION 2. QUALIFICATIONS

Any former Officer or Director is eligible to hold a seat on the advisory council.

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ARTICLE V: COMMITTEES

SECTION 1: GENERAL

In addition to the Executive Committee, the Board of Directors may create, or dissolve, committees of the Corporation, or committees of the board with a valid resolutions passed pursuant to these Bylaws. Each committee shall serve at the pleasure of the board.

SECTION 2: COMMITTEES OF THE BOARD OF DIRECTORS

Committees of the Board of Directors shall be comprised of no less than three Directors. Individuals who do not hold Directorships may participate in a committee, subject to the discretion of that committee or the Board of Directors. Non-Directors participating in the business of a committee may attend meetings and assist in deliberations, subject to the restrictions imposed by Directors' duty to maintain confidentiality, and assist with carrying out the duties of the committee, but may vote in any matter before the committee.

Committees of the Board of Directors acting within the prescribed scope of their responsibilities, may take action without further board approval, but must inform the board of all actions taken at the next regular meeting of the Board of Directors.

SECTION 3: COMMITTEES OF THE CORPORATION

Committees of the Corporation shall be comprised of no less than one director, and no more than one-half of the total number of incumbent Class A and B Directors. Non-Directors may attend meetings, assist in deliberations, and assist with carrying out the duties of the committee, subject to the restrictions imposed by Directors' duty to maintain confidentiality. Committees of the Corporation may not take action without board approval.

SECTION 4 EXECUTIVE COMMITTEE

The officers of the Corporation president shall serve as the members of the Executive Committee. The executive committee shall have the power to make minor decisions where time is of the essence between board meetings, and is subject to the direction and control of the full board. Matters for the executive board include but are not limited to:

1. Allocating funds for club expenses of less than \$1000
2. Investigation of claims of malfeasance on the part of members, associate members, or staff
3. Approve actions to facilitate participation in regattas
4. Approve cancellation of activities due to weather or other unforeseen circumstances
5. Review requests and approve applications for tuition reduction

In all cases, actions taken by the executive board shall be reported to the full board at soonest of the next regular or special member meeting, the next meeting of the Board of Directors, or when circumstances require.

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ARTICLE VI: AMENDMENTS

SECTION 1. CERTIFICATE OF INCORPORATION

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail, receipt requested. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

An amendment by the members of the certificate of incorporation or of the by-laws that alters the requirements of quorum of the Board of Directors shall be authorized by vote of two-thirds of the members entitled to vote.

SECTION 2. BYLAWS

The Board of Directors, or a duly created committee, shall be responsible for the periodic review and revision of the Bylaws as required, but no less than once in any two year period of time.

SECTION 2.1 INITIATION BY MEMBERS

The Bylaws may at any appropriate time be amended or repealed, in whole or in part, by a regular vote of the majority of the members of the Corporation in attendance at a regular or special meeting called for that purpose, subject to the requirements of quorum, provided that any proposed change must be presented to the Board and stated in the notice of meeting at which action is to be taken.

SECTION 2.2 INITIATION BY BOARD OF DIRECTORS

The Board of Directors may vote to amend or repeal, in whole or in part, these Bylaws at a regular or special meeting called for that purpose, and submitted to the members for ratification by either, a simple majority of those present at a meeting called for that purpose, subject to the requirements of quorum, or by petition signed, or electronically signed, by two-thirds of members entitled to vote.

SECTION 3. POLICIES

The Board of Directors may adopt **or amend** any policies required or permitted by these Bylaws pursuant to the regular limitations, requirements, and procedures of Article II, Section 8. Board Meetings and Action(s) of these Bylaws.

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ARTICLE VII: CONFLICTS OF INTEREST

SECTION 1: DEFINITION

The Board of Directors shall adopt a policy defining conflicts of interest.

SECTION 2. DISCLOSURE

Directors shall disclose any conflicts of interest to the President, Secretary, or the entire Board of Directors, and shall not participate in deliberations or vote on any item before the Board, except that a director after disclosing a conflict may answer investigatory questions posed by other Directors regarding the transaction or occurrence. Board Members shall not participate in deliberations or vote on any item that may be of a personal or business conflict of interest.

SECTION 3. ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify each Director, officer and employee, each person who formerly served in such capacity, and each person who serves or may have served at the request of the Corporation as a director, officer or employee of another organization in which the Corporation has an interest, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any action, suit or proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director, officer or employee of the Corporation or his being or having served as such of another corporation at the request of the Corporation, whether or not he is still serving in such capacity at the time of incurring such expenses or liabilities.

The Corporation shall not indemnify any director, officer, employee or such other person with respect to matters as to which such person shall be finally adjudged to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (i) the Corporation is advised by written opinion of independent counsel that the director, officer, employee or such other person to be indemnified did not commit a breach of duty owed to the Corporation and (ii) a majority of disinterested Directors approves the settlement and indemnification as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise. The Corporation shall obtain and keep current Director and Officer liability insurance.