

BY LAWS OF
LANSING ROWING CLUB
Adopted December 2008

ARTICLE I

NAMES AND PURPOSES

Section 1. Name This corporation shall be known as Lansing Rowing Club (“Club”).

Section 2. Purposes The corporation is formed for pleasure, recreation and other non profitable purposes within the meaning of Section 501 (c) 7 of the Internal Revenue Code. The Club serves those who share a common interest in rowing. The Club supports rowers of varied skill and fitness levels and endeavors to provide equitable allocation of available equipment, programs and facilities. The Club promotes the sport of rowing through education, training, and outreach.

The corporation may engage in any activity in connection with the above stated purposes for which a nonprofit corporation may be organized under the Michigan Corporation Act of 1982. However, this corporation 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) 7 of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section 2.

No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for political office.

ARTICLE II

MEMBERSHIP

Section 1. Membership in the Club shall be open to all interested persons. All Membership in the Club shall be on an annual basis or a pro-rata portion thereof as designated by the Board of Directors.

Section 2. The Board of Directors will define membership classes within the framework established in these bylaws. Different categories of membership in the Club may require additional fees and/or execution of additional forms.

Section 3. Membership in the Club shall become effective upon submission to the Club of the dues and fees and all executed forms required by the Club. Only persons who have paid the Club membership dues and fees, submitted the required forms, and comply with the Club’s bylaws, rowing manual and other rules shall

be considered members in good standing.

Section 4. Every member of the Club is strongly encouraged to be reachable by providing the Club with a current e-mail address. Unless another form of communication is specified, any requirement under the bylaws for a written communication or signature of any consent to action shall be valid if sent on a timely basis by e-mail communication to an electronic address provided to the Club by the appropriate party for that purpose.

Section 5. In order to afford pleasant, friendly and congenial relationships and association between members, all members of the Club must conduct themselves in consideration of others. Demeaning language is inappropriate and will not be tolerated.

Any comments or conduct relating to a person's race, color, national origin, religion, ethnic background, age, sex, disability or other personal characteristics which fail to respect the dignity and feelings of the individual are considered harassment and are prohibited. Unwelcome sexual advances (either verbal or physical) including but not limited to requests for sexual favors constitute sexual harassment. Other verbal or physical conduct of a sexual nature that create a hostile, offensive or intimidating environment are also considered sexual harassment and are prohibited.

The Board of Directors shall have full power to suspend or terminate any member for using demeaning language, engaging in harassment or sexual harassment, or for any misconduct or acts wherever or whenever committed, which in the sole opinion of the Board of Directors are prejudicial to the reputation or best interests of the Club.

Section 6. No member shall use equipment of another member without the explicit permission of the owner of such equipment. No member shall use Club equipment or facilities unless properly authorized. A member who damages Club equipment may be required to pay the cost of repair or replacement. The Club shall not be responsible for damage caused to a member's equipment stored on Club property.

Section 7. If any member violates safe rowing practices mandated by the Club, any two Directors have the power by a joint determination, to immediately suspend the rowing and boathouse privileges of that member for one week. During that week, the Board may vote to extend the suspension to any term it deems appropriate.

Section 8. Any member who fails to comply with these bylaws, including but not limited to sections 5 - 7 above may be terminated from the Club and become ineligible for future membership in the Club. Such termination shall be by the Board of Directors and shall be based on a 2/3 affirmative vote by the Board. The member's dues and fees shall be forfeited. All written communications required by this section shall be made by certified mail.

An alleged violation of the bylaws, rowing manual or other rules shall be submitted in writing to the Board of Directors. The Board of Directors shall notify the alleged violator and provide him or her with a copy of the written allegation received by the Board of Directors.

The alleged violator shall have 14 days to provide the Board of Directors with a written response. Upon consideration of the alleged violation and response, if any, the Board shall in its sole discretion, either

schedule a meeting in which both sides will be entitled to state their position or make a determination, based on the written allegation and response, if any. In either event, the Board shall make its determination within 30 days of the receipt of the alleged violation or 30 days from receipt of a timely response thereto, whichever is later. The decision of the Board shall be final.

ARTICLE III

MEMBERSHIP DUES AND FEES

Section 1. Annual Club dues shall cover the year from April 1 to March 31.

Section 2. Annual Membership dues for the Club shall be as set forth by Resolution of the Club's Board of Directors from time to time.

Section 3. Additional fees, such as but not limited to boat rack rental, may be set forth by Resolution of the Club's Board of Directors. Additional fees of an annual nature shall cover the year from April 1 to March 31.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Duties. The property, business and affairs of the corporation shall be under the direction and control of a Board of Directors. The Board decides: long-term plans, annual programs and fees, membership dues, rules and regulations, policies and procedures, and other matters authorized by the bylaws. The Board of Directors shall have the power to accept or refuse any bequests, gifts or grants which are proposed to be made to this corporation based upon the discretion and judgment of the Directors, taking into consideration the nature of the proposed gift and the appropriateness of such gift to the purposes of this corporation. Directors shall be members of the corporation.

Section 2. Number and Terms of Directors. The Board of Directors shall consist of seven members in good standing. Directors shall hold office for two years and members may succeed themselves.

Section 3. Removal. Any Director may be removed from office for cause by a vote of two-thirds of the members of the Board of Directors.

Section 4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified in the notice, or if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 5. Vacancies and Additional Directors. In the event of a vacancy in the Directors due to any cause (including a vacancy caused by an increase in the number of directors) the remaining directors of the corporation, by majority vote, may elect an individual to fill the vacancy.

ARTICLE V

MEETING OF DIRECTORS

Section 1. Annual Meetings. The annual meeting of the Directors to transact such business as may be appropriate shall be held at such place and hour as the Directors shall from time to time determine.

Section 2. Special Meetings. Special meetings of Directors may be convened at any time by majority vote of the Directors or at the request of the President or any one Director.

Section 3. Quorum. At any meeting of the Directors, a majority of the entire number of such Directors shall comprise a quorum for the transaction of business.

Section 4. Place and Notice of Meetings. Meetings may be held within the State of Michigan. Written notice shall be given of any special meeting of the Directors. Such notice shall be communicated by electronic mail not less than ten (10) days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

Section 5. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of the meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 6. Voting. At all meetings of the Directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required by law, decide any question brought before that meeting.

Section 7. Action Without Meeting. Any action required to be taken at a meeting of the Directors may be taken without a meeting if approved by a majority of Directors.

Section 8. Telephone Conferences. A Director may participate in a meeting of Directors by a conference telephone or similar communication device the same as being actually present at the meeting.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. Meetings. At its discretion, the Board may call meetings of the full membership of the Club. Meetings may also be convened at any time by a majority vote of the members or at the request of the President.

Section 2. Quorum. At any meeting of the members those members present shall comprise a quorum for the transaction of business.

Section 3. Place and Notice of Meetings. Meetings may be held within the State of Michigan. Written notice shall be given of any special meeting of the members. Such notice shall be communicated by electronic mail not less than ten (10) days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

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ARTICLE VII

OFFICERS

Section 1. Principal Officers. The principal officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such additional officers as the Directors may from time to time deem desirable. Officers may not fill more than two offices at a time, and no officer may serve as both President and Vice-President at one time. Officers shall be elected by the Board of Directors, shall assume their duties immediately following their election and serve one-year terms.

Section 2. Nominations. Annually, the Board shall solicit nominations and volunteers for the Board of Directors. The Board will then compile a list of the names submitted and submit the list to the members for approval by a majority of those voting. This may be done by e-mail.

The top vote-getting candidates will fill the Board member positions. The terms of three Board member positions shall begin each odd numbered calendar year. The terms of the remaining four Board positions shall begin each even numbered calendar year. In the event it is necessary to break a tie vote, the Board shall determine the winner by the drawing of lots.

Section 3. President. The President shall be the chief executive officer of the corporation and shall preside over all meetings of the Board of Directors. The President shall appoint all chairpersons and be an ex-officio member of all committees. The President shall perform such other duties as may be specified from time to time by the Directors. The President shall be elected by the Board of Directors.

Section 4. Vice-President. The Vice-President shall perform the duties and exercise the powers of the President during any absence or disability of the President. The Vice-President shall perform duties as may be specified from time to time by the President or Directors.

Section 5. Secretary. The Secretary shall give notice of each meeting of the Directors or members to which notice is required; shall record minutes of such meeting; shall have custody of the records of the corporation; and shall perform such other duties as may be specified from time to time by the Directors.

Section 6. Treasurer. The Treasurer shall have custody of the funds and other property of the corporation; shall keep accurate records of all property, receipts and disbursements of the corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the corporation with such depositories as shall be designated by the Directors; shall disburse the funds of the corporation; and render such reports to the Directors as they shall prescribe.

All books, records and vouchers of the corporation shall be open to the inspection of any Director, The Treasurer shall, at least once per year, and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the corporation

and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 7. Removal. Any officer of the corporation may be removed from office upon the recommendation of two-thirds of the Directors present at a meeting and subsequent ratification by a majority of members voting by e-mail.

Section 8. Vacancies. Any vacancy in any office of the corporation may be filled for the unexpired portion of the term by a majority vote of the Directors at a meeting of the Directors. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

Section 9. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the corporation.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Indemnification: Third Party Actions. This corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of the fact that the person is or was a Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorney fees) judgment, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members and, with respect to a criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful.

Section 2. Indemnification: Actions in the Right of this Corporation. This corporation has the power to indemnify a person who was or is a party to, or is threatened to made a party to a threatened, pending, or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, office, employee or agent of this corporation, or is or was severing at the request of this corporation as a director, officer, partner, trustee, employee or gent of another foreign or domestic corporation., business corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses (including actual and reasonable attorneys fees) and amount paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members, However, no indemnification shall be made for a claim issue, or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of

liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Indemnification: Mandatory and Permissive Payments.

(a) To the extent that a Director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or Section 2 of this Article IX, or in defense of a claim, issue or matter in the action, suit or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.

(b) An indemnification under Section 1 or Section 2 of this Article IX, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because that person has met the applicable standards of conduct as set forth in either Section 1 or Section 2, that determination shall be made in the following ways:

(1) A majority vote of a quorum the Board consisting of Directors who were not parties to the action, suit or proceeding.

(2) By independent legal counsel in a written opinion.

(3) By the majority of members voting by e-mail.

(c) If a person is entitled to indemnification under Section 1 or Section 2 of this Article IX for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amount paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines and amount paid in settlement for which the person is entitled to be indemnified.

Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit, proceeding described in Section 1 or Section 2 of this Article IX may be paid by this corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Section 1 through Section 4 of this Article IX shall continue as to a person who ceases to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE X

FINANCES

Section 1. Funds. It shall be the duty of the Board of Directors to provide adequate funds for the operations of the corporation by means consonant with the tax-exempt status of the corporation. This excludes any obligation to personally provide any funds other than those associated with membership.

Section 2. Expenses. All proper expenses of the Corporation are subject to the approval of the Board of Directors. Expenses under One Thousand Dollars (\$1,000) may be paid by the Treasurer without prior approval by the Board of Directors. Expenditures over One Thousand Dollars (\$1,000) shall first be presented to the Board of Directors for approval. Upon such approval, the expenditures shall be made from the funds of the corporation.

Section 3. Books and Records. Books and records of the corporation shall be set up in a manner that shall produce proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the corporation.

Section 4. Corporate Administration. The Board of Directors shall have the power to employ suitable custodians, accountants, counsel and agents and to pay their reasonable expenses and compensation.

Section 5. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January, and end on the last day of December of each year.

Section 6. Checks. All checks for payment of money shall be signed in the name of the corporation by such officers or agent or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE XI

APPROVAL AND AMENDMENT

These Bylaws may be amended by a two-thirds vote of those members voting by e-mail provided that the substance of the amendment has been stated in the notice mailed electronically to each member entitled to vote at least twenty (20) days in advance.

ARTICLE XII

DISSOLUTION

Section 1. Dissolution of Corporation. A dissolution of the corporation shall be recommended by a majority vote of the Directors then in office. Notice of the meeting to recommend the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting to vote on the recommendation to dissolve the corporation. The notice shall include a copy or summary of the plan of distribution of assets.

The recommendation of dissolution shall then be submitted to a vote of the members. A majority of two-thirds of those members attending a meeting called for this purpose shall be required for dissolution. Notice of the meeting shall be sent by certified mail to each member not less than ten (10) days before the meeting to authorize the dissolution. The notice shall include a copy or summary of the plan of distribution of assets.

If the dissolution is approved, the corporation shall cease to conduct its affairs except as may be necessary for the winding up of the corporation. It shall immediately cause a certificate of dissolution to be executed and filed setting forth: (a) the name of the corporation; (b) the date and place of the meeting of the Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

Section 2. Distribution of Assets. In the event that after liquidation and payment of creditors, and proceeds or assets remain for distribution, the Club will to the extent permitted by law donate those funds or assets to any rowing organization with a similar purpose and possessing tax-exempt status.

ARTICLE XIII

REFERENCE TO INTERNAL REVENUE CODE

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision of in the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

CERTIFICATE

I, Byron Drachman, President of Lansing Rowing Club, a Michigan non-profit corporation, certify that the foregoing Bylaws are adopted for the corporation by its members on December 15, 2008.

LANSING ROWING CLUB

By _____

(signature)