

**BYLAWS
OF
RALEIGH ROWING CENTER**

**ARTICLE I
Offices**

1.1 **Principal Office.** The principal office of Raleigh Rowing Center (“RRC”) shall be located at Lake Wheeler Park, Raleigh, North Carolina, or at such other location designated by the Board of Directors.

1.2 **Registered Office.** The registered office of RRC required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The mailing address of RRC shall be Post Office Box 10864, Raleigh, NC 27605, or such other mailing address as is designated by the Board of Directors.

1.3 **Other Offices.** RRC may have offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may designate or as the affairs of RRC may require from time to time.

**ARTICLE II
Members**

2.1 **Classes of Members.** RRC shall have one class of members. Membership is open to any person possessing the minimum qualifications established by the Board of Directors. Any person eligible for membership shall be qualified to become a member upon payment of the initial dues, if any, fixed by the Board of Directors and shall continue as a member upon paying annual dues, if any, as fixed by the Board of Directors. The method and time of payment of dues shall be determined, and may be changed from time to time, by the Board of Directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of RRC pursuant to, and in accordance with the laws of this State.

2.2 **Membership.** All applications for membership shall be presented to the Board of Directors or to the Admissions Committee (if any) for consideration and investigation. If an Admissions Committee has been appointed, it shall report its recommendations promptly to the Board of Directors. Members shall be admitted upon the majority vote of the Board of Directors and payment of dues.

2.3 **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.4 **Termination of Membership.** The Board of Directors, by affirmative vote of

two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing. "Cause" shall be determined by the Board of Directors. The Board of Directors may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

2.5 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.6 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

2.7 Membership Not Transferrable. The membership in RRC is not transferrable.

ARTICLE III Meetings of Members

3.1 Annual Meeting. An annual meeting of the members shall be held during the week of February each year (or at such other time as is approved by a majority of the Board of Directors), at a time and place to be set by the Board of Directors.

3.2 Special Meetings. Special meetings of the members may be called by the Chairman, President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3.3 Place of Meetings. The Board of Directors may designate any place within Wake County, North Carolina as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors.

3.4 Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered, via email, personally or by first class mail, to each member entitled to vote at such meeting, not fewer than ten (10), nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. Notice may also be provided by posting notice of the meeting on the RRC Website and at the RRC Lake Wheeler facility not less than thirty (30) days prior to the meeting date. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United

States mail addressed to the member at his or her address as it appears on RRC's current list of members, with postage thereon prepaid. If sent by email, the notice of meeting shall be deemed delivered upon transmitting the email to the email address on file with RRC. If notice is given by posting, it shall be deemed given upon posting on both the RRC Website and at Lake Wheeler. In the case of members who are residents of the same household and who have the same address or email address, RRC may send a single notice to such members jointly.

3.5 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

3.6 Quorum. The members holding twenty five percent (25%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.7 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.8 Voting by Mail or Email. Directors shall be elected by the members in an election conducted in November of each year by mail or email or online balloting or such other method as the Board of Directors shall determine. The election shall be conducted according to the following procedure:

- (a) **Solicitation of Nominees.** The Board of Directors shall each year, at least ten (10) days prior to the commencement of elections, provide notice to the members of the upcoming election and invite the membership to nominate candidates for the vacant positions on the Board of Directors. Members may nominate themselves.
- (b) **Notice of Elections.** Each year, not less than twenty (20) days prior to the date set for the close of elections, the Board of Directors shall give written notice to the members of the elections, the nominees, and the process for elections.
- (c) **Close of Elections.** Voting to fill vacant Director positions shall end at 5:00 p.m. on the last Saturday in November or such other date as set by the Board of Directors to comply with the notice provisions of this section.
- (d) **Notice of Close of Elections.** Not less than ten (10) days prior to the close of elections, the Board of Directors shall provide written notice to the

members of the close of elections.

- (e) **Announcement of New Board Members.** A committee appointed by the Chairman (or by a Vice Chair if the Chairman is running for re-election) consisting of two Directors who are not candidates shall be responsible for tallying the votes and announcing the results to the

ARTICLE IV Board of Directors

4.1 General Powers. The business and affairs of RRC shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of RRC shall be vested in the Board of Directors.

4.2 Number, Term, and Qualifications. The Directors shall be elected from the membership of RRC. The number of Directors constituting the Board of Directors shall be seven (7). This number may be increased, but not decreased to fewer than five (5), upon the four-fifths vote of the Board of Directors. Each Director shall hold office for a two year term or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified. Directors need not be residents of the State of North Carolina. In the first election for Directors after two year terms are adopted, four Directors shall be elected to two year terms and three shall be elected to one year terms. Thereafter, all Directors shall be elected to two year terms.

4.3 Election of Directors. Directors shall be elected annually by the votes of a quorum of the members of RRC pursuant to the provisions of Section 3.8 hereof. Each Director elected shall hold office until his or her term expires. The Board of Directors may determine that the election of Directors is to be conducted solely by mail or email ballot or by a combination of in person voting at the annual meeting and mail/email, pursuant to procedures adopted by the Board of Directors.

4.4 Removal. Directors may be removed from office at any time with cause by the Directors by such vote as would be required to elect a member of the Board of Directors. Cause shall include, but not be limited to, repeated failure to attend scheduled meeting of the Board of Directors.

4.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.6 Chairman of the Board. The President of RRC shall act as Chairman of the Board of Directors. The one of the Vice Presidents of RRC shall be elected by the Directors to act as Vice Chairman. The Chairman, or in his or her absence the

Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors.

4.7 Compensation. All Directors and Officers are volunteers and shall not receive compensation for their services to the RRC. In the event an Officer or Director provides services to the RRC outside the scope of the duties of Directors and Officers, they may be compensated for such services if such compensation is authorized by the Board of Directors prior to the rendition of such services. The provisions of this section shall not preclude the RRC from compensating a coach for coaching services, even if the coach is a member of RRC.

ARTICLE V Meetings of Directors

5.1 Annual Meetings. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of members for the purpose of the transaction of any other business properly before the Board of Directors. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

5.2 Election of Officers. A meeting of the Board of Directors shall be held immediately after the close of the voting for new Directors for the purpose of electing Officers for the following year.

5.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors. Upon the vote of a majority of the Directors participating in the meeting, all or any portion of a Special Meeting may be conducted in a closed session.

5.4 Place of Meetings. The annual or any special meeting of the Board of Directors may be held at the principal office of RRC or at such other place, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

5.5 Notice of Meetings. The Secretary shall give notice of each annual meeting of the Board of Directors by mailing such notice to each Director at least ten (10) days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by mailing such notice to each Director at least three (3) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

5.6 Waiver of Notice. Any Director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with

the corporate records or as part of the minutes of the meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.7 Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.8 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.9 Presumption of Assent. A Director of RRC who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting or his or her dissent is otherwise entered in the minutes of the meeting, or unless he or she either files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his or her written dissent by registered mail to the Secretary of RRC immediately after the adjournment of the meeting. The right to dissent is not available to a Director who voted in favor of such action.

5.10 Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by a majority of the Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. This provision is intended to allow the Directors to take action and vote on matters between meetings via email, telephone or other methods of communication. Any such action shall be memorialized in the minutes of the Board of Directors.

5.11 Participation by Telephone. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

5.12 Avoidance of Conflict of Interest. Directors shall at all times avoid both any actual conflict of interest in their actions and the appearance of a conflict of interest in their actions. Directors shall not participate in any action by the Board of Directors where that Director may receive any financial benefit either directly or indirectly. Where one or more Directors are recused from participation in a decision due to a potential conflict of interest, the quorum shall be determined based upon the Directors eligible to vote. A majority of the Directors may at any time vote to excuse any Director from participating in a decision due to an actual or perceived conflict of interest.

ARTICLE VI Committees

6.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of RRC; provided, however, that no such committee shall have the authority of the Board of Directors in reference to adopting, amending, or repealing the Bylaws; electing, appointing, removing, or filling the vacancy on such committee or any board or office of RRC; adopting, amending, or repealing the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of RRC; authorizing the voluntary dissolution of RRC or revoking proceedings therefor; adopting a plan for the distribution of the assets of RRC; authorizing any distributions by RRC; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

6.2 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of RRC may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of RRC, and the Chairman of RRC shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of RRC shall be served by such removal.

6.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of RRC and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.4 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the Board of

Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII Officers

7.1 Officers of RRC. The Officers of RRC shall consist of a President, a Secretary, and a Treasurer. Other Officers, including one or more Vice-Presidents (whose seniority and titles, including Executive Vice-Presidents and Senior Vice-Presidents, may be specified by the Board of Directors), Assistant Secretaries, and Assistant Treasurers, may from time to time be elected by the Board of Directors. Any two or more offices, except President and Secretary, may be held by the same person. No Officer may act in more than one capacity where the actions of two or more Officers are required.

7.2 Election and Term. The term of all Officers shall be from the date they are elected until successor officers are elected by Board of Directors. The Officers of RRC shall be elected by the Board of Directors each year within ten (10) days of the annual election of the Board of Directors. Officers shall be replaced by the Board of Directors upon death, resignation, retirement, or removal.

7.3 Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of RRC will be served thereby.

7.4 Bonds. The Board of Directors may by resolution require any Officer, agent, or employee of RRC to give bond to RRC, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

7.5 President. The President shall be the chief executive Officer of RRC and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have authority over the general management of RRC in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He or she may sign and execute instruments in the name of RRC except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of RRC or shall be required by law otherwise to be signed or executed. In addition, he or she shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.

7.6 Vice-Presidents. Each Vice-President, if any, shall have such powers and duties as may from time to time be assigned to him by the Board of Directors. Any Vice-President may sign and execute in the name of RRC instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other Officer or agent of RRC or shall be required by law otherwise to be signed or executed. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-Presidents in the order of their length of service as Vice-Presidents, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

7.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. Minutes may be kept by electronic means or any other method approved by the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He or she shall have charge of the books, records, and papers of RRC. He or she shall have custody of the seal of RRC and see that the seal of RRC is affixed to all documents the execution of which on behalf of RRC under its seal is duly authorized, and shall sign such instruments as may require his or her signature. He or she shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned the Chairman, by the Board of Directors, or by these Bylaws.

7.8 Assistant Secretaries. In the absence of the Secretary or in the event of his or her death, inability, or refusal to act, any Assistant Secretary designated by the Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as may be assigned to them by the Secretary, by the Chairman, or by the Board of Directors. Any Assistant Secretary may sign, with the President or a Vice-President, documents authorized to be signed by the Secretary.

7.9 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of RRC, and shall deposit all monies and securities of RRC in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. He or she shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law.

7.10 Assistant Treasurers. In the absence of the Treasurer or in the event of his

or her death, inability, or refusal to act, any Assistant Treasurer designated by the Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the Chairman, or by the Board of Directors.

7.11 Validity of Signatures. In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of RRC shall cease to be an Officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

7.12 Compensation. All Directors and Officers are volunteers and shall not receive compensation for their services to the RRC. In the event an Officer or Director provides services to the RRC outside the scope of the duties of Directors and Officers, they may be compensated for such services if such compensation is authorized by the Board of Directors prior to the rendition of such services. The provisions of this section shall not preclude the RRC from compensating a coach for coaching services, even if the coach is a member of RRC.

7.13 Avoidance of Conflict of Interest. Officers shall at all times avoid both any actual conflict of interest in their actions and the appearance of a conflict of interest in their actions. An Officer shall not participate in any activity where that Officer may receive any financial benefit either directly or indirectly, unless expressly approved by the Board of Directors. A majority of the Directors may at any time vote to excuse any Officer from participating in any activity due to an actual or perceived conflict of interest.

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

8.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of RRC, and such authority may be general or confined to specific instances.

8.2 Loans. No loans shall be contracted on behalf of RRC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.3 Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of RRC, shall be signed by an Officer of RRC appointed by the Board of Directors. The Board of Directors shall provide that bank statements for all RRC bank accounts be delivered to persons other than those authorized to sign checks.

8.4 Deposits. All funds of RRC not otherwise employed shall be deposited from

time to time to the credit of RRC in such depositories as the Board of Directors may select.

ARTICLE IX

Certificates of Membership and Their Transfer

9.1 Certificates of Membership. The Board of Directors may, but are not required to, provide for the issuance of certificates evidencing membership in RRC, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the Chairman or Vice-Chairman and by the Secretary or an Assistant Secretary and shall be sealed with the seal of RRC. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of RRC. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

9.2 Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 9.1.

ARTICLE X

General Provisions

10.1 Seal. The corporate seal of RRC shall contain the name of RRC and shall be in such form as approved by the Board of Directors.

10.2 Waiver of Notice. Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.3 Indemnification. RRC shall indemnify its Officers and Directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such Officers and Directors shall be deemed to have relied upon this Part.

10.4 Fiscal Year. The fiscal year of RRC shall be as fixed by the Board of Directors.

10.5 Dues.

(a) **Annual Dues.** The Board of Directors may determine from time to time

the amount of initiation fee, if any, and annual dues payable to RRC by members of each class.

- (b) **Payment of Dues.** Dues shall be payable in advance and annually thereafter on either an anniversary date or on a calendar year, or upon such other schedule as the Board of Directors may determine.
- (c) **Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these Bylaws.

10.6 **Amendment of Bylaws.** Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office or by the vote of a majority of the members at any annual or special meeting of the Board of Directors or members; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

ADOPTED BY THE BOARD OF DIRECTORS AS OF Nov. 5, 2012.

Secretary

