

AQUEDUCT ROWING CLUB
BY-LAWS
Nov. 4, 2008

ARTICLE I – OFFICES

Section 1 - Principal Office

The principal office of Aqueduct Rowing Club shall be located at the club's boathouse on 2853 Aqueduct Road in the Town of Niskayuna, County of Schenectady, State of New York. Mailing address for club business is PO Box 202, Rexford, NY 12148.

Section 2 - Additional Offices

Aqueduct Rowing Club may also have offices at such other places within or without the State of New York as the board of directors may from time to time appoint or the business of Aqueduct Rowing Club may require.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Members

There shall be two classes of members: Standard and Family. All members shall accrue seniority for each consecutive year of membership in Aqueduct Rowing Club. Seniority will be lost unless membership is renewed each year.

Standard Members: Members of Aqueduct Rowing Club who are at least eighteen years of age.

Family members: Members of Aqueduct Rowing Club who are part of a family living at the same address, and who pay dues at the specified Family rate.

Section 2 - Admission to Membership

Any person who is interested in the purposes and principles of Aqueduct Rowing Club and is willing to uphold its policies and subscribe to its by-laws may become a member upon payment of dues as hereinafter provided. Persons under eighteen (18) must have membership (individual or family) approved by the board.

Section 3 - Voting by Members

In any case in which a member is entitled to vote, such member shall have one vote. That vote may be exercised by written proxy.

Standard Members: Each member shall have one vote.

Family Members: Each family shall appoint one person to vote for the family.

Section 4 - Availability of Rowing Shell Storage

Seniority of membership, as defined in Section 1, shall determine the award of available rowing shell storage space to members. Each family membership has the right to store one single rowing shell. Each standard membership has the right to store one single rowing shell. Storage space is allocated based on seniority and space availability as determined by the president. Exceptions shall be approved by the board.

Section 5 - Dues

Membership dues will be set annually by the board of directors.

Section 6 - Payment of Dues

Membership dues and any past assessments shall be payable by April 30 of each year.

Section 7 - Prorated Dues

Persons who have never been members of Aqueduct Rowing Club and who become members after August 15 of any year may pay reduced dues in an amount determined by the board of directors.

Section 8 - Club Service

All members are required to perform eight hours of club service each year. Service shall consist of club building or equipment maintenance, regatta activities, or other club projects approved by the board of directors.

ARTICLE III - MEETINGS of MEMBERS

Section 1 – Annual Meeting

A meeting of members shall be held annually for the election of directors and officers and the transaction of other business on or about the first Tuesday in November of each year. The notice for the annual meeting shall comply with Article III, Section 3, of these by-laws.

Section 2 -Special Meetings

Special meetings of the membership for any purpose or purposes may be called by the president and secretary jointly or shall be called by the president at the request of two-thirds of the members of Aqueduct Rowing Club. The notice for such meetings shall comply with Article III Section 3 of these by-laws.

Section 3 - Notice of Annual or Special Meetings

Written notice of annual or special meetings shall be provided to all members. The notice shall state the place, date, and hour of the meeting, and unless it is an annual meeting, indicate the purpose for which the meeting is being called. Notice must be given personally, by e-mail, or by first-class mail at least ten days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members. If e-mailed, such notice is given when sent to the member's e-address as it appears on the record of members.

Section 4 - Quorum

At any meeting of the members, one-quarter of the members entitled to cast a vote shall constitute a quorum for the transaction of any business. Only members present shall be counted to determine if there is a quorum to conduct business. The members present may adjourn the meeting despite the absence of a quorum.

ARTICLE IV - BOARD of DIRECTORS

Section 1 - Board of Directors

The business of the Aqueduct Rowing Club shall be managed by its board of directors. The president and treasurer shall be ex-officio members of the board.

Section 2 - Number of Directors

The number of directors constituting the board shall be seven. If the president and/or treasurer is already a member of the board, then the members shall elect other directors to fill the board.

Section 3 - Election and Term of Directors,

At each annual meeting of members, directors shall be elected to hold office until the expiration of the term for which the director is elected and until the director's successor has been elected. The term of office for all directors except the president and treasurer, who are directors by virtue of their office, shall be five years. The term of office for the president and treasurer shall be one year. Acceptance of election is presumed unless any person elected to the board of directors signifies refusal in writing to the board within ten days of the election.

Section 4 - Qualifications of Directors

Each director shall be at least eighteen years of age and have been a voting member of Aqueduct Rowing Club for three full consecutive years, or have previously held the office of President or Treasurer.

Section 5 - Vacancies

Vacancies occurring on the board of directors for any reason may be filled at a meeting of the membership. A director elected to fill a vacancy shall hold office for the completion of the vacated term.

Section 6 - Compensation

No director shall receive any compensation for serving as a member of the board of directors.

Section 7 - Quorum and Vote of Directors

At any meeting of the board of directors, the quorum necessary for the transaction of business shall consist of three members of the board. The vote of a majority of the board of directors present at the time of a vote, if a quorum is present, shall be the act of the board of directors.

Section 8 - Meetings of Directors

Meetings of the board of directors shall be held at such time and at such place as fixed by the board of directors. The board of directors must maintain and have available to the membership accurate records of their meetings.

Section 9 - Notice of Meetings

Notice of meetings of the directors must be given to each board member at least five days before the meeting is scheduled to be held.

ARTICLE V - OFFICERS

Section 1 - Number of Officers

The officers of the Aqueduct Rowing Club shall be a president, a vice-president, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and treasurer.

Section 2 - Election and Term of Officers

All officers shall be elected by the members at the annual meeting of Aqueduct Rowing Club to hold office for the term of one year, and each officer shall hold office for such term until a successor has been elected.

Section 3 - Eligibility for Election

A person must be a voting member of Aqueduct Rowing Club to be eligible for election as an officer.

Section 4 - Vacancies

Vacancies occurring in any office for any reason may be filled at a meeting of the membership. The person elected to fill such vacancy shall hold office for the unexpired term of the predecessor officer and until a successor is elected.

Section 5 - Compensation

No officer shall receive any compensation for service as an officer. No agent or employee of Aqueduct Rowing Club shall receive any compensation for service unless authorized by the board of directors.

Section 6 - President

The president shall preside at all meetings of members and at all meetings of the directors. If neither the president nor vice-president is able to preside at a meeting, the board of directors shall appoint one of the other officers or directors to do so. The president shall be an ex-officio member of the board of directors and of all standing committees and shall, in general, supervise and manage all of the business and affairs of Aqueduct Rowing Club, with the advice of the board of directors. The president shall have the power to sign and execute all contracts that have received prior approval by the board of directors and to appoint and discharge agents and employees subject to the approval of the board of directors. The president shall perform the duties usually incident to the office of the president and present a report on the state of the club to the members at the annual meeting

Section 7 - Vice-president

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall have such powers and perform those duties as may be delegated by the president or prescribed by the board of directors.

Section 8 - Secretary

It shall be the duty of the secretary to keep a record of the proceedings of the meetings of the members and of the board of directors. The secretary shall give, or cause to be given, notice of all meetings of the members and directors. The secretary shall, in general, perform all duties incident to the office of secretary.

Section 9 - Treasurer

The treasurer shall be an ex-officio member of the board of directors. The treasurer shall keep and update an accurate list of voting members with current addresses and telephone numbers. The treasurer shall have charge of all moneys of Aqueduct Rowing Club and deposit those funds in the name of Aqueduct Rowing Club in a bank selected by the treasurer. The treasurer shall disburse such funds as authorized by the board of directors. The treasurer shall keep accurate accounts of receipts and disbursements, submit books and records to the president and the board of directors when requested and give an itemized statement on the financial condition of Aqueduct Rowing Club at the annual meeting.

ARTICLE VI - REMOVAL of DIRECTORS, OFFICERS or MEMBERS

Any director, officer or member may be removed from the board, office or membership by a two-thirds majority vote of the members voting at a meeting called for that purpose. Removal may be with or without cause, provided that removal is not based upon sex, race, religion or national origin. A petition to hold a meeting to consider removal of a director, officer or member must be signed by fifty-one percent of the voting members. Notice of a meeting where removal of an officer, director or member will be considered must state that one of the items of business at the meeting will be a vote for removal of an officer, director or member. A person removed from membership shall not be admitted to membership again unless approved for membership by the members of the club at the annual meeting.

ARTICLE VII - AMENDMENT of BY-LAWS

The by-laws may be amended at the annual meeting or at a special meeting by a majority vote of the membership eligible to vote. Notice of the annual meeting or special meeting shall clearly state that a vote will be taken on amending the by-laws.

By-Laws as amended by vote of the membership at the annual meeting, Nov. 4, 2008