

**THREE RIVERS ROWING ASSOCIATION**  
**BYLAWS**

**Approved, as amended**  
**February 7, 2015**

**ARTICLE I**  
**NAME AND PURPOSE**

- 1.1 Name.** The name of the organization is the Three Rivers Rowing Association, organized as a Pennsylvania non-profit corporation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (“Code”).
- 1.2 Purpose.** The purpose of the organization is to provide facilities, equipment, events and programs for youth, adults, schools and organizations to learn and participate in rowing and selected paddling activities.

***ARTICLE II***  
**MEMBERSHIP**

- 2.1 Membership Qualifications.** Membership shall be available to those adults willing to support the purpose of and/or participate in the activities of the organization.
- 2.2 Membership Dues and Fees.** A member of this organization (except for organization staff) shall be required to pay membership dues and other fees as they may from time to time be determined by the Board of Directors.
- 2.3 Voting Rights.** Each member, including Board of Directors members, and excluding organization staff, shall be entitled to one vote as to all actions requiring a vote of the membership.
- 2.4 Removal of Members.** A member shall be removed by majority vote of the Board of Directors for failure to pay dues and/or other fees in a timely manner or for conduct that could affect the safety of other members or for conduct which could be considered by the Board of Directors to be detrimental to the organization.
- 2.5 Membership Annual Meeting.** There shall be an annual meeting of the membership for the election of members of the Board of Directors and the transaction of such other business as may be put on the agenda for that meeting by the Board of Directors. The annual meeting shall be held on or before March 1 of each year. At least fourteen days’ notice, either by U.S. Mail, postage prepaid, or electronic means (e-mail, facsimile, or similar electronic means), shall be given prior to the meeting.

**2.6 Special Meetings.** Special meetings of the membership may be called by the Board of Directors upon at least one week's and not more than sixty days' notice and an agenda sent to the members, by U.S. Mail, postage prepaid, or electronic means (as defined in Section 2.5), stating the place, day and hour of the meeting.

**2.7 Quorum.** A quorum for meetings shall consist of ten percent of the membership.

### **ARTICLE III BOARD OF DIRECTORS**

**3.1 General.** The affairs of the organization shall be managed by a Board of Directors which shall have charge of the funds and property of the organization. All officers, employees and agents shall be subject to the oversight, direction and removal by the Board.

**3.2 Board Member Qualifications.** Individuals who demonstrate an interest, commitment and willingness to serve as a Board member shall be eligible for consideration as a Board member. All members of the Board of Directors must be natural persons 18 years of age or older.

**3.3 Number.** The Board shall consist of an uneven number of Directors with no fewer than three nor more than seventeen Directors. By the November Board Meeting, the Board shall decide, by majority vote, the number of Directors of the organization to serve for the next Fiscal Year.

**3.4 Appointment Term and Election.** The Nominating Committee shall submit to the membership by November 30, a list of proposed, new Board of Directors candidates for the coming fiscal year. If more than 10 percent of the membership desire additional candidates for consideration, they shall submit a list of such candidates to the Nominating Committee by January 5, with all candidates then to be submitted to the membership along with the annual meeting notice as set forth in Section 2.5. At each Annual Meeting of the organization, the membership shall elect individuals from among the list of candidates equal to the number of Board of Director positions determined by the Board to be filled for the coming fiscal year. Subject to the staggered terms provision of Section 3.8, each Director shall serve for three years or until her/his successor is elected. A Director may serve two successive terms, but may not serve for more than six consecutive years and may then serve again as a Director after a lapse of one year.

**3.5 Vacancies.** In the event of a vacancy of a serving Board member between annual meetings an election may be held, at the discretion of the Board of Directors, at a Special Meeting of the membership, from candidates selected by the Nominating Committee, to fill the remainder of the term of the vacant position.

**3.6 Special Considerations.** There shall be designated as Board members, by the Board of Directors, one board position for a representative of the Board of Governors (see Section 3.9) and one position by a representative of the organization's scholastic rowing programs. Each position so filled shall also be subject to the staggered terms provisions of Section 3.8.

**3.7 Resignation and Removal.** Any Director may resign at any time by giving written notice to the Chair of the Board of Directors. Any Director may be removed from office for cause by the vote of a majority of the Directors. "Cause" shall be understood to include, without limitation, lack of attendance at four meetings out of the last twelve or from more than three consecutive meetings.

**3.8 Staggered Terms.** At each Annual Meeting of the Board of Directors, one-third or as nearly equal to one-third as possible of the directorships shall expire.

**3.9 Board of Governors.** The Board of Directors shall have the authority to elect individuals to a Board of Governors (which is composed of individuals who have given long and valuable service to the organization and/or who have shown a unique commitment and support to the programs and services of the organization or who have served as Past-Presidents or Chairs of the organization.). These individuals shall have no authority or responsibility as Directors of the organization except if called upon to serve as a Director (see Section 3.6).

The Board of Directors may request that the Board of Governors assume projects for which they may be uniquely qualified because of their overall experience, knowledge and/or willingness to enhance the purposes of the organization. Such projects shall be specifically described, time-limited and carry with them the full authority to utilize funds of the organization in a manner consistent with the charitable purposes of the organization and the project request.

### **3.10 Board Meetings.**

**A. Regular Meetings** – Regular Meetings shall be held at such place and time as the Directors may designate.

**B. Special Meetings** – Special Meetings may be held upon the call of the Board Chair or upon the written request of three Directors.

**C. Meeting Notices** - Notice of Regular or Special meeting shall be given by U.S. Mail, postage prepaid, or electronic means (as defined in Section 2.5) at least five days prior to such meetings. Special Meeting notices shall state the business to be transacted. No other business shall be conducted at such Special Meetings.

**3.11 Board Quorum.** - A quorum necessary to conduct business of the Board of Directors shall consist of a majority of Board members. A Board member may participate in any Board meeting telephonically as long as all participating Board members are able to hear one another's discussions.

**3.12 Compensation.** - Directors shall not be entitled to receive compensation from the organization for their services as Directors. They may, however, be reimbursed by the organization for expenses incurred in furtherance of the organization and for activities requested by the Board.

## **ARTICLE IV OFFICERS**

**4.1 Officers.** – The officers of the organization shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and an Executive Director. Through 2015, all officers except the Executive Director shall be elected by the Board of Directors at the Board meeting immediately following the organization’s Annual Meeting to serve for a term of one year or until their successors have been elected but may serve an unlimited number of consecutive terms, subject to such term limitations on consecutive Director terms as are contained in these By-Laws.

Beginning in January 2016, all officers except the Executive Director shall be elected by the Board of Directors at the Board meeting immediately preceding the organization’s Annual Meeting to serve for a term of one year or until their successors have been elected but may serve an unlimited number of consecutive terms, subject to such term limitations on consecutive Director terms as are contained in these By-Laws.

Officer nominations, including self-nominations, shall be presented to the Board Chair no later than the date scheduled for the December Board meeting.

The Board may appoint one or more assistant officers, as shall be determined by the Board, who shall hold their office for such period, have such authority and perform such duties as the Board may from time to time prescribe. The Chair, Vice-Chair, Secretary and Treasurer shall be Directors of the organization. Any officer may simultaneously serve in no more than two officer positions.

**4.2 Vacancies.** – In the event of a vacancy occurring in any of the offices, a successor may be elected by the Board at any regular or Special Meeting of the Board to complete the unexpired term of the vacant office.

**4.3 Qualifications.** – In order to be an officer, an individual, except the Executive Director, must be a member of the Board of Directors. Should a Board member become an employee of the organization, he/she shall not be permitted to continue as either a Board Member or officer of the organization except if he/she shall become the Executive Director. If the Executive Director relinquishes her/his position, the Board Chair will temporarily fill that position, with compensation, if any, to be determined by the Board.

**4.4 Removal or Resignation.** – Any officer or agent appointed by the Board may be removed by the Board whenever, the best interests of the organization will be served thereby, but such removal shall be without prejudice to any contract rights of the person so removed. Any officer or agent may resign by giving written notice to the organization, but such resignation shall be without prejudice to the rights, if any, of the organization under any contract to which such officer is party. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.5 Chair.** - The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall review, approve or otherwise act upon all proposed and pending corporate actions of the Executive Director and other employees when such authority has not otherwise been delegated to the

Executive Director by the Board. In addition, the Chair shall be a member of all Standing Committees of the organization and act as the authorized representative of the Board in all matters in which the Board has not formally designated some other person to act.

**4.6 Vice-Chair.** - In the absence or disability of the Chair, the Vice-Chair shall perform all of the duties of the Chair and, when so acting, shall have all the powers and be subject to all of the restrictions imposed upon the Chair.

**4.7 Secretary.** – In addition to any other duties which the Board may assign to her/him, the Secretary shall attend all meetings of the Board and record all of the votes of the organization and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the Executive Committee and other Board Committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board.

**4.8 Treasurer.** – The Treasurer shall have custody of the organization’s funds and securities, keep full and accurate accounts of receipts and disbursements in organizational books, deposit all monies in the name and credit of the organization in such depositories as shall be designated by the Board and shall render to the Board, at the regular meetings of the Board, or whenever they may require it, an account of her/his transactions as Treasurer and of the organization’s financial condition.

The Treasurer shall give to the organization, if so requested by the Board and at the expense of the organization, a bond in such sum, and with such surety or sureties, satisfactory to the Board, for the faithful discharge of the duties of the office and for the restoration to the organization, in case of her/his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in her/his possession or under her/his control belonging to the organization.

**4.9 Executive Director.** – The Executive Director shall be employed by the organization to be the Chief Executive Officer of the organization and shall have general and active management of the business of the organization and shall see that all orders and resolutions of the Board are implemented. The Executive Director shall, to the extent such authority has been granted to her/him execute bonds, mortgages and other contracts on behalf of the organization. The Executive Director shall have the power to appoint and remove such employees and/or agents (other than those appointed by the Board) as the business of the organization may require. The Executive Director shall also serve as a non-voting, ex-officio member of the Board.

## **ARTICLE V COMMITTEES**

**5.1 General.** – The Board shall have Standing Committees and may appoint Special Committees. If the Board shall determine that any one or more of such committees shall not exist, it shall assign the functions of such committee to a new or existing committee of the organization or to the Board acting as a committee of the whole. Each committee and its Chair shall be appointed by the Board and shall keep minutes of its proceedings and shall report its action to the Board.

**5.2 Standing Committees.** – There shall be the following Standing Committees:

- (a) Audit and Finance

- (b) Executive Committee
- (c) Equipment and Facilities Committee
- (d) Nominating Committee

**5.3 Audit and Finance Committee.** – The Audit and Finance Committee shall be composed of two to three Directors, including the Treasurer, who shall serve as Chair. This committee shall, in conjunction with the Executive Director, have general responsibility for reviewing the fiscal operations of the organization. Specifically, the Committee shall:

- (a) Review and approve the annual operating and capital budgets of the organization and make recommendations with respect thereto to the Board;
- (b) Review and make recommendations on the investment of funds of the organization, all proposed organizational borrowings and all purchases and sales of investment securities and other capital assets of the organization;
- (c) Review the financial feasibility of programs and projects, acts involving major expenditures of the organization as from time-to-time requested by the Board and make recommendations thereon to the Board;
- (d) Recommend the selection, retention or termination of the organization’s external auditors review the organization’s accounting and financial policies, and procedures and review the overall scope of the annual audit and final opinion of the external auditors.

**5.4 Executive Committee.** – The Executive Committee shall be composed of five Board members, including the Board Chair, Vice-Chair, Secretary, Treasurer and an at-large Board member selected by the Board. The Executive Committee, when the board is not in session, shall have and exercise the power and authority of the Board and shall be subject to the same limitations of the Board in the organization’s management. Any action taken by the Executive Committee shall not conflict with these By-Laws or policies of the Board.

**5.5. Equipment and Facilities Committee.** – The Equipment and Facilities Committee shall be composed of at least five members of the organization and a Board Liaison, appointed annually by the Board to assist the Audit and Finance Committee in developing the organization’s capital needs and to develop policies and/or procedures for the organization to maintain its equipment and facilities.

**5.6 Nominating Committee.** – The Nominating Committee shall be composed of three to five Directors, elected annually by the Board to propose a slate of candidates, based upon the needs of the organization, for the position(s) of Director for ultimate presentation to the membership at the organization’s Annual Meeting.

**5.7 Special Committees.** – Special Committees may be appointed by the Board for such purposes as deemed necessary. Such committee’s activities shall be limited to the specific purpose(s) for which it was created and shall have no power to act except as specifically authorized by the Board. Upon the completion of the purpose(s) for which it was created, such committee shall be discharged.

**5.8 Resignation and/or Removal of Committee Members.** – Any committee member may resign by giving written notice to the committee Chair. Such resignation shall take effect on the date of receipt or at any later time specified in the written resignation notice. Any member of a committee, except for an ex-

officio member may be removed by an action of the majority of the Board Directors. Any ex-officio member of a committee shall cease to be such if he/she ceases to hold a designated position, which is the basis of such ex-officio membership.

**5.9 Committee Vacancies.** – A vacancy on any committee shall be filled for the unexpired portion of the term by the Board and the Board shall have the authority to increase or decrease the number of committee members.

**5.10 Quorum.** – A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee.

**5.11 Manner of Acting.** – The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting.

**5.12 Committee Meetings and Notices.** – Meetings of a committee may be called by the Board or the committee Chair. Each committee shall meet as often as necessary to perform its duties, but no less frequently than annually. Notice by U.S. Mail, postage prepaid, or electronic means (as defined in Section 2.5), of the time and place of any meeting of a committee, shall be given at least twenty-four hours prior to the meeting; provided however, that no notice shall be required when the Committee Chair determines the existence of an emergency situation requiring immediate action.

## **ARTICLE VI FISCAL YEAR**

**6.1 Fiscal Year.** – The organization’s fiscal year shall commence on January 1 of each year and shall end on December 31 of the same year.

**6.2 Annual Audit.** – The Board of Directors shall conduct an annual audit of its financial records at the end of each fiscal year, said audit to be conducted by an independent public accounting firm employed by the Board.

## **ARTICLE VII IMMUNITY, INDEMNIFICATION AND INSURANCE OF AND FOR DIRECTORS, OFFICER AND OTHER PERSONS**

**7.1 Immunity From Liability.** – Each present or future Director of the organization shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

- (a) The Director has breached or failed to perform the duties of her/his office in a manner meeting the applicable standards of law; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The immunity provided by this Section shall not apply to liability of a Director pursuant to a criminal statute or for the Director's failure to pay taxes pursuant to local, state or federal law.

The immunity and other rights and privileges set forth herein shall be construed to grant Directors the maximum protection allowed by the laws of the Commonwealth of Pennsylvania and shall in no way be construed to be in restriction or limitation of any other right, privilege or immunity granted by the laws of the Commonwealth of Pennsylvania or these Bylaws.

## **7.2 Indemnification.**

(a) General. The organization shall indemnify any Director or officer, and may indemnify any other employee or agent who was or is a party to, or is threatened to be made a party to or who was or is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the organization, by reason of the fact that he/she is or was a Director, committee member, officer, employee or agent of the organization, or was or is serving at the request of the organization as a Director, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) Exceptions. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of disinterested Directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction, as to action in her/his official capacity and as to action in another capacity while holding office.

(c) Policy. It shall be the policy of this organization that indemnification and of, and advancement of expenses to Directors, committee members and officers of the organization shall be made to the fullest extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of Directors and officers of the organization effective immediately upon any modification of a Pennsylvania statute which expands or enlarges the power of corporations organized under the Pennsylvania statute to indemnify or advance expenses to Directors and officers of the organization.

(d) Continuation. The indemnification and advancement of expenses provided by or granted pursuant to this policy shall, unless otherwise provided when authorized and ratified, continue as to a person who has ceased to be a Director, committee member, officer or employee and shall inure to the benefit of the heirs, successors, executors and administrators of such person.

(e) Notice.

1. As soon as practical after receipt by any person specified in Section 7.2(a) of notice of the commencement of any action, suit or proceeding specified in Section 7.2(a), such person shall, if a claim with respect thereto may be made against this organization shall notify this organization, in writing, of the

commencement or threat thereof; however, the omission to so notify the organization shall not relieve the organization from any liability unless this organization shall have been prejudiced thereby or from any other liability which it may have to such person under this policy. With respect to any such action as to which such person notifies this organization of the commencement or threat thereof, this organization may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, this organization jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof with counsel selected by this organization to the reasonable satisfaction of such person.

2. After notice from this organization to such person of its election to assume the defense thereof, this organization shall not be liable to such person under this policy for any legal or subsequent expenses subsequently incurred by such person in connection with the defense thereof other than as provided below. Such person shall have the right to employ her/his own counsel in such action, but the fees and expenses of such counsel incurred after notice from this organization of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of such person shall have been authorized by this organization; (2) such person shall have reasonably concluded that there may be a conflict of interest between this organization and such person in the conduct of such proceeding, or (3) this organization shall not in fact have employed counsel to assume the defense of such action.

3. This organization shall not be entitled to assume the defense of any proceeding brought on or behalf of this organization or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under this policy or advancement of expenses are not paid or made by this organization, or on its behalf within ninety days after a written claim for indemnification or a request for an advancement of expenses has been received by the organization, such person may, at any time thereafter, bring suit against the organization to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on this organization. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by this organization.

**7.3 Insurance.** – The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the organization or is or was serving at the request of the organization as a representative of another enterprise, against or incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the organization would have the power to indemnify her/him against such liability under the provisions of the Pennsylvania Non-Profit Corporation Law, as from time-to-time amended.

**ARTICLE VIII  
OPERATION AS A NON-PROFIT TAX-EXEMPT ORGANIZATION**

The organization has been organized and shall be operated as an organization described in Section 501(c)(3) of the Code. The organization shall not enter into any agreement, nor shall its Directors or officers adopt any resolution or By-Laws, take any action or carry on any activity by or on behalf of the organization not permitted to be entered into, taken or carried on by (a) an organization that is described in Section 501(c) (3) of the Code and (b) an organization contributions to which are deductible under Section 170(c) (2) of the Code.

**ARTICLE IX  
OFFICES**

The registered office of the organization shall be 300 Waterfront Dr., Pittsburgh, Pennsylvania 15222, or such other registered office as designated by the Board of Directors. The organization may also have such other offices at such other places as its Board of Directors may from time to time determine.

**ARTICLE X  
BYLAWS AMENDMENTS**

These By-Laws may be amended, repealed or restated at any Annual or Special meeting duly convened, by a majority of the members present at such meeting, provided that a quorum of the members is present at such meeting, after written notice of the meeting given at least seven days for a Special meeting or fourteen days for the Annual meeting before the day specified for the meeting. Such notice shall specify the date, hour and place of the meeting and shall contain a copy of the proposed amendment(s) or restatement.

These Bylaws are adopted by the Board of Directors, as amended, effective, December 18, 2014. These Bylaws are adopted by the members, as amended, effective, February 7, 2015.

/s/ Randy Hockenberry  
Chair, Three Rivers Rowing Association