

**BY-LAWS OF THE YONKERS
PADDLING AND ROWING CLUB INC.**

ARTICLE I – NAME

The name of the club shall be YONKERS PADDLING AND ROWING CLUB (YPRC), located at 21 Alexander St. Yonkers New York 10701

ARTICLE II *Section 1. Place of Meetings.* Semi-annual meeting of members for the nominating of directors and for such other business as may be stated in the notice of meeting, or as may properly come before the meeting, shall be held at such places, either within or without the State of New York and at such time and dates as the Board of Directors, by resolution, shall determine and set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the date and place of the meeting, the semi-annual meetings of members shall be held at the YPRC boathouse in mid October and mid May.

Section 2. Notice of meetings: Written notice, stating the place, date and time of membership meetings and the general nature of the business to be considered shall be posted via email or postal mail and at the YPRC boathouse at least 10 days before the meeting. Written notice of the semi-annual meetings and special meetings will be mailed to all eligible voting members thirty days prior to the meeting date.

Section 3. No business other than that stated in the notice shall be concluded at any membership meeting.

Section 4. Voting: Each dues paying Senior member (see Article III) is entitled to vote in accordance with the bylaws and Certificate of Incorporation, and has one vote. Votes taken at meetings will be advisory to the officers/directors and must not contravene these Bylaws or well established custom. All elections and votes shall be made by mailed ballot and decided by a simple majority vote of a quorum (see Section 9) of eligible members, except for amendments to the bylaws, which require a two thirds majority, or as otherwise provided by the Certificate of Incorporation or the laws of the State of New York.

Section 5. The Fall Meeting shall have the election of officers, as it's principal purpose. Other agenda items must be posted as in Article II Section 3.

Section 6. The main purpose of the Spring Meeting will be to plan for the season's events.

Section 7. Other meetings may be called by any officer/director or by the petition of any ten senior members to the Commodore in writing. Notification must be posted as in Article II, Section 2. Robert's Rules of Order will be followed during meetings.

Section 8. Nomination of Officers will occur one month prior to the fall meeting. The Secretary will compile a slate of nominees for each office.

Section 9 Balloting. Officers will be elected by ballots mailed to voting members thirty days before date of the semi annual fall meeting. Ballots must be received by the Secretary three business days before the fall meeting. Ballots of the membership about

other club issues may be initiated by the officers/directors at their discretion or by petition of not less than ten percent of the senior membership. Such petitions must be accompanied by a deposit to cover the cost of postage, which will be returned if the ballot is successful.

Section 10. Quorum

Section 10.1. A quorum for a meeting refers to the number of voting members present.

Section 10.2. A quorum for the election of Club officers shall be the return of 25% of the ballots issued by mail to voting members. (see Amendment III; adopted 5/2013)

Section 10.3. A quorum for conducting business at Club meetings shall be 10% of the voting membership.

Section 10.4. A quorum for a Board of Director's meeting is a simple majority of Board members. (see Amendment II; adopted 5/2013)

Section 11. Fiscal Year The fiscal year shall follow the calendar year.

ARTICLE III – MEMBERSHIP

Section 1. Qualifications for Membership: Any person interested in canoeing, kayaking and rowing may apply for membership. No person shall be excluded from membership for reason of race, creed, color, gender, sexual orientation, age or other personal attributes.

Section 1a. Senior Membership: Any person over the age of eighteen years may apply for Senior membership by complying with the provisions in the by-laws.

Section 1b. A Senior member shall have voting power and shall be eligible for election or appointment to any Office or Committee, and may enjoy and participate in all activities of the Club.

Section 2. Junior Membership: Any person under the age of eighteen years may apply for Junior membership by complying with the provisions of the by-laws.

Section 2a. A Junior member shall enjoy the privileges of a Senior member except voting or holding office and any other restrictions as stipulated in the by-laws.

Section 2b. Family Membership: Adult couples and their children under the age of eighteen years are considered family members. Each adult will have the privileges of Senior members and the children will have the privileges of Junior members.

Section 3a. Life Membership: A Senior member who has dedicated himself/herself to years of service on behalf of YPRC. This person must be approved by a majority of the Board of Directors with ratification by majority of the general membership at the annual meeting.

Section 3a. A Life member shall enjoy the privileges of a Senior member and shall not be required to pay dues.

Section 4a. Honorary Annual Membership: Non club members such as civic leaders, heads of community organizations, paddling officials who can make a significant contribution to the club's activities may be nominated by any YPRC member. The Board

of Director's must approve by majority vote with ratification by majority of the general membership at the annual meeting.

Section 4b: Honorary Annual Members are not eligible to vote. They may be appointed to a committee.

Section 5. Membership Application

Section 5.1. Application for Membership including a liability waiver shall be made to the Membership Chair accompanied by the amount of dues prescribed for that type of membership.

- (a) *Section 5.1a.* Form of Application: Applications shall be created and revised as needed at the discretion of the Board of Directors

Section 5.1.2. Amount of Annual Dues/ Berthing Space/Locker Fees and other fees: shall be determined each year by the Board of Directors for each of the following categories:

- (a) Senior Members:
- (b) Junior Members:
- (c) Family Members:

Section 5.2. All dues are payable in full by May 1st.

Section 6. Qualifications for Voting. Senior Members must be current with their dues.

ARTICLE IV – OFFICERS

Section 1. Officers: The officers of the club shall be a Commodore, Vice-Commodore, Secretary, Treasurer, and House Captain. One person may hold only one office. The officers will be the nucleus of the Board of Directors

Section 2. Nominations: Nomination for Club officers shall be submitted from the membership to the Secretary at least 6 weeks prior to the fall meeting.

Section 3. How Elected: The members of the Board of Directors shall be elected by emailed ballot (see Article II, Section 8) and announced at annual fall meeting. Nominees receiving the highest number of votes cast will be elected. The elected Board of Directors will nominate, vote and elect the executive officers: Commodore, Vice-Commodore, Treasurer, Secretary and House Captain. (see Amendment IV; adopted 11/2014)

Section 4. Terms of Office: Terms of office are for two years with the exception of 2015 election. For the 2015 election: the term of office for each of the five Directors of the Club receiving the greatest number of votes shall be for two calendar years following his/her election; the term of office for each other Director shall be for one calendar year following his/her election. All officers shall be eligible for reelection. (see Amendment V; adopted 11/2014)

Section 5. Vacancies: In the event of a vacancy occurring in the office of Commodore, the Vice-Commodore shall become Commodore. In the event of a vacancy occurring in the office of Vice-Commodore, Secretary, Treasurer, or House Captain, or Board Members at Large, the Board of Directors shall appoint a successor for the remaining portion of that term.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board of Directors: The Board of Directors is composed of Commodore, Vice-Commodore, Treasurer, Secretary, House Captain, and 6 Board Members at-large. (Note this amendment supercedes and nullifies Amendment I) (see Amendments I and VI; adopted 11/2014)

Section 2. Vested Powers: The Board of Directors shall conduct the routine business of the Club between the regular and special meetings of the Club. They will appoint heads of Standing Committees and Special Committees. The Board of Directors must approve the YPRC budget. They must approve any expenditure over \$500 within a 90 day period.

Section 3. Resignation of Officers/Directors. Resignations must be submitted in writing to the Commodore and accepted by the Board of Directors.

Section 4 Changing the size of the Board of Directors: The Board of Directors shall have the power to change the number of members of the board upward or downward in increments of 2 so as to maintain an odd number of members on the board. Any changes to the board size made under this section will not go into effect until the next election cycle after the board passes a resolution to change the board size. (see Amendment VII; adopted 11/014)

ARTICLE VI – DUTIES

Section 1. Duties of the Commodore: As chief executive officer of the Club, it is the duty of the Commodore or his/her appointed representative to represent and speak for the Club in matters involving the public and other organizations. S/He will preside at all regularly scheduled and special meetings of the Club. S/He will examine and certify all bills presented by the Treasurer. S/He may make commitments of under \$500 within a 90 day period. S/He shall appoint the Chairpersons of the following standing committees: Membership, Events, Safety, and Sebago. The House Captain will chair the House committee. The Commodore shall also appoint special committees to assist him/her as necessary.

Section 2. Duties of the Vice-Commodore: The Vice-Commodore shall assist the Commodore as deemed necessary by the Commodore.

Section 3. Duties of the Secretary: It is the duty of the Secretary to receive all Club membership applications from the Membership Chairperson. The Secretary will provide notice of all meetings. The Secretary will be responsible for the taking of minutes at all general and special meetings and for all Club official correspondence. The Secretary will post minutes of all meetings.

Section 4. Duties of the Treasurer: It is the duty of the Treasurer to be the receiver of, and be responsible for, all monies of the Club. The Treasurer shall receive all monies from the membership. The Treasurer shall maintain an accurate written record of all members with dues in arrears and shall have such record available at all regularly scheduled or special meetings of the Club. The Treasurer will maintain an accurate record of monies from members paying for berthing spaces. The Treasurer shall present to the Commodore, in a timely manner, all bills for his/her certification. The Treasurer shall have a written financial statement available at all regularly scheduled meetings and whenever called for by the Commodore. The Treasurer will be responsible for maintaining a Club bank account.

Section 5. Duties of the House Captain: The House Captain shall control and be responsible for the Club's boats and related equipment, assignment of berth space locker space and the care and condition of the Boathouse and grounds. S/he shall, at regularly scheduled meetings, present a narrative report on the condition of the Boathouse and the equipment under his/her care. The House Captain will be the Chairperson of the House Committee.

ARTICLE VII- REMOVALS AND EXPULSIONS

Section 1. Any officer of the Club may be removed from office, and a member of the Club may be removed from the Club for just cause by a majority vote of the Board of Directors with ratification by a majority vote of the membership. The person in question will be permitted to state his/her case to the Board. Once expulsion occurs, the applicant who reapplies for membership must be approved by a majority vote of the Board of Directors.

ARTICLE VIII – AMENDMENTS

Section 1. Amendments to the Constitution and by-laws of the Club may be initiated by the officers/directors or by petition of at least ten percent of the membership. Notice must be given before any membership vote is taken. Amendments must be approved by two thirds of the membership at the annual or special meeting of YPRC. Any Article except this one may be amended.

ARTICLE IX – ENACTING CLAUSE

Section 1. This constitution shall become effective upon majority vote of the initial Board of Directors with ratification by majority vote of the membership at the annual meeting 5/15/01. Directors/Officers of the club will be elected at the 5/15/01 meeting. The next election of Directors/Officers will take place in 10/02 and then annually thereafter.

ARTICLE X – PROHIBITION OF DIVIDENDS

Section 1. No part of the net earnings of the YPRC corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation. Further, upon the dissolution of the corporation, the Board of Directors/Officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, religious, or scientific purposes which shall at the time qualify as an exempt organization or organizations under section 501C(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States law) as the Board of Directors/Officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – Corporate Seal

Section 1. Seal. The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL YONKERS PADDLING AND ROWING CLUB". Said seal may be used, causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XII – Execution of Corporate Instruments

Section 1. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors/Officers.

ARTICLE XIII – Notice and Waiver of Notice

Section 1. Notice. Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section 2. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

AMENDMENTS:

I. Article V Section 1. The Board of Directors: The Board of Directors is composed of Commodore, Vice-Commodore, Treasurer, Secretary, House Captain, 3 Board Members at-large, and the most recent Past Commodore (if that person has not assumed another officer position). *Approved by membership vote 6/2007.*

II. Article II Section 10.4. A quorum for a Board of Director's meeting is a simple majority of Board members. *Approved by membership vote 5/2013*

III. Article II Section 10.2. A quorum for the election of Club officers shall be the return of 25% of the ballots issued by mail to voting members. *Approved by membership vote 5/2013.*

IV. Article IV section 3

How Elected: The members of the Board of Directors shall be elected by emailed ballot (see Article II, Section 8) and announced at annual fall meeting. Nominees receiving the highest number of votes cast will be elected. The elected Board of Directors will nominate, vote and elect the executive officers: Commodore, Vice-Commodore, Treasurer, Secretary and House Captain. *Approved by membership vote 11/2014.*

V. Article IV section 4

Terms of Office: Terms of office are for two years with the exception of 2015 election. For the 2015 election: the term of office for each of the five Directors of the Club receiving the greatest number of votes shall be for two calendar years following his/her election; the term of office for each other Director shall be for one calendar year following his/her election. All officers shall be eligible for reelection. *Approved by membership vote 11/2014.*

VI. Article V Section 1

The Board of Directors: The Board of Directors is composed of Commodore, Vice-Commodore, Treasurer, Secretary, House Captain, and 6 Board Members at-large. (Note this amendment supercedes and nullifies Amendment I). *Approved by membership vote 11/2014.*

VII. Article V Section 4

Changing the size of the Board of Directors: The Board of Directors shall have the power to change the number of members of the board upward or downward in increments of 2 so as to maintain an odd number of members on the board. Any changes to the board size made under this section will not go into effect until the next election cycle after the board passes a resolution to change the board size. *Approved by membership vote 11/2014.*