

BY-LAWS OF THE YONKERS PADDLING & ROWING CLUB INC.

ARTICLE I – NAME

The name of the club shall be **YONKERS PADDLING & ROWING CLUB INC. (YPRC)**, located at 19 Alexander St. Yonkers, New York 10701. The mailing address is PO Box 871, Yonkers, NY 10702.

ARTICLE II

Section 1. Place of Meetings. An annual meeting of members, to be held each fall, for the announcement of newly elected 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. Regular monthly business meetings will be held on the first Monday of each month. The monthly meeting can be moved to a different date by a majority vote of the Board of Directors.

Section 2. Notice of meetings: Written notice, stating the place, date and time of the Fall Meeting or any other special meeting and the general nature of the business to be considered shall be posted via email at least a week before the meeting.

Section 3. No business other than that stated in the notice shall be conducted at any annual or special meeting.

Section 4. Election of Board of Directors: Each dues paying Senior member (see Article III) is entitled to vote in accordance with the by-laws and Certificate of Incorporation, and has one vote. A valid election of the Board of Directors shall be the return of 25% of the ballots issued to voting members. All elections and votes shall be made by electronic ballot and decided by a simple majority vote of eligible members, including amendments to the by-laws, which require a majority of returned ballots, 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 announcement of the new Board of Directors as its principal purpose.

Section 6. Other meetings may be called by a majority of the Board of Directors 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 7. Nomination of Board of Directors will occur one month prior to the Fall Meeting. The Secretary will compile a slate of nominees.

Section 8. Balloting: Board of Directors will be elected by ballots emailed to voting members thirty days before the date of the annual Fall Meeting. Ballots must be received by the Secretary at least three business days before the Fall Meeting. A vote of the membership about other club issues may be initiated by the Board of Directors at their discretion or by petition of not less than ten percent of the senior membership.

Section 9. Quorum

Section 9.1. A quorum for a meeting refers to the number of voting members present.

Section 9.2. A quorum for conducting business at the Fall or special meeting shall be 10% of the voting membership.

Section 9.3. A quorum for a monthly Board of Directors meeting is a simple majority of Board of Directors.

Section 10. Fiscal Year. The fiscal year shall be September 1 to August 31.

ARTICLE III – MEMBERSHIP

Section 1. Qualifications for Membership: Any person interested in canoeing, kayaking, stand up paddling 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 of these 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 these by-laws.

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

Section 2b. Family Membership: Adult couples/single parents 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 themselves to years of service on behalf of YPRC. This person must be approved by a majority of the Board of Directors.

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 make a significant contribution to the club's activities may be nominated by any YPRC member. The Board of Directors must approve this honorary membership by majority vote.

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 Treasurer accompanied by the amount of dues prescribed for that type of membership.

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

Section 5.1b. Amount of Annual Dues/Berthing Space/Locker Fees and other fees; shall be determined each year by the Board of Directors.

Section 5.2. All dues shall be invoiced on April 1 and are payable in full by May 1.

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

ARTICLE IV – 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 of Directors at-large.

Section 2. Nominations: Nomination for Board of Directors shall be submitted from the membership to the Secretary at least 4 weeks prior to the Fall Meeting.

Section 3. How Elected: The members of the Board of Directors shall be elected by electronic ballot and announced at the 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 for a term of one year.

Section 4. Terms of Office: Terms of Board of Directors are for two years. All Board of Directors shall be eligible for reelection.

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, the Board of Directors shall appoint a successor from the current board for the remaining portion of that term. For any other vacancies, the Commodore will appoint a member to serve out the rest of the term subject to board approval.

Section 6. Resignation of Directors. Resignations must be submitted in writing to the Commodore and accepted by the Board of Directors.

Section 7. 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.

Section 8. 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.

ARTICLE V – 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 and serve for one year. The officers are the executive committee of the Board of Directors and report to the entire board.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. Duties of the Commodore: As chief executive officer of the Club, it is the duty of the Commodore or their appointed representative to represent and speak for the Club in matters involving the public and other organizations. The Commodore will preside at all regularly scheduled and special meetings of the Club. The Commodore will examine and certify all bills presented by the Treasurer. Any expenditures of over \$500 by the Commodore or anyone designated by the Board will require Board approval. The Commodore shall appoint the Chairpersons of the identified standing committees. The House Captain will chair the House committee. The Commodore shall also appoint special committees to assist 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: 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 their 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 Club bank accounts. The Treasurer shall receive all membership applications.

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 berths and lockers, maintenance of associated waiting lists, and the care and condition of the Boathouse and grounds. The House Captain shall present a narrative report on the condition of the Boathouse and the equipment under their care at regularly scheduled meetings. The House Captain will be the Chairperson of the House Committee.

ARTICLE VII– REMOVALS AND EXPULSIONS

Section 1. Any Director may be removed from the board, and any member of the Club may be removed from the Club for just cause by a majority vote of the Board of Directors. The person in question will be permitted to state his/her case to the Board. Once expulsion occurs, reinstatement can occur if the person reapplies for membership for the next season. Reinstatement requires approval by a majority vote of the Board of Directors.

Section 2. All Directors shall make every effort to attend all meetings. Excused absences must be made in writing to the Commodore or Secretary prior to the meeting. Two or more unexcused absences will result in possible censure/expulsion by a majority vote of the board.

ARTICLE VIII – AMENDMENTS

Section 1. Amendments to the Certificate of Incorporation and/or by-laws of the Club may be initiated by the Board of 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 the majority of the returned ballots.

ARTICLE IX – ENACTING CLAUSE

Section 1. These by-laws shall become effective upon a majority vote of the returned ballots.

ARTICLE X – 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 & ROWING CLUB, INC.”. Said seal may be used, causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XI – 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(s), agent(s) of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XII – Notice and Waiver of Notice

Section 1. Notice. Whenever any notice is required by these by-laws 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, and/or email addressed to the

person entitled thereto at their 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 or email notification. 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 by-laws, 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.

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