

BYLAWS

WESTFORD COMMUNITY ROWING, INC.

Adopted by the Board of Directors: Thursday, February 16, 2018

Article I

Name, Location, and Fiscal Year

Section 1: The name of the organization shall be "Westford Community Rowing, Inc.", hereafter referred to as "WCR".

Section 2: The principal address of WCR shall be:
Westford Community Rowing
10 Joyce Circle
Westford, MA 01886

Section 3: The mailing address for all correspondence with WCR shall be:
Westford Community Rowing
PO Box 2035
Westford, MA 01886

Section 4: The fiscal year of WCR shall be from January 1st to December 31st, or as determined by the Board of Directors.

Article II

Nature, Purpose, and Nondiscrimination

Section 1: WCR shall be a charitable, educational, non-profit corporation operated exclusively in accordance with 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2: The purpose of WCR shall be to support and promote scholastic and community-based rowing programs; to teach and train rowers and coxswains; to provide opportunities for both recreational and competitive rowing; and to maintain the natural beauty of the waterways and surrounding areas used for rowing.

Section 3: WCR shall accept rowers without preference to the city or town where they live or work.

Section 4: WCR does not discriminate in its programs, activities, or membership on the basis of race, color, religion, sex, national origin, disability, age, marital status, citizenship, sexual orientation, gender identity or expression, or status as a veteran or disabled veteran.

Article III

Board of Directors

Section 1: The Board of Directors of WCR, hereafter referred to as the “Board”, shall consist of Officers and Directors. Each member of the Board shall have an equal vote.

Section 2: The affairs of WCR shall be managed by the Board who shall have and may exercise all the powers of WCR. The Board may delegate any of its powers to an Officer, Director, Member or Committee thereof and may revoke or limit said powers at any time for any reason.

Section 3: The Officers of WCR shall be a President, a Vice President, a Treasurer, and a Clerk.

Section 4: The Clerk shall be a resident of the Commonwealth.

Section 5: There shall not be less than three (3) nor more than nine (9) Directors on the Board. The Board may, by a majority vote, increase or decrease the number of Directors from time to time.

Section 6: To the fullest extent permitted by Massachusetts law, as now in effect and as amended from time to time, an Officer or Director of WCR shall not be personally liable for monetary damages as such for any action taken or any failure to take any action.

Article IV

Officers

Section 1: The President shall be the Chief Executive Officer of WCR and, subject to the control of the Board, shall have general responsibility and supervision of the affairs of WCR. The President shall preside at all meetings of the Board when present, except as the Board otherwise determines. The President may, without prior decision of the Board, create and appoint Committees and volunteers to carry on and conduct the business of WCR. Duties not specifically reserved or assigned to the Board or its Officers may be delegated by the President. The President may appoint volunteers to assist Officers or Directors in completing their assigned duties.

Section 2: The Vice President shall, in the absence of the President or in the event of the President’s disability, removal, or resignation, perform the duties and exercise the powers of the President and shall generally assist the President. The Vice President shall have and perform such other powers as designated by the Board or the President.

Section 3: The Treasurer shall be the Chief Financial Officer of WCR, and shall be in charge of its financial affairs, funds, securities, and valuable papers and effects, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of its books of accounts and accounting records, and of its accounting procedures. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of WCR in such depositories as may from time to time be designated by the Board. The Treasurer shall disburse the funds of WCR in accord with the direction of the Board and shall provide an account of all transactions and the financial condition of WCR. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Town of Westford, the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal, state, or local

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agencies. The Treasurer shall have and perform such other duties and powers as designated by the Board or the President.

Section 4: The Clerk shall record and maintain records of all proceedings of the Board and these records shall be open at all reasonable times to the inspection of any member of the Board. If the Clerk is absent from any meeting of the Board, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The Clerk shall preside over the conduct of elections and perform electoral functions as described in these Bylaws. The Clerk shall be the official custodian of all non-financial records and documents pertaining to WCR and shall keep all policies and resolutions on file in a form that may be readily accessed. The Clerk shall generally assist the Treasurer and assist in all filings. The Clerk shall have and perform such other duties and powers as designated by the Board or the President.

Article V

Board Terms, Elections, Resignations, Removal from Office, and Vacancies

Section 1: Each Officer and Director shall hold office for a term of one (1) year or until the Officer or Director dies, resigns, is removed, becomes unable to hold office, or becomes disqualified.

Section 2: The Officers and Directors shall be elected at the Annual Meeting by a majority vote of the Membership in attendance. An Officer or Director may be elected for multiple terms.

Section 3: Any Officer or Director may resign at any time by delivering a resignation in writing to the President or the Clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 4: Any Officer or Director may be removed from office with or without cause by at least a two-thirds ($\frac{2}{3}$) majority vote of the full Board.

Section 5: No Officer or Director resigning, and no Officer or Director removed, shall have any right to any compensation as such Officer or Director for any period following said resignation or removal, or any right to damages on account of such removal.

Section 6: Any vacancy in the Board, including a vacancy resulting from the enlargement of the Board, may be filled by a majority vote of the Board. The Board shall elect a successor if the office of President, Vice President, Treasure, or Clerk becomes vacant and may elect a successor if any Director position becomes vacant. Each successor shall hold office for the unexpired term. The Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Article VI

Conflicts of Interest and Compensation

Section 1: Whenever an Officer, Director, or Member with Board-delegated powers has a financial interest, either personally or through an immediate family member, in any matter coming before the Board, the affected person shall fully disclose the nature of the interest to the Board.

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Section 2: The Board by at least a two-thirds ($\frac{2}{3}$) majority vote may determine if a conflict of interest exists. When the Board determines that a conflict of interest exists, the affected person shall withdraw from discussion, lobbying, and voting on the matter. The matter shall be approved only when a majority of disinterested Officers and Directors determine that it is in the best interest of WCR to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 3: Any Officer, Director, or Member may recuse himself or herself at any time from involvement in any decision or discussion in which the Officer, Director, or Member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Section 4: No compensation shall be paid to any Officer or Director for service on the Board.

Article VII

Board Meetings and Quorums

Section 1: The Board shall regularly conduct meetings at a place and time of its choosing. Notice of such meetings shall be given to each Officer and Director at least seven (7) days prior to the meeting. The notice shall state the time and place of the meeting, and contain an agenda, which may be amended by the Board at the meeting.

Section 2: Special meetings of the Board may be held at any time and at any place when called by an Officer or Director. Notice of such meetings shall be given to each Officer and Director at least three (3) days prior to the meeting. The notice shall state the time, place, and purpose of the meeting. The stated purpose is the only topic that shall be acted upon at a special Board meeting.

Section 3: A majority of the number of Officers and Directors constituting the full Board shall constitute a Quorum for a meeting, but a lesser number may by majority vote adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 4: Meetings shall be presided over by the President. If the President is not present, the meeting shall be presided over in the following order: Vice President, Clerk, Treasurer, or a person chosen by the Board. The Clerk, or if not present, a person chosen by the Board, shall act as recording secretary.

Section 5: Except for matters provided in these Bylaws as requiring at least a two-thirds ($\frac{2}{3}$) majority vote of the full Board, all other matters shall be determined by a majority vote of the Board present, provided there is a Quorum.

Section 6: Any action required or permitted to be taken at any meeting of the Board by a majority vote of the Board in attendance may be taken without a meeting if a majority of the full Board consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting. Unless otherwise prohibited by law, members of the Board may provide such consent by means of electronic mail.

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Section 7: Unless otherwise prohibited by law, members of the Board may participate in a meeting of the Board by means of a conference telephone call or similar communications mechanism by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article VIII

Members

Section 1: Membership in WCR is open to any person who subscribes to the purpose and principles of WCR, has participated in a WCR program in the current or two previous calendar years, and is at least eighteen (18) years of age.

Section 2: To become a Member, the Member must be approved by a majority vote of the Board.

Section 3: To remain in good standing Members must be current in all dues, fees and other financial obligations to WCR.

Section 4: The Board may add additional requirements to remain in good standing, including but not limited to, a requirement to perform a minimum amount of WCR service each year. Service may consist of maintaining WCR equipment, regatta activities, serving on the Board or a Committee, or other WCR projects as approved by the Board.

Section 5: The Board may suspend, expel, or remove a Member when the Board determines that the best interest of WCR would be served thereby.

Article IX

Annual Meeting and Special Meetings of the Membership

Section 1: The Board shall hold an Annual Meeting for the purpose of conducting or completing its annual election and for such other business as may be appropriate either by law or by decision of the Board. Notice of such meetings shall be distributed to the Membership at least seven (7) days prior to the meeting. The notice shall state the time and place of the meeting, and contain an agenda, which may be amended by the Board at the meeting.

Section 2: Special meetings of the Membership may be held at any time and at any place when called by the Board. Notice of such meetings shall be distributed to the Membership at least three (3) days prior to the meeting. The notice shall state the time, place, and purpose of the meeting. The stated purpose is the only topic that shall be acted upon at a special meeting of the Membership.

Section 3: No Quorum is necessary for the Annual Meeting or any special meetings of the Membership.

Section 4: Each Officer, Director, or Member in good standing shall have one vote at the Annual Meeting and special meetings of the Membership.

Article X

Programs, Fees, and Policies

Section 1: The Board may establish, terminate, or modify various rowing and rowing related programs including, but not limited to: sweep rowing, sculling, indoor rowing, coxing, conditioning, or any program having similar purposes as set forth in these Bylaws.

Section 2: The Board may establish and set membership dues. The dues the Board may impose include but are not limited to annual dues, initiation fees, membership fees, and/or special assessments for specific purposes.

Section 3: The Board may establish and set participation fees for various WCR programs. Such fees may be a prerequisite to use WCR equipment or facilities.

Section 4: Program participants must sign a liability waiver approved by the Board as a prerequisite to use WCR equipment or facilities.

Section 5: The Board may adopt, modify, and enforce rules, policies, and guidelines for each WCR program.

Section 6: The Board may adopt, modify, and enforce eligibility requirements for each WCR program including but not limited to Swim Tests, Captains Tests, and other demonstrations of safe rowing ability and knowledge.

Section 7: The Board may revoke or restrict user privileges for any individual when the Board determines that the best interest of WCR would be served thereby.

Section 8: The Board may assess and charge a participant for damages to WCR property resulting from careless or negligent behavior, or by failing to follow rules or instructions.

Section 9: The Board may limit the number of participants in any WCR program.

Article XI

Bank Accounts, Investments, and Borrowing

Section 1: WCR shall maintain a checking account with a local bank in the name of WCR.

Section 2: Additional accounts and investments may be authorized by the Board.

Section 3: The President and Treasurer shall have signature authority for all WCR financial accounts.

Section 4: WCR shall not borrow money to finance its operations or the acquisition of capital equipment unless such "loans" (meaning mortgages, loans, lines of credit, revolving credit, or payment plans) are first approved by the Board.

Article XII

Tax-Exempt Requirements

Section 1: No part of the net income of WCR shall inure to the benefit of or be distributable to its Officers, Directors, Members, or other private persons, except that WCR shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions for the purposes set forth in these Bylaws.

Section 2: No substantial part of the activities of WCR shall be lobbying or otherwise attempting to influence legislation and WCR shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3: Notwithstanding any other provision of these Bylaws, WCR shall not conduct or carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XIII

Dissolution

Section 1: WCR may be dissolved by at least a two-thirds ($\frac{2}{3}$) majority vote of the full Board. Prior to the effective date of such dissolution, the Board may vote to form or recognize a new or existing entity with a similar purpose and may by vote transfer legal title to unencumbered assets to such entity or to an agent to be held in trust for the new or existing entity until such time as the new or existing entity is able to accept and hold title in its own right.

Section 2: Upon the dissolution of WCR, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIV

Amendment of Bylaws

Section 1: These Bylaws may be altered, amended, or replaced in whole or in part at any meeting by at least a two-thirds ($\frac{2}{3}$) majority vote of the full Board.

