

Bylaws for Annapolis Junior Rowing Association, Inc.,
a Tax Exempt Non-stock Maryland Corporation

Introduction: Effective this date of May 21, 2017, the Bylaws of Annapolis Junior Rowing Association, Inc. (“AJR”) shall govern AJR in all situations in which they are applicable and in which they are not inconsistent with AJR’s Articles of Incorporation filed December 8, 2008, and with any subsequently filed amendments. These Bylaws replace the original Bylaws dated August 31, 2009.

Article 1: Duration and Principal Office

AJR is of perpetual duration, incorporated as a non-stock, not-for-profit Maryland Corporation. Its principal office and resident agent shall be in Maryland.

Article 2: Purpose

AJR is organized and will be operated exclusively to engage in any lawful activity for which nonprofit, non-stock corporations may be organized under the laws of the State of Maryland and which is in furtherance of charitable and educational purposes, including but not limited to being a qualified amateur sports organization for the purposes of IRC Section 501(j), and a qualifying organization for the purpose of IRC Code Section 501 (c) (3), as amended, or the corresponding section of any future tax code.

AJR uses the sport of rowing as a vehicle to teach responsibility, self-discipline, sportsmanship and teamwork, and to encourage physical fitness and build self esteem and the pursuit of excellence in area youth. AJR will promote the sport of amateur rowing among teen aged youth residing in Anne Arundel and surrounding counties in Maryland by teaching rowing skills and encouraging, facilitating, and organizing participation in amateur rowing competitions, including national and international competition, and by providing coaching, equipment, facilities, and other assistance and opportunities to foster amateur rowing, a recognized Olympic sport. AJR is affiliated with and receives guidance from the governing body of U.S. Rowing, the United States Rowing Association.

Article 3: Membership

Section 3.01 Membership Qualifications

Membership shall not be denied on the basis of race, creed, color, gender, age other than minimum and maximum ages, sexual orientation, or religion. Any eligible 8th grade or high school student who has paid all dues, registration fees and expenses in full, has submitted all required documents and waivers, and who has been accepted by AJR’s Board of Directors and agreed to be bound by AJR’s Code of Conduct shall be deemed a Youth Rower member of AJR for an academic year, starting on September 1 and extending to June 30 of the following year.

A member-family shall be defined as one (or more if from the same family) Youth Rower member(s) and their immediate family members (parents or guardians), and shall constitute

one voting unit as long as each member/member-family is in good standing. Rights of membership remain, as long as the member/member-family remains in good standing as defined by the BOD and the rules of the bylaws.

AJR's Board of Directors shall define all additional membership categories and voting rights.

Section 3.02: Membership Voting Rights

The voting power of all members shall be equal, with one (1) vote per member-family on any matter brought before a vote of the membership. No member-family shall have more than one (1) vote, regardless of the number of number rowers in the member-family. The rights and obligations of any member younger than 18 years of age will be held by the member's parent, legal guardian, or other eligible member-family individual 18 years or older.

Section 3.03: Membership Dues

The Board of Directors shall set the amount of dues, registration fees and expenses (including required payment terms and conditions) for each rower prior to the commencement of each rowing season, subject to adjustment. Dues, registration fees and expenses shall usually be non-refundable. Any high school student joining during a season is responsible for the entire dues, registration fees and expenses for such season. Any exceptions relating to the payment of such dues, registration fees or expenses shall be determined on an individual basis by the Board of Directors.

Section 3.04: Assessments

The Board of Directors may impose assessments on the members as an expense if, in the Board's opinion, such an assessment is required for the Board to meet its financial obligations.

Article 4: Board of Directors

Section 4.01: Powers

AJR's business and property shall be managed by the Board of Directors ("Board"), which shall exercise all the powers of AJR except as limited by law and elsewhere in these Bylaws. The Board of Directors shall have power to make all necessary rules and regulations for their governance and for the regulation of the business and affairs of AJR which are not inconsistent with the Articles of Incorporation and these Bylaws, and shall have general management and control of AJR. The Board of Directors may delegate from time to time to any committee, officer, or agent, such power and authority as is permitted by law.

Section 4.02: Number and Selection

The Board shall consist of a minimum of three (3) and a maximum of nine (9) Adult Directors. The Adult Directors of the Board shall be comprised of the individuals duly elected by the Membership at the annual membership meeting. Candidates considered to serve on the Board may be adult family members of AJR or may be appropriate interested

adults from the local community. The Board shall select AJR's Officers from the current members of the Board of Directors, from time to time as the Board shall see fit, to serve the offices of President, Vice President, Secretary, and Treasurer. The specific duties of each AJR Officer shall be determined by AJR's Board in consultation with the person filling the Officer position at any particular time.

Section 4.03: Eligibility, Tenure and Vacancies

Each Director shall hold office for a term of two (2) years, renewable by election by the Membership and the Board Member's consent. Vacancies existing by reason of resignation, death, incapacity, ineligibility or removal before the expiration of the Director's term shall be filled by a majority vote of the remaining directors at any regular or special meeting, with any director so appointed entitled to serve until the next annual membership meeting, at which time the appointed director may seek election to the Board for a regular two year term.

Unless any person so elected to the Board shall, within ten (10) business days after notice of an election by the Membership or appointment by the Board, signify his or her refusal to act as an AJR Director, he or she shall be presumed to have accepted his or her election as an AJR Director.

Section 4.04: Duties of Directors

The Board, with the assistance and supervision of the AJR Secretary, shall keep a complete record of all of its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of AJR.

The Board shall manage, subject to the provisions of AJR's Articles of Incorporation and these Bylaws, as well as Maryland law and the policies and procedures of the sport of rowing's national organization, U.S. Rowing, the business and affairs of AJR, including but not limited to hiring of the Director of Rowing and/or Head Coach.

The Board shall, with the assistance and supervision of the AJR Treasurer, install a system of bookkeeping and reconciling so that each member of the Board on a quarterly basis, and on an annual basis each AJR Member, may know and be advised fully concerning the receipts and disbursements of AJR.

The Board shall, with the assistance and supervision of the AJR Treasurer, deposit AJR's funds in such bank or banks as the Board shall approve. All checks, drafts, or orders of money, notes, or other evidence of indebtedness in AJR's name shall be signed by an officer of AJR, with the advance knowledge and consent of either AJR's President or Treasurer, or may be signed by any designee of AJR's Board, as authorized in a written resolution approved by the Board.

The officers of the Board, and certain designees of the Board authorized to expend AJR funds for operational or administrative expenses, shall be bonded annually in an amount sufficient to cover all funds of AJR.

Each Member of the Board shall abstain from voting on any issue with which the Board member in question has a financial interest.

Section 4.05: Regular and Special Board Meetings

Subject to the following provision, the Board shall meet at such times and such places as the Board may determine, however the Board shall meet no less than 4 times per calendar year. A majority of the Directors shall be present to constitute a quorum. The Board will typically meet on a monthly basis as agreed upon by the Board members. Special meetings of the Board, including electronic meetings, may be held at any date, time and place, may be called by any Member of the Board, pursuant to any procedures enacted by the Board to govern its own proceedings, and must be preceded by reasonable notice provided to all Board Members.

Section 4.06: Attendance at Board Meetings

Unless otherwise closed by the Board, AJR members are entitled to attend Board meetings. The Board shall be entitled to conduct closed meetings as reasonably necessary to preserve the confidentiality of matters so designated by the Board. Board meetings shall be attended, when possible, by the Officers and Directors of the Board, the Director of Rowing and/or Head Coach of AJR, the Team Administrator, and the team captains. Team captains may be excused by the President if deemed appropriate due to the nature of discussions.

Section 4.07: Reimbursement of Board Members

Directors shall serve without compensation. Any reasonable and customary expenses incurred by any Director in the furtherance of AJR's business are allowed to be reimbursed with documentation and Board approval. Capital expenditures and asset acquisition such as equipment will be discussed and must receive prior approval by the Board.

Section 4.08: Committees

The Board of Directors shall have the authority to establish committees as may be necessary to further and promote the interests and activities of AJR. The Board shall appoint a chairperson and members of all necessary committees. The Board may make such provisions for appointment of the chair of such committee(s), establish such procedure to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of AJR. The committee chairperson shall ensure that the committee is functioning properly under the direction of the Board and shall report all committee activities to the Board.

Certain committees shall be Standing Committees, appointed by the Board, and duration of service shall be determined by the Board. One such Standing Committee shall be the Executive Committee. The Executive Committee membership will consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee will meet as required to discuss agenda items for board meetings and urgent matters as they arise.

Certain committees shall be Special Committees, and shall be appointed by the Board on an as-needed basis. They may include, but are not limited to: Bylaws, Fundraising, Marketing, and Events.

Article 5: AJR Membership Meetings

The Annual Membership Meeting of AJR shall be held within thirty (30) days of the conclusion of the spring rowing season. Reasonable notice of the Annual Meeting will be given not less than ten (10) days before the meeting. A minimum of twenty-five percent (25%) of the voting membership, present in person, shall constitute a quorum for transaction of business at a membership meeting. A member-family unit as defined in Section 3.01 shall be counted as one voting member. A simple majority of voting members present at the Annual Meeting shall be required to carry any action on any matter presented for a vote.

The annual meeting agenda shall always include, but is not limited to, the following items:

- President's remarks
- Head Coach's reports
- Election to open Board of Directors positions
- Financial Reports
- Old business
- New business

Article 6: Liabilities

No person may use any of AJR's facilities or equipment without the permission of either the Head Coach, AJR's Board, or the Board's designee.

Nothing herein shall constitute AJR members as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or the failure to act of any other member, officer, agent or employee, nor shall any member, officer, agent, or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful malfeasance.

Article 7: Amendments

Subject to the approval of AJR's Membership at the next successive Annual Meeting, the Board of Directors by vote of two-thirds (2/3) of the Directors, 1) shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and 2) may from time to time adopt additional bylaws.

Article 8: Restrictions and Dissolution

No part of the net earnings of AJR shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that AJR shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two (2) above.

No substantial part of the activities of AJR shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and AJR shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

AJR shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3), (c) (4), or (j) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon AJR's dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which AJR's principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such charitable purposes.

In Witness Whereof, I have signed these Bylaws as approved by the Membership this 21st day of May, 2017.

Signature of AJR President:
