

BYLAWS
of the
Putney Rowing Club

Amended March 16, 2025

ARTICLE I
ORGANIZATION

Section 1. Name

The name of this corporation is the Putney Rowing Club, also referred to in this and other club documents as the PRC. The Putney Rowing Club is located at 405 Dummerston Station Road, Dummerston, VT 05346. The mailing address is: Putney Rowing Club, PO Box 90, Putney, VT 05346 USA.

Section 2. Purpose

The purpose of the Putney Rowing Club is to encourage and promote the sport of amateur rowing by providing rowing programs and instruction, and by maintaining a boathouse and rowing equipment for its members.

Section 3. Officers and Directors

The Officers of the Club shall be the President, Vice President, Secretary and Treasurer. The Board of Directors shall be composed of the aforesaid Officers and three Directors-at-Large, elected from the membership.

Section 4. Membership

Membership categories are defined in Article II, Section 5. The PRC is a non-discriminatory, welcoming organization.

Section 5. Institutional Rowing Programs

Institutional Rowing Programs, using PRC facilities and equipment will be governed by an annual contract negotiated between the PRC and the sponsoring institution. Regular club membership is required of any program participant, coach or administrator to use PRC facilities and equipment outside of the institutional rowing program's contracted hours.

ARTICLE II
MEMBERSHIP

Section 1. Annual Meeting and General Meeting

The Annual Meeting of the Putney Rowing Club shall be held between February 1 and April 30th, on a date set by the board. A general meeting of the membership shall be held in the month of August to prepare for the Green Mountain Head Regatta.

Section 2. Special Meetings

Special meetings of the members, for any purpose or purposes, may be called by a majority vote of the Board of Directors, by the President, or by members having one-third (33%) of the votes eligible to be cast at such meeting.

Section 3. Notice of Meetings

The Board of Directors shall provide advance notice to all members regarding the location, date and hour of the Annual Meeting, General Meeting and any Special Meeting. Notice shall be mailed electronically or by U.S. Post to the last known address of each member no later than two weeks prior to such meeting.

Section 4. Member Definitions

A "member" is an individual whose application has been accepted by the Membership Committee and approved by the Board, and who is currently in good standing within the Club, having fulfilled the membership requirements as set forth in the PRC Handbook, including membership application, signed PRC waiver, and payment of dues. New applicants may be granted temporary membership, pending approval by the Board of Directors.

Section 5. Membership Categories

Individual, Family and Youth Members are entitled to the privileges and responsibilities of the Club.

- a) Individual membership is open to anyone.
- b) Family membership is available to parents with children under the age of 18.
- c) Youth membership is available to anyone 14 to 21 years old.
- d) Associate membership is available to friends, former members, and others interested in rowing and the PRC. Associates are listed on the Club's mailing list and receive notices of activities and newsletters. Associate members do not have rowing privileges. Associate members are welcome to attend all other activities.

Section 6. Voting Rights

Voting rights are extended to all members, older than 18 years, in the Individual, Family and Youth membership categories. A member may not transfer their vote by proxy to another member or any other person. Members have the privileges and responsibilities described in Article VII of these By-Laws, subject to club rules and regulations. Associate members do not have voting rights.

Section 7. Quorum and Voting

40% of the membership shall constitute a quorum at any Annual or Special Meeting of the members. A majority of the votes cast at any meeting at which a quorum is present shall be decisive of any motion or election. If a quorum is not present, a majority of those present may adjourn the meeting to another time specific, notifying the full membership in a timely manner.

ARTICLE III

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Membership and Election

- a) At the first Annual meeting following adoption of these Bylaws, the members shall elect four directors to serve a special one-year term and three directors to serve two-year terms. Upon the expiration of the aforesaid terms and at all elections thereafter, the members will elect Directors for terms of two years.
- b) All the Officers and Directors shall be elected to serve a two-year term. Officers and Directors should not serve more than three consecutive terms.
- c) The Secretary will solicit nominations from all PRC members for the open offices of President, Vice President, Treasurer, & Secretary at least 21 days prior to the date of the Annual Meeting.. Any voting member present at the Annual Meeting may propose additional nominations for officers from the floor. Nominees must consent to their nomination.
- d) Following the election of Officers, the floor shall be opened for nominations for open positions for Director-at-Large. The members will then vote to fill these open position(s).
- e) All the Officers and Directors will hold their office until their successors are elected and qualified or unless they are removed per Section 7 or they are no longer able to serve.

Section 2. Eligibility for Office

To be eligible for election as an Officer or Director, an individual must have been an Individual, Family or Youth Member of the Club for at least one full rowing season and in good standing. Nominees must consent when nominated to serve if elected.

Section 3. Powers

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by the Board of Directors. Any person becoming a Director shall also be a member of the Corporation.

Section 4. Meetings of the Directors

Regular meetings of the Board of Directors shall be held at least four times per year and at such additional times and places as the Board may prescribe and determine, and special meetings may be called by the President or Vice President

Section 5. Notice of Meetings of Directors

The Secretary shall give at minimum of five (5) days' notice to the Directors of any regular or special meeting of the Board of Directors. Notification of meetings will also be posted on the PRC website when scheduled.

Section 6. Quorum

Five (5) members of the Board of Directors shall be a quorum for the transaction of business. A majority (4) of all seven Directors is required to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or these By-Laws.

The Directors may vote at any meeting, either regular or special, to remove any director for sufficient cause. Notice of the proposed removal action shall be provided in advance to the Board member at least seven (7) days in advance of the meeting, and that member shall be permitted to speak on his/her own behalf

at such meeting. Removal shall be accomplished by a two-thirds vote of the entire Board of Directors, or 5 votes in a 7-person board.

Section 8. Vacancies

If, after the elections of club directors at the annual meeting, a position remains unfilled or if a vacancy occurs on the Board of Directors because of resignation, removal, illness, death or otherwise, a new Director shall be appointed by the Board to serve for one year or the remainder of the term whichever is shorter. In the event that no Individual, Family or Youth Member, who has been a member longer than one year, is willing to serve, the board may appoint any member if that member is willing to serve, regardless of the tenure of their membership. If the position remains open, The board may appoint an Associate Member, regardless of the length of their tenure, with full voting rights but without rowing privileges.

ARTICLE IV DUTIES OF DIRECTORS

It shall be the duty of the Board of Directors to:

- a) Manage and supervise, subject to the provisions of the Corporation's Certificate of Incorporation and of these by-laws, the business and affairs of the Corporation and to supervise all officers, committees, agents and employees and to see that their duties are properly performed.
- b) Maintain records of all its acts and of the proceedings of its meetings, showing the condition of the affairs of the Corporation.
- c) Install a system of bookkeeping such that each member may know and be fully advised from time to time concerning the receipts and disbursements of the Corporation.
- d) Promulgate rules and regulations.
- e) Develop an annual budget, including the membership fee structure, for presentation to and approval by the membership before increasing member fees or establishing special assessments.

ARTICLE V DUTIES OF OFFICERS

Section 1. The President and Vice President

The President shall: (a) Preside over all meetings of the members of the Corporation and Directors; (b) Sign, as President, all contracts and instruments which have been first approved by the Board of Directors; and (c) Direct the affairs of the Corporation and execute generally such other duties as may be required by these by-laws or by the Board. If at any time the President shall be unable to act, the Vice President shall take his place and perform his duties. If the Vice President shall be unable to act, the Board shall appoint one of the Directors to do so.

Section 2. Secretary

It shall be the duty of the Secretary to: (a) Keep a record of the proceedings of the meetings of the Board of Directors and of the members; (b) Keep the corporate seal and affix it to all papers requiring a seal; and (c) Discharge such other duties pertaining to the office or which may be prescribed by the Board of Directors.

Section 3. Treasurer

It shall be the duty of the Treasurer to: (a) Receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand; (b) Perform any other duties as they pertain to the office or may be prescribed by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Standing and Special Committees

The Board of Directors shall establish the following Standing Committees: Boathouse and Equipment Committee, Membership Committee, Education Committee, and Regatta Committee. By resolution, the Board may create other Special Committees or task forces deemed desirable and approved by vote of the Board.

Section 2. Committee Members

All members are required to serve on one of the aforementioned committees. Each year, the President shall propose a roster of committee chairs and committee members for review and approval by the Board, no later than four weeks following the Annual Meeting. The committee chair or a representative shall report to the Board and attend monthly Board Meetings as needed.

Section 3. Powers and Duties

Committees shall have advisory powers and responsibilities as outlined below and as charged by the Board. The general areas of responsibility for each Standing Committee are considered to be:

- a) Boathouse and Equipment Committee — Maintains the boathouse, grounds and equipment; recommends purchases; organizes work crews; provides training to members in proper maintenance and repair techniques; maintains a logbook; oversees the procedure to reserve and transport boats for use at the club and/or for regattas.
- b) Membership Committee — Receives applications for membership, oversees committee assignments and forwards them to the Board for approval. Arranges periodic social gatherings of the club members and their families.
- c) Education Committee — Sets up and monitors club rowing programs for various skill levels and assures safety training for all members.
- d) Regatta Committee — Plans, organizes, and conducts the Green Mountain Head Regatta.

ARTICLE VII MEMBER PRIVILEGES

Section 1. Privileges and Responsibilities

All Putney Rowing Club Individual, Family and Youth Members who are in good standing shall enjoy the privileges of participating in the club's rowing programs and social activities, and of using its facilities and equipment, subject to the club's rules and regulations. Equally, each member has the responsibility to participate actively and regularly in the work of the various Committees established for

the operation and perpetuation of the club's programs, facilities and equipment. Any member who violates the Club's rules and regulations may be subject to restrictions of their privileges or to suspension or revocation of their membership as described hereafter in this Article.

Section 2. Restriction or Revocation

Member privileges may be restricted or revoked by the Board for any individual when the Board determines that sufficient cause has been shown. A restriction may include, but not be limited to: prohibiting the use of specific equipment; requiring that other members be present when specific equipment is used; limiting access to or participation in club activities for a definite or indefinite time.

ARTICLE VIII FINANCIAL MANAGEMENT

The funds of the Corporation shall be deposited in such bank or banks as the Treasurer of the Corporation shall designate. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, director or directors, such agent or agents of the corporation as shall be determined by resolutions of the Board of Directors. The fiscal year of the corporation will be the calendar year.

ARTICLE IX AMENDMENTS

These by-laws may be altered or amended at any general or special meeting of the membership by a two-thirds vote of the members present, provided that written notice of said meeting has been provided as required by these By-Laws and further provided that the notice include the proposed amendment.

ARTICLE X DISSOLUTION

Upon a vote favoring dissolution of the organization, the Board of Directors shall, after paying or making provision to pay all liabilities, dispose of all the assets in such a manner, or to such organizations operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law), as the Board of Directors shall determine.

REV. DATE 03-16-2025