

# CONSTITUTION & BYLAWS OF THE BURNT HILLS ROWING ASSOCIATION, Inc.

August 13, 1994

Revision 1, December 7, 2000

Revision 2, January 14, 2010

Revision 3, February 9, 2012

Revision 4, February 25, 2016

Revision 5, February 27, 2019

## ARTICLE I

### Name, Purpose, Duration and Principal Office

The name of this corporation is BURNT HILLS ROWING ASSOCIATION, Inc., duration and principal office shall be as set forth in the corporation's Certificate of Incorporation.

The purpose of the organization shall be:

1. To stimulate and foster interest in the sport of rowing. To publicize the manifold advantages of rowing as a means of health and physical development. To uphold the principles and standards of amateur rule. To promote interest through competition and the holding of regattas. To use every reasonable endeavor for the advancement and up-building of amateur rowing in accordance with the best traditions of sportsmanship.
2. To primarily serve as the cognizant support organization for the Burnt Hills Crew, a spring season scholastic sport serving students of the Burnt Hills-Ballston Lake Central School. To this end, students will represent their school during practice, regattas, and events surrounding these activities in name only as Burnt Hills Crew. The students' legal association will always be the Burnt Hills Rowing Association, not Burnt Hills-Ballston Lake Central School. This corporation may also serve as an interim support organization for other secondary schools establishing a rowing program.
3. To secondarily serve as a community rowing program for youths and adults.

## ARTICLE II

### Meeting of Members

Section 1. Membership: Membership shall consist of the Directors; Parents; Student, Club and Masters Rowers (who have rowed within the last calendar year). No person shall be denied membership based on race, sex, creed, religion, nationality, or any other legal entity.

Section 2. Annual Meeting: An annual meeting of the members of the corporation shall be held at the principal office of the Corporation, or elsewhere, as specified in the notice of call of such meeting to be held during the first two weeks of February each year, at an hour fixed in the notice of call thereof, for the purpose of transacting any business authorized or required to be transacted.

Section 3. Special Meetings: Special meetings of the members may be called by the President and Secretary jointly, the Board of Directors, or by any group of members of the Corporation which shall constitute two-tenths in number of the total members of the Corporation.

Section 4. Notice of Regular or Special Meeting: Notice of the annual, and of all special meetings, or any other meeting of the members shall be given to each member at least five (5) days before the date of any such meeting. Notice of any meeting may be given in writing, or in person or by telephone or e-mail.

Section 5. Quorum: At any meeting of the members of the Corporation, a majority of such members being present in person shall constitute a quorum for all purposes, except when otherwise provided by law, the Corporation's Certificate of Incorporation or these by-laws. If a sufficient number of members are not present to constitute a quorum, the members present may, from time to time, adjourn the meeting until a quorum is retained.

Section 6. Voting: Club members shall have one vote for each rowing member (parental voting for minors) at any meeting of the Corporation's members and such vote may be cast either in person or by proxy. Male and female Crew Captains and/or Co-Captains shall be selected by the student membership to represent the students at all meetings and shall have one vote each.

### ARTICLE III

#### Board of Directors

Section 1. Membership and Election: At the organizational meeting of the incorporators and at each annual meeting of the members of the Corporation thereafter, there shall be elected a Board of Directors composed of eight (8) persons who shall hold office for three (3) years or until their successors shall be elected and qualified or until they be sooner removed as provided in Section 6 of Article III of these by-laws. It shall not be necessary for a person to be either a member of the Corporation or a resident of the State of New York to be eligible for election to the Board of Directors. The current Officers shall also be voting members of the Board of Directors. Unless any person so elected shall, within ten (10) days after notice of his or her election, signify his or her refusal to act as a Director of the Corporation, he shall be presumed to have accepted his election as Director. The corporate powers, business and property of the

Corporation shall be exercised, conducted and controlled by the Board of Directors. Any person becoming a member of the Board of Directors shall also be a member of the Corporation.

Section 2. Meetings: Regular meetings of the Board of Directors shall be held at such time and at such places as the Board of Directors may prescribe and determine, and special meetings may be called by the President, Vice President, or any five (5) members of the Board at any time.

Section 3. Notice of Meetings: Notice of regular or special meetings of the Board of Directors may be given verbally, by telephone, by electronic communication or by written notice, provided sufficient time is given each Director to attend such meeting; provided, however, that any meeting may be held upon five (5) days notice in any event.

Section 4. Quorum: A majority of the total number of Directors and Officers shall be a quorum (a majority) for the transaction of business and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or these by-laws.

Section 5. Compensation: No member of the Board of Directors shall receive any compensation for his services as a Director. No officer, agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 6. Vacancies on the Board: The members of the Corporation at any meeting, either general or special, may remove any director with or without cause and fill the vacancy thereby created and such person selected to fill said vacancy shall hold office until his or her successors shall be elected and qualified or until he or she be sooner removed as herein provided. Any vacancy in the Board of Directors, due to resignation, death or other disqualification, shall be filled in an acting capacity with the approval of the Board of Directors per Section III.4 until the next annual meeting.

#### ARTICLE IV

##### Duties of Directors

It shall be the duty of the Board of Directors:

1. To keep a complete record of all its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of the Corporation.
2. To 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.
3. To install such a system of bookkeeping and auditing that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Corporation.
  4. To attend all scheduled meetings of the Corporation. Failure by a Director to attend scheduled meetings may be cause for dismissal from the position by a majority vote of the Board of Directors.

## ARTICLE V

### Officers

The officers of the Corporation shall be a President, a Vice President for Fundraising, a Vice President for Volunteers, a Secretary, and a Treasurer, together with any other administrative officers which the Board of Directors may see fit in its discretion to provide for by resolution entered upon its minutes. The President, the Vice Presidents, the Secretary and the Treasurer shall be parents of current Burnt Hills Ballston Lake Central School youth rowers (as defined in Article 2 section 1) elected from the non student membership and voted by the general voting membership. It shall not be necessary for other administrative officers, if prescribed for as aforesaid, to be members of the Board of Directors. All officers shall serve a term of one year, unless sooner relieved by the Board of Directors. Any Officer vacancies due to resignation, death or other disqualification shall be filled in an acting capacity with the approval of the Board of Directors per Section III.4 until the next annual meeting.

## ARTICLE VI

### The President and Vice Presidents

If at any time the President shall be unable to act, a Vice President shall take his place and perform his duties; and if the Vice President shall be unable to act, the Board shall appoint one of the Directors to do so. The President or such Vice President or Director:

1. Shall preside over all meetings of the members of the Corporation and Directors.
2. Shall sign, as President, all contracts and instruments which have been first approved by the Board of Directors.
3. Shall call the Directors together whenever he or she deems it necessary, and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as may be required by these by-laws or by the Board.

4. Shall, as president, have the authority to authorize expenditures on behalf of the organization up to an amount set by the board. Amounts exceeding set amount requires approval of the Board of Directors.

#### ARTICLE VII

##### Secretary

It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the meetings of the Board of Directors and of the members.
2. Maintain the records of the Corporation.
3. To discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

#### ARTICLE VIII

##### Treasurer

It shall be the duty of the Treasurer:

1. To receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand.
2. To furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require.
3. To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

#### ARTICLE IX

##### President Emeritus

The President Emeritus position is a full voting member of the Board of Directors and Officers. This position is automatically filled by the outgoing President and relieves the past President Emeritus should the position still be filled at that time. There is no vote required to fill this position and there are no term limits until such time that there is a new outgoing President. If, at a future time, the next outgoing President does not want to or cannot fill the President Emeritus position, the current President Emeritus may fill the position for one additional year, after which, the position will become vacant. The President Emeritus may, if they choose, be elected to the Board of Directors, at which time the position of President Emeritus shall become vacant.

It shall be the duty of the President Emeritus:

1. To provide an orderly transition to the incoming President and later provide assistance to the President, other Officers and the Association as needed.

## ARTICLE X

### Masters Coordinator

The Masters Coordinator position is a full voting member of the Board of Directors and Officers. This position is automatically filled by the current coordinator of the masters rowing program. There is no vote required to fill this position and there are no term limits until such time as there is a new Masters Coordinator.

It shall be the duty of the Masters Coordinator to fully direct all aspects of masters rowing including but not limited to:

1. The hiring of coaches
2. The establishment of schedules, programs and fees
3. The collection of fees
4. Ensuring that masters obligations to BHRA are fulfilled.
5. To provide an orderly transition to the incoming Masters Coordinator

## ARTICLE XI

### Bank Deposits and Execution of Checks

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 the 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.

## ARTICLE XII

### Conflict of Interest Policy

Section 1. Definition. A conflict of interest exists when a board, officer, or staff member could profit from a decision, a board member's fiduciary obligation to the Burnt Hills Rowing Association could be in conflict with his or her obligation to another organization or individual, or when a board member has competing fiduciary interest. Conflicts of interest may occur when the Burnt Hills Rowing Association enters into transactions with not-for-profit organizations as

well as those that are undertaken with profit making entities. This policy also pertains to the selection and purchasing of goods and services, and other organizational decisions.

Section 2. Policy. No member of the Burnt Hills Rowing Association Board of Directors, Officers, or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the Burnt Hills Rowing Association. Each individual shall disclose to the Burnt Hills Rowing Association any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Burnt Hills Rowing Association's Board of Directors, Officers, or Staff shall refrain from obtaining any list of the Burnt Hills Rowing Association's clients for personal or private solicitation purposes at any time during the term of their affiliation.

Section 3. Disclosure and Abstention. At a minimum, in any conflict situation, the following will occur:

1. Full Disclosure: Board members, officers, and staff members in decision making roles should make known their personal or family affiliations with organizations applying for grants or doing business with the Burnt Hills Rowing Association. Board members, officers, and staff members should make any potential conflicts known to their colleagues on the board as they arise.
2. Board Member and Officer Abstention from Discussion and Voting: Board members and Officers who have an actual or potential conflict of interest should abstain from discussion or voting on matters affecting business related to specific contracts between the member or an organization they represent, and the Burnt Hills Rowing Association.
3. Staff Member Abstention from Decision Making: Staff members who have an actual or potential conflict should not be substantively involved in decision making affecting such transactions.

Section 4. Conflict of Interest Disclosure. Each board member, officer, and staff member shall complete the following "Conflict of Interest Disclosure" form within thirty (30) days of completion of the organization's annual meeting. The completed form shall be kept on file in the organization's permanent files for a period of seven years. Failure to complete the form in the prescribed time period is grounds for dismissal as a board member, officer, or staff member.

### ARTICLE XIII Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in

connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### ARTICLE XIV

##### Amendments

1. These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a majority of the Directors present and voting, shall vote in favor of such alteration or amendments.
2. These alterations and amendments must then be presented to the general membership for approval.



## POLICY MANUAL OF THE BURNT HILLS ROWING ASSOCIATION

August 13, 1994

Revision 1 - December 7, 2000

Revision 2 - January 14, 2010

Revision 3 - February 9, 2012

Revision 4 - February 27, 2019

1. The organizations purpose will be to primarily support Burnt Hills Ballston Lake Secondary School students interested in rowing. Students from other school systems may join, but may be restricted from representing Burnt Hills High School. Membership in the Burnt Hills Rowing Association shall be on a space available first come first served basis in the following priority: Previous members (high school, middle school, or other schools), Burnt Hills High School students, students from other high schools, middle school students. Middle school students will be selected based on rowing experience, physical ability, maturity, and commitment based in part on the recommendations of the coach.
2. The Burnt Hills Rowing Association shall be a member of the United States Rowing Association (USRA).
3. The Burnt Hills Rowing Association shall maintain insurance in accordance with the requirements of the United States Rowing Association and includes Commercial General Liability Insurance, Participant Accident Excess Medical Expense, Property Insurance for club facilities and equipment, and Director's and Officer's Insurance.
4. The Burnt Hills Rowing Association shall establish and maintain service contracts for the coaching staff. The contracts shall establish the terms and conditions, and define the roles and responsibilities of the coaches.
5. The Burnt Hills Rowing Association shall establish and maintain a Safety Manual approved by the Board of Directors. The manual shall define appropriate safety protocol for the conduct of the sport.
6. Refunds for students terminating their membership will not be made after one week except with a physician's excuse for a medical condition or under special circumstances which will require the approval of the Board of Directors.
7. The Burnt Hills Rowing Association shall maintain workman's compensation and disability insurance through New York State.

8. The BHRA Board of Directors values the safety of all rowers, and reserves the right to limit a rower's participation if determined to be a risk to themselves or a teammate.
9. The BHRA Board of Directors has set a spending authorization amount for the President of five hundred dollars (\$500.00 US). This amount may be adjusted at any time by a vote of the Board of Directors.
10. The BHRA Board of Directors will each complete the approved disclosure statement as required in Article XII of the Bylaws within thirty (30) days of the annual meeting or having accepted the position.