

# **BYLAWS OF THE PASSAIC RIVER ROWING ASSOCIATION**

## **ARTICLE I – NAME, OFFICES and REGISTERED AGENT.**

**Section 1: Corporation Name.** The Corporation name shall be Passaic River Rowing Association, herein referred to as PRRA.

**Section 2: Registered Agent.** The Registered Agent shall be Passaic River Rowing Association and the registered address shall be P.O. Box 440 Lyndhurst, NJ 07071. Any future changes to the Registered Agent shall be duly noted in Amendments following the Articles to these Bylaws.

**Section 3: Offices.** The Corporation may have offices at such places as designated by the Council to conduct the business of the Corporation.

## **ARTICLE II – MISSION, PURPOSE and POWER**

**Section 1: Mission.** The Corporation is organized exclusively for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code created by the Internal Revenue Code Service.

**Section 2: Purpose.** The purpose of the Corporation shall be:

- A. To foster and promote the sport of rowing, and,
- A. To encourage the participation in competitive and recreational rowing; and in particular to foster national and international amateur rowing competition by supporting and developing amateur athletes for participation competition.
- B. To foster environmental stewardship in the Passaic River environment.

**Section 3: Power.** The Corporation shall have all general powers specified in the New Jersey Nonprofit Corporations Act (“Nonprofit Corporations Act”), including the powers set forth in the Certificate of Incorporation and the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by federal or state laws.

## **ARTICLE III - LIMITATIONS**

At all times the Corporation shall operate as with the following conditions:

**Section 1: Earnings.** No part of the net earnings of the Corporation shall inure to any Member, private persons, activity or Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, except in reasonable compensation for services actually rendered to the Corporation for authorized expenditures.

**Section 2: Activities.** The Corporation shall not engage in activities such as propaganda or attempting to influence legislation or referendum or participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**Section 3: Assets.** The Corporation shall not lend any of its assets to any officer or director of the Corporation.

## **ARTICLE IV – MEMBERS and FEES**

**Section 1: Membership.** Membership in the Corporation shall be open to all persons, regardless of race, ethnicity, national origin, gender, sexual orientation, religion, age, or disability.

**Section 2: Members.** There shall be three classes of Members:

- A. **Youth Members:** Youth Members are individuals under the age of eighteen (18). Such Members have all the privileges described herein, except the right to vote and serve as an elected officer in accordance with the provisions in Articles VII, VIII and IX.
- A. **Adult Members:** Adult Members are age eighteen (18) and older and have all the privileges described herein, including the right to vote, serve as a Council Member and an elected officer in accordance with the provisions in Articles VII, VIII and IX.
- C. **Associate Members:** Associate Members (e.g., social Members) are individuals that support the Corporation physically, financially or on a voluntary basis. These individuals do not participate in the Corporation's programs and do not have the right to vote.

**Section 3: Qualifications.** Membership shall be granted to any individual that supports the mission and purposes of the organization. Adult Members that satisfy the requirements set in Article VII, Section 1, shall have voting rights.

**Section 4: Fees.** Membership fees shall be set by the Council and posted in the Membership Guide that will be in force upon approval by the Members at the Annual Meeting as per the provisions described in Article V, Section 2.

**Section 5: Termination.** Membership may be terminated by resignation, death, suspension or default in the payment of dues or expulsion by a vote of two-thirds of the Council Members present at any regularly constituted meeting. However, termination shall not relieve a resigned Member of the obligation to pay the Membership fees or other charges dues thereto accrued and unpaid.

## **ARTICLE V – MEETINGS, QUORUM and ELECTIONS**

**Section 1: Regular Meetings.** The Corporation shall hold a minimum of two (2) meetings of the Membership per year; one (1) meeting shall be the Annual Meeting to be held at the beginning of the calendar year. Meetings may be held in person or virtually, as determined by the Council.

**Section 2: Annual Meeting.** The date, time and place of the Annual Meeting shall be set by the Council, and relayed to the Membership with a minimum of ten (10) days' notice. A minimum of twenty percent (20%) of the Membership present or by proxy shall constitute a quorum for the transaction of business. The Annual Budget will be approved at this meeting in accordance with the provisions in Article XII, Section 2, as well as the Membership Guide as outlined in Article IV, Section 4.

**Section 3: End of Year Meeting.** The date, time and place of the End of Year Meeting shall be set by the Council, and relayed to the Membership with a minimum of ten (10) days' notice. A minimum of twenty percent (20%) of the Membership present or by proxy shall constitute a quorum for the transaction of business. The Council election will take place at this meeting by the Members with voting privileges present. The election shall be by casted ballot.

**Section 4: Special Meetings.** Special meetings may be called by the President, Council or at the request of five percent (5%) of the Membership at any time. The meeting shall conform to all the other meeting procedures described herein. Meetings may be held in person or virtually, as determined by the Council.

**Section 5: Notice.** Notice of each meeting shall be given to each voting Member by email, social media, messaging applications, and/or telephone or other means not less than ten (10) days before the meeting. The meeting notices and meeting calendar will be published on the Corporation's website.

**Section 6: Proxy.** The Membership may vote and participate in meetings with a proxy representative. The qualified Member wishing to designate a proxy must communicate such a request in writing and/or electronic mail to the President and Secretary within five days of the meeting to take effect. Should said member fail to submit a request prior to the deadline, then no proxy will be granted.

**Section 7: Parliamentary Procedures.** The latest edition of Robert's Rules of Order shall be the standard of governance for all meetings of this organization, and will set the standard for all Bylaws set, altered, amended, or repealed within this Article.

## **ARTICLE VI - APPOINTMENTS & REPRESENTATIONS**

**Section 1: Elections to Council.** At the End of Year Meeting, the Members shall elect the governing body, which shall be known as the Council to hold office for the terms described in Article VIII.

**Section 2: Composition of Council.** The Council shall be composed of Adult Members as described in Article IV, Section 2, Part B.

## **ARTICLE VII - VOTING**

**Section 1: Eligibility.** All Adult Members that satisfy one of the following two conditions shall be eligible to vote at meetings of the Corporation:

- A. Has an Annual Membership in any program for Adult Members and is current with the fee set by the Membership Guide for the year.
- B. Has a Membership in any program for Adult Members, is current with the fee set by the Membership Guide for the year, and, by a majority vote of the Council, has been granted voting privileges.

**Section 2: Rights.** The Members shall have the right to vote.

**Section 3: Definition.** The Council shall have the authority to establish and define non-voting categories of Membership.

## **ARTICLE VIII – AUTHORITY and COUNCIL DUTIES**

**Section 1: General Powers and Role.** The Council elected by the Membership shall provide oversight of the affairs and management of the Corporation. No Member shall have any right, title, or interest in or to any assets or property of the Corporation. The Council is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to any staff.

**Section 2: Meetings.** The Council will hold monthly meetings at an agreed upon time, date and location. The Council will also meet immediately following the End of Year Meeting.

**Section 3: Size and Composition.** The Council shall have an odd number of Members, with a maximum of eleven (11) Members and no fewer than three (3) Members at any time, the exact number to be determined from time to time by a majority of the qualified Membership as per the provisions of Article VII.

**Section 4: Elections.** Election of Council Members shall be an item of business at the End of Year Meeting of the Corporation, and such Members shall be elected by a majority vote of the qualified Membership present at the meeting, as described in Article V, Section 3.

**Section 5: Term of Office.** All Council Members shall serve a term of two (2) years. Except in the case of resignation or death, the position may be terminated before the Annual Meeting with a two-thirds (2/3) affirmative vote of the Council Members. Council Members may serve up to three (3) consecutive terms as a Council Member, at which point they will be required to take a

one (1) year hiatus from the Council, then may (should they choose) run for reelection in the next election cycle. In the event of a resignation or removal of a Council Member, a club Member on hiatus from the Council may be approved to fill the resulting vacancy until the next election cycle.

**Section 6: Executive Officers and Duties.** There shall be four (4) Executive Officers of the club: President, Vice President, Secretary and Treasurer as described in Article IX, Section 1. The four (4) Executive Officers shall serve as Members of the Executive Committee.

**Section 7: Compensation.** The Council Members receive no compensation for any duties as member of the council other than reasonable expenses as approved by the Council.

**Section 8: Quorum.** A quorum shall consist of a simple majority of the Members attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is established. If less than a majority of the Members is present at said meeting, the Members may adjourn the meeting and reschedule it for a later time when a quorum can be established. The act of the majority present at a meeting at which a quorum is present shall be the act of the Council or the committee, unless the act of a greater number is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Members, unless the action taken requires a greater number of Members as required by these Bylaws.

**Section 9: Vacancies.** When a vacancy on the Council exists, nominations for new appointments must be forwarded to the Council two weeks in advance of a meeting. These nominations shall be sent out to Council Members with the regular meeting announcement, to be voted upon at the next meeting. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by holding a special election as soon as is practical after a determination by the Council that such a vacancy exists.

**Section 10: Attendance.** Attendance to a meeting may be achieved or established through speaker phone, teleconferencing, in person or other comparable means that permit the Members to actively participate in the group discussions and deliberations.

**Section 11: Resignation, Termination and Absences.** Resignation from the Council must be received in writing by the Secretary.

**Section 12: Removal.** One or more, but not all, of the Council Members may be removed for cause or suspended pending a final determination that cause exists for removal by the affirmative vote of two-thirds (2/3) Members. Causes for removal may include, but shall not be limited to:

- A. Failure to disclose any potential conflict of interests.
- A. Failure to file an annual disclosure statement with the Secretary of the Corporation.
- B. Excessive absenteeism, defined as three consecutive regular meeting absences or such other absences as determined by Council resolution, or violation of the Code of Conduct. Official excused absences include illness, death and/or vacation.

**Section 13: Action Without a Meeting.** Any action required or permitted to be taken at a meeting (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the Members of the Council or Committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Members of the Council or Committee as the case may be.

**Section 14: Committees.** The Council shall establish Committees as needed to conduct the affairs of the Corporation. The Committees shall be comprised of at least two (2) persons which, except for the Executive Committee, may include non-Council Members. The Chairs of the Committees must be Council Members, who shall be elected by the Council at the first meeting following the End of Year Meeting.

## **ARTICLE IX - AUTHORITY AND DUTIES OF OFFICERS**

**Section 1: Officers.** The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as the Council may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

**Section 2: Appointment to and Terms of Office.** The officers of the Corporation shall be elected by the Council Membership at the End of Year Meeting or as soon thereafter as convenient. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment. Vacant offices as a result of death, resignation or removal shall be filled at any regular meeting of the Council.

**Section 3: Resignation.** Resignations are effective upon receipt by the Secretary of written notification.

**Section 4: Removal.** An officer may be removed by the Council at a meeting, or by action in writing, whenever in the Council's judgment the best interests of the Corporation will be served thereby, as per the provisions in Article VIII, Section 12.

**Section 5: President.** The President shall be a director of the Corporation and will preside at all meetings of the Council and Membership. The President shall perform all duties attendant to that office, subject, however, to the control of the Council, and shall perform such other duties as on occasion shall be assigned by the Council.

**Section 6: Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Council in the absence or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Council.

**Section 7: Treasurer.** The Treasurer shall keep the books and financial transactions of the Corporation in the books proper for that purpose. The Treasurer shall report to the Council at each regular meeting the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are

being followed in the financial affairs of the Corporation, and shall perform such other duties as assigned by the Council. The Treasurer is neither required to be a Member of the Club, nor of the Council.

**Section 8: Secretary.** The Secretary shall be a director of the Corporation and shall keep the minutes and records of all meetings of the Council and Membership in Council-approved books proper for that purpose.

**Section 9: Paid Staff.** The Council may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or delegated by the Council.

## **ARTICLE X - INDEMNIFICATION**

Every Member of the Council, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon a Council Member, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which such person may become involved by reason of being or having been a Council Member, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of such person's duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Council approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Member of the Council officer or employee is entitled.

## **ARTICLE XI - COMMITTEES**

**Section 1: Establishment.** The Council may establish Committees on an annual basis, or as needed.

**Section 2: Size, Duration, Responsibilities, Powers and Expenditures.** The size, duration, responsibilities, powers and expenditures of such Committees shall be established by a majority vote of the Council.

## **ARTICLE XII - FINANCIAL ADMINISTRATION**

**Section 1: Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Council.

**Section 2: Budget.** At the Annual Meeting, the Membership will review and vote to approve a full Financial Report and Annual Budget for the fiscal year. In the event a budget for the entire fiscal year cannot be proposed, the reason(s) for the delay must be reported and an interim

budget approved by the Membership. As per the provisions in Article V, Section 4, a Special Meeting will be convened at the earliest possible time to approve the budget for the remainder of the fiscal year.

**Section 3: Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Council. Limits to obligations incurred in excess of anticipated receipts shall be set at ten percent (10%) of the Annual Budget approved by the Membership, in accordance with Section 2. A proposed change to the said limits during a fiscal year must be approved by the Membership in a Special Meeting as described in Article V, Section 4.

**Section 4: Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Council deems appropriate. For the purpose of either deposit or collection for any account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 5: Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Council in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XIII - BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include:

- A. A copy of the Certificate of Incorporation
- A. A copy of these Bylaws
- B. All minutes of meetings of the Council

## **ARTICLE XIV - AMENDMENT OF BYLAWS**

**Section 1: Proposal.** An Amendment may be proposed by any member of the Council, or by at least one quarter (25%) of the eligible voting Membership as described in Article VII, Section 1. Proposals from the Membership must be submitted in writing or email at least 30 days in advance of any meeting of the Membership as described in the provisions of Article V.

**Section 2: Approval.** A proposed Amendment must be approved by a majority vote of the Council. Prior notice of the proposed amendment must be given to the Council in the notice of

the upcoming Council meeting at which a vote is taken, unless the Members of the Council unanimously waive such notice in writing without a meeting. Following a vote of the Council, the Membership shall be notified of the results of any Amendment proposal made by the Membership regardless of outcome, or of approval of an Amendment proposed within the Council itself.

**Section 3: Ratification.** An approved Amendment must be ratified intact by a majority vote of the eligible Membership at a meeting of the Membership as described in the provisions of Article V. Upon ratification, the effective date must be included in the resolution and noted in the Bylaws.

**Adopted: July 27, 2022**

## **AMENDMENTS TO THE BYLAWS OF THE PASSAIC RIVER ROWING ASSOCIATION**

### **Amendment I: Registered Agent**

**Section 1: Change of Registered Agent.** The Registered Agent shall be Timothy Mansour and the registered address shall be 66 York Street Jersey City, New Jersey 07302.

**Section 2: Term of Registered Agent.** This Amendment shall be in force until such time the Registered Agent must be changed. Upon approval by the Council, such a change shall be duly noted in a later Amendment to this one.

**Approved: August 31, 2022**

**Ratified: November 16, 2022**

### **Amendment II: Membership Eligibility to Serve on the Council**

Any Adult Member seeking election to the Council either by the eligible voting members at the End-of-Year Meeting, or for appointment to the Council by currently-serving Council Members must be a currently active member who has held such status for no less than eight (8) months prior to the month of the vote being taken.

**Approved: January 18, 2023**

**Ratified: March 9, 2023**

### **Amendment III: Conflict of Interest**

Section 1: Elections. Any Adult Member seeking election to the Council either by the eligible voting members at the End-of-Year Meeting, or for appointment to the Council by currently-serving Council Members must disclose any potential or direct conflicts of interest prior to voting. A conflict of interest may not disqualify such a member from seeking a position on the Council. The matter of eligibility shall be left to the discretion of the voting membership.

Section 2: Council Position. A Council Member must advise the Council of any potential or direct conflict of interest, should a matter arise that creates the situation. The Council Member may then be requested either for recusal or to continue to consult in the matter at hand, even if deemed ineligible to vote on any related measure, as per Section 3 of this Amendment.

Section 3: Question of Conflict of Interest. A question of conflict of interest may be raised by a Council Member in any meeting of the Council, by a Member participating in a Regular or Special Meeting of the Membership, or by a petition to the Council by any Member. The Council will then discuss the question and vote to determine whether a conflict of interest exists, and if so, whether the Council Member subjected to it will be ineligible to vote on the matter related to said conflict.

Section 4: Failure of Disclosure. A Council Member who has either been found to have willingly failed to disclose potential or direct conflicts of interest in any matter, or to have willfully acted against the interests of the Passaic River Rowing Association, will be subject to removal as per the provisions of Article VIII, Section 12, Part A of these Bylaws.

**Approved: March 27, 2024**

**Ratified: Pending vote of membership**

### **Amendment IV: Membership Eligibility to Serve on the Council**

Section 1: Supersession. This amendment supersedes Amendment II.

Section 2: Eligibility at End-of-Year Meeting. Any Adult Member seeking election to the Council by the eligible voting members at the End-of-Year Meeting must be a currently active member who had held such status for a minimum of eight months within the last twelve in which the meeting is being held.

Section 3: Eligibility for Appointment of the Council. Any Adult Member under consideration for appointment to the Council by currently-serving Council Members must be a currently active member who had held such status for a minimum of eight months within the last twelve of the meeting in which the motion to appoint is made.

**Approved: March 27, 2024**

**Ratified: Pending vote of membership**