

BY-LAWS OF THE PRINCE WILLIAM ROWING CLUB

Article I: General Provisions

Section 1: Name

The name of this Club, a not for profit corporation, shall be the Prince William Rowing Club, Inc. (hereafter "the Club").

Section 2: Purpose

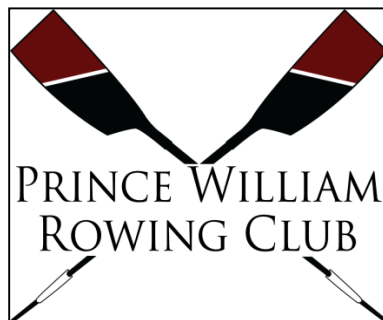
The Prince William Rowing Club is dedicated to stimulating and fostering interest in the sport of rowing among amateurs with a goal to serve the entire community with recreational and competitive rowing programs that promote health, safety and sportsmanship.

Section 3: Principle Office

The Club shall have and continuously maintain a principal office in the State of Virginia. The registered office of the Club shall be 4196 Merchant Plaza #337 Woodbridge, VA 22192. The Club may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 4: Club Emblem

An image of the Club Emblem is shown and shall be used in any suitable, respectable manner.



Section 5: Club Colors

The colors of the Club shall be silver, maroon and black.

Section 6: Discrimination for Participation

The Club shall not discriminate on the basis of race, color, sex, sexual orientation, religion or national origin. This policy of non-discrimination shall apply to all aspects of Club activities, whether in the membership application process, in the selection of any person for leadership in the Club, or with respect to inclusion in Club activities.

Article II: Members

Section 1: Eligibility

Any person who completes an application and meets the qualifications for membership as established, from time to time, by the Board of Directors shall be eligible to be a member of the Club. No application for membership will be rejected by reason of race, color, sex, sexual orientation, religion or national origin, and no applicant will be rejected unless she or he fails to meet the qualifications for the membership class for which she or he has applied or good cause for rejection has been shown.

Section 2: Membership Categories

The Board of Directors may establish different membership categories. All Members are entitled to all the rights and privileges of the Club, subject to the constraints imposed by their membership categories. The Board may refuse to accept any application for good cause.

Any Member of the Club may change his or her membership to a different category (including regular membership) by meeting the requirements of such different category and, if applicable, paying the difference in dues between such Member's current category and the category the Member desires to join.

The membership categories are intended to accommodate the varying degrees of skills, experience and commitment each rower contributes to the Club. As a general rule, the categories will be organized into three general groups: (1) rowers who wish to compete on a regular and sustained basis throughout the season; (2) rowers who do not want to compete but wish to continue to hone their rowing techniques and benefit from a good aerobic workout; and (3) rowers with very limited or no rowing experience. Additional categories are available to accommodate (1) college students; (2) part-time rowers and (3) weekend or weekday only rowers.

Section 3 Length of Membership.

Membership is on an annual basis.

Section 4: Dues

The dues and fees required of Members shall be determined by the Board of Directors and communicated to the Membership prior to the start of the rowing season, preferably at an annual preseason orientation meeting. The Board of Directors may establish different dues for different membership classes and shall set the payment due dates.

Refund Policy. The refund policy is predicated on retaining funds sufficient to meet financial obligations of the Club. Since these financial commitments must be made by the beginning of the rowing season, the Club enforces the following refund policy: "Full membership fees are fully refundable through the first week of the rowing season, less an administrative fee of 10%. A rower must notify the Club in writing or by email of their decision by the deadline date. If a rower withdraws after the first week, but before conclusion of the third week, membership fees are refundable less 20%. After the third week, membership fees are no longer refundable. The Board Officers reserve the right to waive this policy under extenuating circumstances.

Section 5: Annual Meetings

An annual meeting of the Membership of the Club, unless otherwise specified by the Board of Directors, shall be held at a time and place determined by the President. This meeting shall be held for the purpose of gathering the Membership, discussing the programs for the upcoming year, and for the transaction of such other business as may come before the meeting. The specified annual meeting shall

not be cancelled. The Board of Directors may postpone a scheduled annual meeting for good cause. The Membership must be notified with the reasons for postponement stated and the place and time for the rescheduled meeting.

Section 6: Special Meetings

The President or the Board at its discretion or in response to any group of Members of the Club of not less than two-tenths may call special meetings of the Members in number of the total Members of the Club. The transaction of business at any Special Meeting shall be limited to the matters set forth in the Notice of Special Meeting. A special meeting may be cancelled on the same authority by which it was called, with due notice given to the Members.

Section 7: Notice of Meetings

Notice stating the place, date, and hour of the meeting of the Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member at least five (5) days before the date of any such meeting. Notice may be given in writing, in person, by telephone, or by email.

Section 8: Action by Vote

Those Members in good standing, present and voting at any annual or special meeting of the Club are empowered to vote on candidates for the Board of Directors and on any other matters requiring action by the Membership in accordance with these By-laws. There shall be no voting by proxy, unless directed otherwise by the Board of Directors. Each regular member shall be entitled to one vote on each matter submitted to a vote. Voting at duly held meetings may be by voice vote.

Section 9: Termination of Membership

Members may resign by notifying the Club in writing (letter or e-mail). Termination notifications should be sent to the board president. Such resignation shall be accepted unless the resigning Member is in default of his or her obligations to the Club or has charges pending against him or her.

The Board of Directors, at its discretion, may terminate the membership privileges of any Member for actions which violate the Club By-laws, Rules and Regulations, directives of the Board of Directors, the Code of Conduct as has been set forth concerning the Club, or which otherwise jeopardize the safety, welfare or reputation of the Club or its Members.

Article III: Board of Directors

Section 1: Power

The corporate powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Directors who may exercise all the powers of the Club which are not expressly reserved to the Members by law or these By-laws. The Board is responsible for the overall policy and direction of the Club and may delegate responsibility for day-to-day operations to Club Members or Committees. The Board of Directors shall manage and supervise, subject to the provisions of the Club's Certificate of Incorporation and of the Club's By-laws, the Officers, Committees, Agents and Employees and to see that their duties are properly performed.

Section 2: Membership

The Board shall be comprised of nine to twelve persons, depending on club size and availability of interested board members. Any person becoming a member of the Board of Directors shall also be a Member of the Club.

Section 3: Election

Directors shall be elected by the Membership at the Annual Meeting of the Club for a term of one (1) year, unless sooner relieved by the Board of Directors. Any member of the Club, who has been a regular member during the present year, is eligible to be nominated for the next year's Board of Directors. Members voting may write in and vote for a candidate not included on the slate of candidates. Officers (President, Vice-President, Secretary and Treasurer) shall be elected annually by the incoming Board of Directors at the first Board Meeting held after the Annual Meeting of the Club.

Section 4: Organization of the Board

The President, and in his or her absence the Vice President, is the chairman of the Board of Directors. The duties of the Directors are set forth in Article IV. The President or the Board may form standing and ad hoc advisory committees of Members of the Board or Club Members to perform such functions as may from time to time be deemed necessary or desirable.

Section 5: Term

The Officers and Directors shall serve for a term of one (1) year, and until their respective successors have been elected, qualified and installed. 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 Club, he or she shall be presumed to have accepted his or her election as Director.

Section 6: Meetings

The Board of Directors shall convene regularly at an open meeting at least once a month. Notice of regular or special meetings may be given verbally, by telephone, by written notice, or by email, 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. All meetings shall be called by the President or by any quorum of Directors to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 7: Quorum:

A quorum of a majority of Directors is required for the transaction of business and the affirmative vote (i.e. 6 Directors must agree if there are 10 total on the board that year). When a quorum is present at any meeting, a majority of Directors present and voting may take any action, except when some other vote is required by law or these By-laws. The President or Secretary shall determine at the start of any meeting whether a quorum is present. Any meeting may be adjourned from time to time by a majority of Directors present, whether or not a quorum is present and the meeting may be held as adjourned without further notice.

Section 8: Compensation

No Member of the Board of Directors shall receive any compensation for his or her services as a Director. No Officer, Agent or Employee of the Club shall receive any compensation for services unless authorized by the affirmative vote of a majority present and voting at any regular or special meeting of the Board of Directors.

Section 9: Vacancies

Any vacancy in office, however arising: through death, disability, resignation, disqualification, removal or other cause, may be filled by the Board of Directors for the un-expired portion of the term of such office until the next time the Membership elects new Directors to fill any vacant position(s). The Directors shall have, or may exercise, all their powers, notwithstanding the existence of one or more vacancies on the Board of Directors.

Section 10: Removal

No Board member may be removed from the Board without just cause. Removal shall be by two-thirds majority vote of the remaining Board Members

Section 11: Committees

The Board of Directors may establish Committees and delegate to any such Committee or Committees some or all of the powers of the Directors except those, which by law or by these By-laws, they are prohibited from delegating. Except as the Directors may otherwise determine, any such Committee may make rules for the conduct of its business.

Section 12: Notice and Record of Meetings

The time, day and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting. The Secretary or one of the other Directors, then present and designated by the Chair of the meeting, shall keep a complete record of its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of the Club.

Section 13: Budgeting and Fiscal Procedures

In expending unrestricted Club funds, the Board shall observe the following: the Board shall determine the amounts necessary to be paid or reserved for maintenance, upkeep, and reasonable improvement of the Club as a whole, including public relations, publicity and the purchase and maintenance of the Club's property and including the setting aside of funds for capital improvements or other special purposes.

In making its budget, the Board will leave in the Club treasury a sum determined in its discretion after committee budgets and all outstanding contracts and obligations have been deducted from the balance (except capital improvement obligations payable over a long term and necessarily entered into to preserve the Club's property).

Article IV Officers

Section 1: Designation

The Officers of the Club shall be a President, Vice-President, Secretary and Treasurer together with any other Administrative Officers, which the Board of Directors see necessary to appoint. The President, Vice-President, the Secretary and the Treasurer shall be elected from the Board of Directors. It shall not be necessary for other Administrative Officers if prescribed for as mentioned earlier, to be Members of the Board of Directors. All officers shall serve a term of one (1) year, unless sooner relieved by the Board of Directors.

Section 2: Powers and Duties

Subject to law and to the other provisions of these By-laws, each Officer and Agent shall have, in addition to the duties and powers set forth in these By-laws, such duties as are commonly incident to his or her office, and such duties and powers as the Directors from time to time.

Section 3: President

The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Club's Articles of Incorporation or By-laws, or which may be prescribed from time to time by the Board of Directors.

The President shall:

Preside over all meetings of the Members of the Club and Board of Directors.

Sign, as President, all contracts and instruments, which have been first approved by the Board of Directors, and call the Directors together whenever he or she deems necessary.

Have, subject to the advice of the Board of Directors, direction of the affairs of the Club and shall discharge 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 or her place and perform his or her duties, and if the Vice-President shall be unable to act, the Board shall appoint one of the Directors to do so.

Section 4: Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall:

Perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions on, the President.

Have other powers and perform such other duties as may be prescribed by law, by the Club's Articles of Incorporation, or By-laws, or as may be prescribed by the Board of Directors

Section 5: Secretary

The Secretary shall:

Attend all meetings of the Members and of the Board of Directors and shall fairly and impartially take minutes creating a record of the proceedings.

In general, the Secretary shall perform all duties incident to the Office of Secretary and such other duties as may be required by law or which may be assigned to him or her from time to time by the Board of Directors

Section 6: Treasurer

The Treasurer shall:

Be responsible for the collection, safekeeping, and disbursement of all monies and securities of the Club.

Receive and deposit all funds of the Club and account for all receipts, disbursements and balance on hand.

Furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require.

Discharge such other duties as pertain to his or her office or may be prescribed by the Board of Directors.

Make a monthly report of the condition of the assets, and of the receipts and disbursements for the preceding month, at each meeting of the Board. His or her report will include the names of all parties delinquent in payment of monies to the Club and shall make such other particular reports as directed by the Board or President.

File all minutes and be official custodian of Club records.

Submit an annual budget to the Board no later than March 15th.

The Treasurer may delegate any of these duties to an assistant, provided such person is approved by the Board.

Section 7: Assistant Officers or Directors

The President or the Board of Directors may appoint from the voting Membership one or more Assistants to aid any of the Officers or Directors upon request of said Board Member or in the event the Board Member is temporarily unable to perform, or otherwise is not performing, his or her respective duties. Such Assistant Officers or Directors are not, however ex officio Members of the Board.

Article V Bank Deposits and Execution of Checks

The funds of the Club shall be deposited in such bank or banks as the Treasurer of the Club shall designate. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, Director or Directors, such Agent or Agents, of the Club as shall be determined by resolutions of the Board of Directors.

Article VI Amendments

These By-laws may be altered, amended or repealed 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 amendment. The notice of the meeting shall set forth the proposed amendment or a summary of the changes to be effected by the proposed amendment.

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