

# **By-Laws for Traverse Area Community Rowing**

## **Article I**

### **Name, Purpose, Duration and Principal Office**

The name of this corporation is Traverse Area Community Rowing (“TACR”) with the office and place of business located within the state of Michigan as the board of directors may determine from time to time. TACR is incorporated as a charitable organization, in the State of Michigan, for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

The Corporation is organized on a directorship basis under the laws of Michigan. A person or entity may become a participant of the Corporation upon submission of such written application or other documentation and/or annual participation fees as the Board of Directors may require. A person who was a participant, but who has not timely paid their participation fees, shall cease to be a “member in good standing” and shall lose all participation privileges. Any member of the Corporation’s Board of Directors or any Officer of the Corporation shall be deemed to be a “member in good standing” for all purposes under the Michigan Nonprofit Corporation Act and these Bylaws, without other documentation or payment of participation fees being required. Directors shall serve a two (2) year term and can succeed themselves.

## **Article II**

### **Board of Directors**

1. TACR is governed by its Board of Directors, referred to as The Board. All actions of The Board concerning TACR’s funds, equipment or policies shall be taken in the form of a written resolution.
2. It shall be the duty of the Board of Directors to carry out the objectives and purposes of TACR in accordance with the law and with TACR's Articles of Incorporation, Bylaws, and Regulations. The Board shall: a) control and manage all property belonging to TACR and make or authorize all contracts and purchases by TACR; b) impose penalties for the violation of the Articles of Incorporation, By-Laws or Regulations; c) have the power to approve committees appointed by The Board ; d) have the power to obtain loans or other financing on behalf of TACR and may authorize two or more officers to sign such promissory notes or other such evidences of indebtedness as are necessary to obtain such loans or

financing; e) have the power to enact regulations governing safety, the use and operation of TACR property and all other aspects of TACR's operation; f) have the authority to create and hire an employee, independent contractor, accountants, counsel and/or volunteer positions as it sees fit to carry out the objectives and purposes of TACR; g) have the authority to appoint TACR representatives to the various rowing associations.

3. The Board shall consist of no less than five (5) and no more than nine (9) members in good standing. Board members shall serve Two year terms until their successors have been elected, qualified, and have taken office. Board members may hold office as a director for consecutive terms.
4. If any member of the Board of Directors, including elected officers, is remiss in his or her duties, they may be dismissed and replaced by a two-thirds (2/3) majority vote of the Board of Directors.
5. Board members missing three consecutive meetings without notification to the board will result in dismissal; frequent absences with notice will be cause for consideration and removal at the board's discretion.
6. Board of Directors meetings shall be held at the discretion of the President or at the request of any two (2) members of the Board of Directors.
7. At all meetings of The Board, a majority of those members then elected to the Board of Directors, shall constitute a quorum.
8. In the event of a vacancy on the Board of Directors, the Board shall, by a majority vote of a quorum of the Board of Directors, appoint individuals to fill said vacancies. Members so appointed shall complete the term of the member who they replace.
9. The Board of Directors shall establish and appoint individuals to such Committees as it considers appropriate to carry out the tasks necessary to the operation of TACR. These tasks may include, but are not limited to: a) capital improvements; b) selection of coaching; c) communications within TACR and outside of the organization; d) development of TACR policies and safety procedures; e) equipment maintenance and purchases; f) social activities; g) fundraising; h) operation of TACR-sponsored regattas.
10. The Board shall periodically review a conflict of interest policy to protect the Corporations' interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee or affiliate with board-delegated powers.

## Article III Officers

The President shall be the chief executive officer of The Board and an ex-Officio member of all committees. All officers shall serve without compensation.

**The President** shall:

1. Preside at all meetings.
2. Preserve order, and see that the laws, rules, policies and judgments of the Board of Directors are carried in to effect.
3. Shall sign all TACR documents and agreements, unless the president and/or The Board designates some other officer.
4. Appoint committees subject to a majority approval of the Board of Directors.

**The Vice President** shall perform all duties of the President in the President's absence.

**The Secretary** is the custodian of all records, books and documents of TACR. The Secretary shall:

1. Keep a record of all meetings of TACR, Board of Directors and all matters deemed advisable by the Secretary and the Board of Directors. The records shall be approved at the next duly called meeting of the Board of Directors.
2. Keep a record of all approved amendments or revision to the By-Laws and Articles of Incorporation.
3. Ensure that current By-Laws are available on the TACR's Internet site.
4. Issue all written notices required by these By-Laws. Wherever these rules require "written notice", the Secretary shall cause such notice to be posted on the TACR's Internet site, at "www.tacrowing.org", and it also be sent to appropriate email address.

**The Treasurer** is the custodian of all funds of TACR. The Treasurer shall:

1. Maintain any records on TACR participants. File approved applications for participation and compile a factual record on each participant.
2. Ensure that: a) all TACR fees and assessments are collected; b) tax filings are handled; c) donation receipts are issued; d) TACR bills are properly approved and timely paid; e) participants are notified of failure to pay fees and/or assessments
3. Submit a report of TACR's finances at every Board of Directors meeting and at such other times as requested by the Board of Directors.

4. Deposit all money and valuables in the name of and to the credit of TACR in such bank or depository as the Board of Directors shall designate.
5. Have power to endorse for deposit all notes, checks and drafts received by TACR.
6. Disburse the funds of TACR as duly authorized by the Board.
7. Keep suitable records which shall be open to inspection upon request.
8. Issue participant application forms or establish and maintain online payment systems, as directed by the Board of Directors.

#### Article IV Finances

1. Funds: The funds to operate and maintain programs for TACR shall be raised by means of program fees, participation fees, grants, donations and fundraising events. It shall be the duty of The Board to provide adequate funds for the operations of TACR by means consonant with tax-exempt status of the Corporation.
2. Expenses: All proper expenses of TACR are subject to the approval of The Board. Upon such approval, the expenditure shall be made from the funds of the Corporation.
3. Books & Records: Books and records of TACR shall be set up in a manner that shall produce proper records for reports to The Board; plus, enable an accurate audit of the TACR finances.

#### Article V Participation

1. Full-time participants shall consist of individuals who have paid their annual user fee, are in good standing in TACR, and (a) are over 18 years of age or (b) are over 18 years of age and elect to be student participants. A person shall not be considered in good standing until they have paid the annual user fee and any accrued program fees. Full-time participants may: 1) participate in all rowing and social activities; 2) have use of rowing equipment (based on certification). All such participation is subject to the limitations imposed by the Articles of Incorporation, By-Laws and Regulations.
2. Youth participants shall consist of individuals who are under 18 years of age
3. Student participants are full-time students, over 18 and under the age of 25, who elect to be students rather than full-time participants.
4. Any violation of the Articles of Incorporation, By-Laws or Regulations of TACR shall render a participant liable to penalties imposed by the Board of Directors, including but not limited to expulsion or

suspension. A two-thirds (2/3) majority vote of the Board of Directors shall be required to expel or suspend a participant, and participants may only be expelled or suspended after the individual in question has been given written notification of the charges and has had an opportunity to meet with the Board of Directors in person. Reinstatement of an expelled participant shall likewise be by two-thirds (2/3) majority vote of the Board of Directors.

5. Any other offense not warranting expulsion or suspension may be handled by fees or other such penalty imposed by a simple majority of the Board of Directors.
6. Honorary and/or Advisory positions may be established at the discretion of the Board of Directors in recognition of service to the sport of rowing or service to TACR. This designation may be for a period of time or the lifetime of the individual receiving recognition. They shall not be required to pay annual fees on the basis of the honorary position, but they may be required to pay fees for any program in which they choose to participate or services they choose to receive from TACR. They may participate in all social activities, but have no Board voting rights.
7. The Board of Directors may, at its discretion, can create additional participation categories beyond those enumerated in this article, but no individual may be required to pay more in fees than full-time participants.

## Article VI Committees

The board, by resolution, may designate one or more committees, each committee consisting of one or more directors. (i.e. Participants, Governance, Safety, Finance, Fundraising, Program, Executive) The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If these bylaws do not designate a chairperson for a committee, The Board shall designate one member of the committee as the chairperson. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

## Article VII Fiscal Year & Meetings

1. TACR's fiscal year shall commence January 1 and end December 31.
2. Participation fees shall be determined by the Board of Directors.
3. The TACR Board of Directors shall meet at least Six (6) times/year and more often as is necessary.
4. When not inconsistent with the Articles of Incorporation or these By-Laws, the most current "Robert's Rules of Order" shall govern all meetings for the Board of Directors.

## Article VIII Corporate Document Procedure

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by The Board or by these bylaws.

## Article IX By-Law Changes

These By-laws may be amended, altered, repealed or restated by a 2/3'rd majority vote of The Board at any regular or special meeting, provided, however that: a) No amendment shall be made which would cause the Corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code; b) All amendments are consistent with the articles of incorporation.

## Article X Indemnification

### 1. Personal Liability

The Directors and officers of TACR shall not be personally liable for any debt, liability or obligation of TACR. All persons, corporations or other entities extending credit to, or contracting with, or having any claim against TACR may look only to the funds and property of TACR for payment of any such contract or claim, or for the payment of any debt, damages, judgement or decree, or of any money that may otherwise become due or payable to them from TACR.

### 2. Undertaking to Indemnify

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason that the person is or was a Director, officer, employee, or agent of TACR, or serves or served any other corporation or entity or organization in any capacity at the request of TACR while the individual was a Director, officer, member, employee or agent of TACR, shall be and is indemnified by TACR, unless the person acted recklessly or engaged in intentional misconduct.

### 3. Scope

The Indemnification described in this Section shall be against all judgements, fines, amounts paid in settlements and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal of those matters, to the fullest extent permitted and in the manner prescribed by the laws of Michigan as they may be amended from time to time.

Article XI  
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to such organization(s) as said Court shall determine organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Article XII  
Conflict of Interest

Any member of The Board who has a financial, personal or official interest in, or conflict (or appearance of conflict) with any matter pending before The Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to The Board to recuse themselves and refrain from discussion and voting on said item.

I, Melissa Tolson, Secretary of TACR, certify that these Bylaws were duly adopted by The Board on March 14, 2017.

Signature

Printed Name



## Glossary

**TACR Participant:** Any individual (youth, adult or student) who has paid appropriate user program fees.

**User Fee:** Fee for any participant as related to the program offered by TACR

**Youth Fee:** Fee for participants under the age of 18

**Adult Fee:** Fee for participants over the age of 18 who are full-time participants

**Student:** Fee for full-time students under the age of 25 who elect to be students rather than full-time participants

\*Reviewed by Board of Directors

November 14, 2018

November 12, 2019

November 10, 2020

November 17, 2021

November 8, 2022