

PROPOSED RESTATEMENT OF MARIN ROWING ASSOCIATION BYLAWS
DRAFT DATED JULY 7, 2010

BYLAWS
OF
MARIN ROWING ASSOCIATION

ARTICLE I

Name, Organization, Purpose, Principal Office and Seal

Section 1.01 The name of the organization is Marin Rowing Association (hereafter referred to as the "Corporation").

Section 1.02 The Corporation is a nonprofit corporation organized under the General Nonprofit Corporation law of the State of California to promote the sport of amateur rowing and to educate and train individuals, particularly the youth, in the art of rowing. The activities of the Corporation shall be limited to the activities described in the Articles of Incorporation. No gains, profit or dividends shall be distributed to any of the members of the Corporation, and no part of the net earnings of the Corporation shall inure to the benefit of any member and no part of the corporate activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign or on behalf of any candidate for public office.

Section 1.03 The principal office of the Corporation shall be in the County of Marin, State of California. The Corporation seal of the Corporation shall consist of a circle setting forth the name of the Corporation and the date of incorporation.

ARTICLE II

Board of Directors

Section 2.01 The Business and affairs of the Corporation shall be controlled by a Board of Directors consisting of nine (9) directors. The Board of Directors shall exercise all of the powers of the Corporation except those which are by law, or by the Articles of Incorporation, or the Bylaws, conferred upon or reserved to the members.

Section 2.02 The Board shall be classified into three separate classes of three directors per class, each serving a term of three years. Each year one of the three classes will be have their term of service expire and therefore be subject to re-election. The initial classes of directors and their respective initial term expiration are as follows:

Class 1 (Term expires in 2010): Beverly Boorman, Bill Hudson, Judy Kimmel

Class 2 (Term expires in 2011): Steve Johnson, John McCrea, Geoff Motlow

Class 3 (Term expires in 2012): Alison Carbone, Gary Runes, Spencer Sias

The directors in each Class shall hold office until the regular meeting of the Regular Members to be held in the year their term expires and until the election and qualification of their successors, or until death, resignation or removal.

Section 2.03 Any director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed from office by vote of a majority of the Regular Members. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any director, or the failure of the Regular Members at any time to elect the full number of directors. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the election and qualification of his/her successor at the next regular meeting of the Regular Members for the election of the directors in which Class such director serves, or until his/her death, resignation or removal. The Regular Members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Section 2.04 The Board of Directors shall, within five (5) days after the close of the regular meeting of the Regular Members at which new class of directors is elected, hold an organization meeting at which the directors shall organize by electing from their number a President, a Vice President and a Treasurer. In addition, the Board of Directors shall elect a Secretary and such other officers as it may deem expedient, none of whom need be a member of the Board of Directors or a member of the Corporation. Each officer shall hold office until the election and qualification of his/her successor, or until his/her death, resignation or removal.

Section 2.05 The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time of the holding of such meetings. Notice of regular meetings need not be given. Special meetings of the Board of Directors shall be called by the President, or by any two directors. Notice of special meetings shall be given in writing, by mail, by electronic mail or personally, at least three (3) days before the meeting. Meetings of the Board of Directors shall be held at such a place in the County of Marin, or elsewhere, as may be designated from time to time by resolution of the Board of Directors.

Section 2.06 Any one or more of the directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 2.07 A majority of the directors shall be necessary to constitute a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a meeting duly held, at which a quorum is present, shall be regarded as the act of the Board of Directors. Any action required or permitted to be taken by the Board of Directors under any provision of law or these Bylaws may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing or by electronic mail to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the Corporation authorize the directors to so at and such statement shall be prima facie evidence of such authority.

Section 2.08 The directors shall not receive any salaries for their services as directors.

ARTICLE III

Officers

Section 3.01 The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Executive Director and such other officers as the Board of Directors may deem expedient and may designate. No two or more offices, except those of Secretary and Treasurer, may be held by the same person. Each officer shall be elected by the Board of Directors and shall hold office until the election and qualification of his/her successor, or until his death, resignation or removal. Other directors shall be qualified to hold the office of President, Vice President or Treasurer, but the Board of Directors may appoint any person whether nor not director or member of the Corporation, to hold the office of Secretary or any subordinate office.

Section 3.02 Any officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. A vacancy in any office because of death, resignation or removal shall be filled in the manner prescribed in these Bylaws for regular appointment or election to such an office.

Section 3.03 The President, or in his/her absence or disability, the Vice President, shall be the chief executive officer of the Corporation, a director, and, subject to the order of the Board of Directors and the limitation of powers hereinafter set forth, shall have the management and control of the affairs of the Corporation, and when present, shall preside at any meetings of the Board of Directors and members and shall perform such other duties as usually pertain to the office of chief executive officer.

Section 3.04 The Secretary shall keep in safe custody the seal of the Corporation and shall affix said seal to any instrument requiring the same. He/she shall give or cause to be given such notice of all meetings of members and directors as may be required by law or by these Bylaws. He/she shall record all proceedings of the meetings of the members and of the directors in a book, or books, to be kept for that purpose, and shall perform such other duties and have such other powers as may, from time to time, be assigned and conferred upon him/her by the Board of Directors or by the President.

Section 3.05 The Treasurer shall be responsible for all funds, securities and evidences of indebtedness and other valuable documents of the Corporation, and shall deposit all money or other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall keep proper books, and at the regular meeting of the Regular Members and whenever at other times required by the President or directors, he/she shall render a statement of his accounts. He/she shall perform such other duties as the Board of Directors may from time to time prescribe or require.

Section 3.06 The Executive Director shall be responsible for the day-to-day management of the Corporation's boathouse, rowing equipment, rowing programs, employees and general administration requirements.

Section 3.07 The funds of the Corporation shall be disbursed only by the Treasurer or such other officers or employees of the Corporation as are authorized by the Board of Directors.

Section 3.08 Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 3.09 The officers or employees, without approval of the directors, shall not expend funds of the Corporation in amounts in excess of \$5,000.00 for each transaction, or \$10,000.00 total in any one calendar year. Expenditures of funds which are made pursuant to a budget which has been approved by the directors, or which are approved by the directors after they have been made are expenditures approved by the directors for purposes of this Section.

ARTICLE IV

Membership

Section 4.01 The membership shall be divided into Regular, Inactive, Junior and Honorary Members. No person shall hold more than one class of membership. Any person eligible for membership in the Corporation may apply for membership by filing an application of the desired class of membership with the Corporation. No membership, or any right thereof, shall be transferable and any purported transfer thereof shall be void and of no force or effect. No member shall have any right or interest in any property of the Corporation. The classes of membership shall be for periods to be determined by the Board of Directors. Membership of any member shall terminate upon the resignation or death of such a member.

Section 4.02 Any individual older than seventeen years may become a Regular Member by applying for membership in the manner to be prescribed by the Board of Directors, and by paying the current quarterly dues for Regular Members, as prescribed by the Board of Directors. Only Regular Members shall be authorized to vote at any election of the Corporation.

Section 4.03 Any Regular Member in good standing may become an Inactive Member by notifying the Executive Director in writing of the intent to do so, by suspending any use of the Corporation's facilities for a period of at least 90 days, and by paying the current quarterly dues for Inactive Members, as prescribed by the Board of Directors. An Inactive Member in good standing (which includes the requirement of having been inactive for more than 90 days) may return to Regular Member status by notifying the Executive Director in writing of the intent to do so, and by paying the current quarterly dues for Regular Members, as prescribed by the Board of Directors.

Section 4.04 Any student in regular attendance at a high school or a junior high school may become a Junior Member by applying for such membership in the manner to be prescribed by the Board of Directors, and by paying the current periodic dues for Junior Members, as prescribed by the Board of Directors.

Section 4.05 The Board of Directors may create Honorary memberships in its discretion. No dues or charges shall be paid by such members.

Section 4.06 A list of current members shall be kept at the principal office of the Corporation and such list shall contain the name and address, including electronic mail address, if any, and class of membership of each member in a manner prescribed by the Board of Directors.

Section 4.07 Any member may be removed from membership by a majority vote of the Board of Directors only for cause, which is defined as:

- a. A failure to pay dues and/or other amounts due and owing to the Corporation; or
- b. A failure to comply with the rules and policies of the Corporation as such may be amended from time to time by the Board of Directors.

Section 4.08 It is agreed by the Member and, if a Junior Member, by his/her parents, that the use of the facilities of the Marin Rowing Association shall be at the Member's own risk, and that the Association, its officers and members have no liability for any injuries or damage resulting from such use. Without limiting the above general waiver, any assistance rendered by the Association or by one of its officers in arranging transportation for any person is done as an accommodation, and the Association, its officers and members shall have no liability for consequences of any assistance in arranging for transportation. Members are free to make their own travel arrangements.

ARTICLE V

Meetings of the Regular Members

Section 5.01 Regular meetings of the Regular Members shall be held on the third Monday in October at 7:00 PM at the office of the Corporation, or elsewhere as designated by the Board of Directors. If said date is a holiday, the meeting shall be held on the next following business day.

Section 5.02 Special meetings of the Regular Members of the Corporation shall be called and held as may be ordered by the Board of Directors at the principal office of the Corporation, or elsewhere as designated by the Board of Directors, or by such members holding not less than one-tenth (1/10) of the voting power of the Regular Members.

Section 5.03 Notice of each meeting of the Regular Members, whether regular or special, shall specify the date, place and hour of meeting and shall be given to each member by the Secretary at least five (5) days prior to the date of meeting by mail or electronic mail addressed to such member at the address appearing on the records of the Corporation. Notice of any special meeting shall set forth the general purpose of the meeting.

Section 5.04 Twenty (20) Regular Members shall constitute a quorum at all regular or special meetings of the Regular Members. Any regular or special meeting of the Regular Members may be adjourned from day to day, from time to time, as may be determined by the meeting. Until the meeting is adjourned for thirty (30) days or more, it shall not be necessary to give any notice of an adjournment, or the business to be transacted at an adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 5.05 Every Regular Member is entitled to one vote, and may vote or act in person or by proxy.

ARTICLE VI

Special Funds

Section 6.01 The Corporation may receive, raise, hold and disburse funds, other than membership dues, in any lawful manner. Such funds shall be expended only for the purpose received or raised as determined by the terms of the gift or bequest or in the minutes of the Board of Directors meetings establishing the fund.

ARTICLE VII

Dissolution

Section 7.01 The Corporation shall not be voluntarily dissolved except by the affirmative vote of two-thirds (2/3) of all Regular Members. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all other remaining funds, assets and properties of the Corporation shall be paid or distributed as provided in the Articles of Incorporation.

ARTICLE VIII

Miscellaneous Provisions

Section 8.01 The fiscal year of the Corporation shall be the calendar year.

Section 8.02 Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

ARTICLE IX

Indemnification

Section 9.01 Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE X

Amendments of Bylaws

Section 10.01 Any of these Bylaws may be amended or repealed and new Bylaws may be adopted by vote or written consent of a majority of the Regular Members of the Corporation.