

MHRC BY-LAWS

ARTICLE I Purpose

The Mile High Rowing Club. (Hereinafter referred to as "MHRC" or the "corporation") was founded in 2009 to be a broad-based, nonprofit community organization, whose purpose is to foster local, national, and international competition in the amateur sport of rowing. MHRC is organized and is to be operated exclusively in accordance with section 501(c) (3) of the Internal Revenue code. Our goal is to promote and encourage the growth and development of rowing by providing appropriate instruction, training programs, and facilities for junior rowers throughout the greater Denver area.

ARTICLE II Membership

The Membership of MHRC shall consist of rowers, parents or guardians of rowers, and coaches who comply with the requirements of the Board of Directors, these Bylaws, the Mile High Rowing Club Handbook, the MHRC Code of Conduct, and the MHRC Anti-bullying and Sexual Harassment Policy. The Membership shall have a voice in decisions and guidelines of the corporation as outlined in these Bylaws or allowed by the MHRC Board. Because MHRC derives its support from the family and friends of the rowers and the surrounding community, it is the responsibility of the Membership to raise the necessary money or resources to supply boats and oars, rowing equipment, a boathouse, to pay training fees to coaches, to pay travel expenses, and meet and provide for any other expenses that may be incurred. In order to remain eligible for Membership, rowers must adhere to the attendance policy for practices and regattas as determined by the coaches, and be current on all dues and fees according to financial arrangements. Each family of the general membership shall have one electoral vote for each rower enrolled in the Club. "Family" is defined here as the immediate family of a rower, which includes the rower, his/her parents/step-parents and siblings. Special Members shall include former MHRC rowers, or other persons, as the Board may deem appropriate in its discretion. Honorary Members may include any person whom the Board, in its discretion, may choose, and under such terms as the Board may choose. All Members agree they are subject to being required to reimburse MHRC for damages to any equipment or MHRC facilities due to gross negligence or willful misconduct as determined by the Board. MHRC is not required to provide insurance for personal equipment and will only provide limited liability insurance where provided by organizational coverages through the US Rowing Association.

ARTICLE III Meetings

Section I Board of Directors Meetings: The Board will conduct monthly meetings on the second Monday of the month except for holidays or other exceptions, at the designated place agreed upon by the Board. Board members will be notified by email, mail, newsletter, or phone of the time and place of the meeting. Board meetings are open to the Membership. Meetings shall be run in the informal style of the President unless there is any item or matter wherein an Executive Board Member calls for formal procedure and, if so, then by following Robert's Rules of Order, newly revised, except when in conflict with MHRC Bylaws, in which case the Bylaws shall control. An agenda developed by the President will be presented to the Board at least five (5) days prior to each meeting. All meetings, whether regular Board meetings, special meetings, Executive Committee meetings, or committee meetings, shall be open to the membership unless there is an explicit reason for confidentiality. Members attending meetings, except the annual meeting, shall be expected to remain as observers unless requested to comment. Members may notify the Secretary that they wish to be notified of any specific meetings. The Secretary is responsible for informing these members of any upcoming meetings of relevance. The Board will be responsible for

discussing the general business and activities of MHRC. On matters of business before the Board, the Board will discuss each item thoroughly and then make a recommendation for a course of action. Two-thirds of the active Board will constitute a quorum for conducting business. The Board shall strive to agree by consensus, but a two-third vote by at least a quorum is required to pass or reject any item of business before the Board. Voting may be conducted by email, phone or proxy where a Board Member cannot attend a meeting, or where a special matter is before the Board and a meeting is impractical. Such voting methods shall be subject to supervision by the President to ensure accuracy and genuineness. Each Officer and Board member is entitled to a single vote. Assistants and other committee members are not entitled to a vote. At meetings, voting will be conducted by the customary tradition of verbalization, raising the right hand, or by secret ballot if called for by a two-third majority of the board.

Section 2 Special Meetings: Special meetings devoted solely to the discussion of a specified items of business, or specified activities, may be called by an Officer or Board Member. No business other than that specified as being the reason for the meeting may be discussed. Reasonable effort shall be made to notify all Board Members within twenty-four hours prior to any such meetings. Two-thirds of the Board Members must be present in person, by phone or by proxy, or by email vote, to constitute a quorum.

Section 3 Annual Meeting: An annual meeting of the Board of Directors and Members shall be held at such time or times determined by the Board of Directors.

Section 4 Action Without a Meeting: Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the actions to be taken, is signed by a two-thirds majority of Directors. A notice specifying the action to be taken and the time frame for response must be sent to all Directors who may then vote in writing either for or against such action, or abstain in writing from voting. This vote shall be binding and any action taken in this manner requires a two-thirds majority vote, with at least a quorum of two-thirds of the Directors responding.

ARTICLE IV Officers

Section 1 Definition: The Officers of MHRC shall consist of the President, Vice President, Treasurer, and Secretary and may include other officers that the Board of Directors deems necessary.

Section 2 Nomination: Nomination for office will begin one month prior to the annual meeting each year. Candidates may be self-nominated or nominated by any General Member of MHRC. The Board will prepare a slate of proposed officers agreed upon by majority vote, for presentation to the General Membership. Voting by the General Membership will be conducted by whatever means deemed necessary by the board.

Section 3 Elections: Elections for office will be held at the Annual Meeting each year. To be elected, an individual must win a majority of the votes cast by those members present and voting. When there are three or more nominations for an office, and after voting no one has a majority of the votes cast, a runoff between the top two candidates polling the most votes will be held. Election will be by a show of hands or by paper ballot, or by any means deemed necessary, as required by the President. Newly elected Officers will assume office on the first day following the election. The previous year Officers are obligated to assist new Officers for a "transition period" of three months. For the purpose of providing leadership continuity, election for Board member positions shall occur on alternating years. Terms for President, Secretary, and half of the non-Executive Committee positions will begin in odd numbered years. Terms

for Vice President, Treasurer, and the remaining non-Executive Committee positions will occur in even numbered years. Election timing and positions expiring may be altered with a two-thirds majority vote of the Board, with changes made reflecting the original objective of providing long-term leadership continuity.

Section 4 Vacancies: If an Officer resigns his or her office, is removed from office by a majority vote of the Board of Directors in the best interest of the Corporation, or is otherwise unable to serve, an election will be held at the next Board Meeting to fill the vacated office, with the exception of the office of the President. If the office of President becomes vacant, an existing Board member shall have first right of refusal. The Board will then appoint the new Director by a two-third majority to fulfil the unexpired term.

Section 5 Executive Officers' Responsibilities:

The President shall:

1. Be the principal Executive Officer of the Corporation and shall have general charge of the business and affairs of MHRC, subject to the direction and supervision of the Board of Directors.
2. Preside over all General, Special and Board meetings, elections and votes, and generally be the Chief Operating Officer of MHRC.
3. Interpret the Bylaws and Rules of Order, and settle all disputes as to the meaning of the Bylaws and Rules of Order. Appeal of any interpretation by the President may be made in writing to the Board. A two-thirds vote by the Board will be necessary to overturn an interpretation by the President.
4. Represent MHRC in all official functions with the local community, the United States Rowing Association, and with individuals and organizations conducting business with MHRC.
5. Sign checks and make deposit of funds in absence of, or in addition to, the Treasurer.
6. Sign all records and documents where his/her signature is lawfully required except in cases where the signing and execution is expressly delegated by the Board or by these Bylaws.
7. Approve all circulars, communications, and correspondence issued and financial transaction made in the name of the Corporation and set forth by the direction of the Board of Directors.
8. Issue timely notice and provide written agenda to each director or member of the Corporation for any regular or special meeting of the Board of Directors or membership.
9. Hire and discharge paid personnel with a two third majority Board approval, with the exception of Assistant Coaches, where the Head Coach will maintain sole responsibility for making personnel decisions.

Vice President: The Vice President shall:

1. Preside over the General, Special and Board meetings in the absence of the President.
2. Perform the duties of the President in the case of the President's absence or disability.
3. Observe and assist the President with Presidential duties with the express purpose of providing long term continuity to the MHRC Board. The Vice President should ideally be in a position to consider standing for election to the office of President for the upcoming term of office.

Treasurer: The Treasurer shall:

1. Maintain responsibility for the collection and disbursement of the Corporation's funds.
2. Deposit Corporation funds in approved financial institution accounts.
3. Examine financial reports prepared by the Corporation's public accountants, if so engaged.
4. Prepare and present a report of the Corporation's financial condition to the Board at each meeting.

5. Assume primary responsibility for the development of a semi-annual budget to be presented to the Board in January and June of each calendar year.
6. Maintain correspondence and signatures with all banking and lending institutions.
7. Coordinate preparation of all 1099's.
8. Have authority to sign checks.
9. Perform other duties that may from time to time be assigned by the Bylaws, the Board of Directors, or the President.
10. The Treasurer's duties shall include finalizing the books for his or her year of office even though a new Treasurer for the ensuing year may already have been elected.

Secretary: The Secretary shall:

1. Record and file minutes of all meetings. A copy of all minutes shall be made available to any member upon request, and should be distributed to Board Members for approval prior to the next meeting.
2. Maintain a copy of all records, documents and correspondence sent or received by MHRC during the calendar year, and assure that they are filed with records of the Corporation.
3. Conduct the general correspondence of MHRC and send notices of all meeting and other matters where prior notification is required.
4. Maintain a database with the names, mailing addresses, telephone numbers, and email addresses of current Board of Directors, members, coaches, alumni, and other groups as needed for correspondence.
5. Notify officers and Chairpersons of their election or appointment within five (5) days of the election.
6. Upon receiving donation records from the Fundraising Chair, draft and distribute tax letters to appropriate donors.
7. Perform other duties that may from time to time be assigned by the Bylaws, the Board of Directors, or the President.

ARTICLE V BOARD OF DIRECTORS

Section 1 The MHRC Board membership shall consist of the four (4) elected Executive Officers, plus up to seven (7) additional Officers, as needed, for a total of eleven (11) voting members. Section 2 The eleven (11) Board members shall be elected by the membership for a two (2) year term. Board members shall be required to attend all meetings of the Board unless excused by the President. Any Board member who misses three (3) consecutive Board meetings without being excused may be asked, with written notice (delivered via regular electronic mail), to resign from the Board. Continued unexcused absence from the Board meeting may also lead to removal. Section 3 Qualifications: Board members shall be Members in good standing with MHRC, have paid all owed dues, and followed the Corporation's policies and procedures at the time of nomination and election. Nominations may be by self-nomination or member nomination. The person nominated shall provide MHRC with a written statement of willingness to serve, if elected. Section 4 Vacancies: Any Director may resign by filing a written resignation with the Secretary. Such resignation shall take effect on the date specified therein and no acceptance shall be necessary to render it effective. A Director may be removed from the Board of Directors at any meeting, with or without cause, by the affirmative vote of two thirds of the Directors. If an Officer resigns office, is removed from office, or is otherwise unable to serve out his or her term, an election to fill the vacancy will be held at the next Board meeting. Section 5 Powers and Duties: The Board shall: 1. Have and utilize all powers and duties necessary to manage all affairs of MHRC. 2. Each Board Member shall be entitled to one vote relative to conducting business of the Board. 3. Have final authority to accept, reject or amend any proposed action or activities of Officers or volunteers working on behalf of the Club. Section 6 Standard of Care: The members of the Board shall discharge their duties in good faith and with the degree of responsibility, diligence, care and skill, which ordinarily prudent men and women would exercise under

similar circumstances in like positions. However, MHRC shall defend, indemnify and hold any Board Member harmless from any and all claims, losses, damages, liabilities and suits or causes of action, of any type whatsoever, including reasonable attorney fees, arising out of or related to the performance of a Board Member's duties or activities related to MHCR activities, except such matters that result from a Board Member's gross negligence or willful misconduct. Section 7 Insurance : The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article V section 6. Any such insurance may be procured from any insurance company designated by the board of directors of the corporation, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has equity or any other interest, through stock ownership or otherwise.

ARTICLE VI Officers Section 1 There shall be up to eleven (11) Board Members, consisting of four (4) Executive Officers and up to seven (7) Officers, as needed, each responsible for specific duties necessary for club administration as listed in Article VII below. Number of Officers and specific duties may vary, subject to at two-thirds vote of approval by the Board. Suggested Officer positions include: ● Executive ● Membership / Registrar ● Maintenance ● Fundraising / Sponsorship ● PR / Media ● Regatta Section 2 Officers: Each Officer shall have responsibilities identified in Article V, Section 2, and shall be entitled to one vote relative to conducting business of the Board. Membership: Each non-Executive Officer may select volunteers and assistants from the General Membership, as needed. Volunteer members must be in good standing with MHRC. The President may at any time remove members from committees with a two-thirds vote from the Board. Special Committees/Officers: The President may, within the confines of Article VI, Section 1, and subject to the consent of the Board by a two-thirds vote, appoint from the Board or from the General Membership, or other persons, such Officers or Special Committees as he/she may deem necessary and proper. Head Coach: The Head Coach shall not be an Officer but shall attend Board Meetings as an Ex-Officio Member of the Board. As a paid staff member, he/she shall not be granted voting rights. Reporting: The Officers shall be prepared to present a report at Board meetings as requested by the President per the prepared agenda. Each Officer shall also prepare a budget and annual plan to present to the Board early enough so that the Treasurer may perform his or her budgeting tasks in a timely manner. The Officer is responsible for tracking the approved budget for his/her area of responsibility and should be prepared to discuss expenses and revenues as it pertains to that committee's activities. Non-budgeted expenses exceeding \$200 must be approved, prior to commitment, by a two-third majority of the Board.

ARTICLE VII Duties of Officers

Section 1 Executive:

The Executive Officers shall be the President, Vice President, Treasurer, and the Secretary. As a group, they shall be responsible for the following: 1. Considering and acting on matters of importance, which require action in the interim between the meetings of the Board of Directors. 2. Reporting any action taken to the Board at its next meeting. 3. Negotiating compensation with the Head Coach. 4. Presenting,

in writing, annual coaches contract to the Board for a vote. A two-thirds vote by the Board shall be required to approve coaches contracts.

Section 2 Membership / Registrar :

This Officer shall be responsible for the following: 1. Working with the registration vendor to set up a link for registration. 2. Collecting all payment for seasonal registration. Payment is either by check or credit card. Reconciling payments with Treasurer. 3. Preparing, distributing, maintaining, providing, delivering and collecting information, brochures and membership applications, MHRC Handbook, MHRC Code of Conduct, MHRC Anti-Bullying and Sexual Harassment Policy, and MHRC Releases, Waivers, Swim Test and Medical Forms, and other information as deemed appropriate to prospective, new and established members. 4. Answering questions regarding membership and Learn to Row programs. 5. Providing Board and coaches with rosters. 6. Maintaining and supervising the MHRC roster and distributing it to all members who choose to share their information. 7. Maintaining/storing completed membership forms. 8. Coordinating with the responsible individual to ensure all seasonal rosters are entered into the database in a timely manner. 9. Ensuring that rowers have appropriate uniforms for competition and other rowing attire including: a.. Reporting to the Board for approval, and to then make arrangements for the manufacture and or purchase of the products. 11. Obtaining Board approval of pricing and arranging for the sale of the products. 12. Accounting to the Treasurer for all sales.

Section 3 Maintenance:

This Officer shall be responsible for the following: 1. Establishing, publishing and disseminating equipment use rules to the Members. 2. Working in conjunction with the coaches to make recommendations to the Board as to the purchase or sales of MHRC equipment. 4. Assisting the coaches with acquiring and disposing of MHRC equipment as per approval of the Board. 5. Maintaining an inventory of MHRC equipment in conjunction with coaches. 6. Working in conjunction with coaches to keep equipment in repair in a timely manner. 7. Organizing and conducting work sessions on MHRC facilities. 8. Maintaining the physical appearance of the shed, dock, and grounds. 9. Maintaining and supervising the storage of all MHRC equipment. 10. Planning and conducting construction of all projects needed and approved by the Board. This includes dock additions, rack construction, etc. 13. Inspecting buildings and grounds of MHRC and making recommendations to the Board as to needed repairs. 14. Coordinating and arranging Winter Storage of MHRC boats

Section 4 Fundraising / Development:

This Officer shall be responsible for the following: 1. Making recommendations to the Board regarding contemplated fundraising projects. 2. Organizing and conducting fundraising projects approved by the Board. 3. Maintaining current records of each rower's financial fundraising account and responsibility and communicating said information to the Treasurer. 5. Maintaining current records of donations requiring tax letters and communicating said information to the Secretary in a timely manner. Additionally, providing current records of all annual donors to Treasurer by January 31 of each calendar year. 6. Collecting money raised in fundraising and delivering said money to the Treasurer in a timely manner. 7. Reporting to the Board regarding the results of fundraising activities, and about the rower's financial accounts. 8. Investigating, seeking and attempting to procure grants, gifts, donations, and sponsors of any and all types, for MHRC, with the advice and consent of the Board.

Section 5 Publicity / Media:

This Officer shall be responsible for the following: 1. Developing and distributing all press releases, race results, advertising, and promotional activities to the various media locally, regionally, and nationally. 2. Developing and publishing the MHRC newsletter on a regular basis. 3. Maintaining and supervising all MHRC bulletin boards. 4. Reviewing, developing and publishing the MHRC Handbook, with Executive Committee approval. 5. Overseeing the maintenance of the MHRC website. 6. Organizing and overseeing recruitment efforts to obtain new rowers, with the assistance of Board Members and Coaches. 7. Developing and creating marketing materials for MHRC, with Board approval.

Section 6 Regatta:

This Officer shall be responsible for the following: 1. Organizing travel for team members, coaches, and parent chaperones to regatta events 2. Coordinating parent volunteers to assist in all aspects of regattas 3. Organizing lodging for team members, coaches, and parent chaperones 4. Creating a budget for each regatta so the Executive Committee can assign regatta fees 5. Organizing transport of boats and supplies to regattas 6. Coordinating regatta food and drink to be provided to rowers during regatta travel and racing events 7. In conjunction with the treasurer, collecting regatta and parent travel fees 8. Maintaining an accurate binder per regatta with all contacts and current invoices 9. Submitting all regatta invoices to Treasurer

ARTICLE VIII Payment of Dues Dues, bus and travel expenses must be paid at the season rate and according to the requirements and schedules of the Board for rowers to be considered current and to be allowed to participate in practice, trips and regattas. No rower can participate in MHRC activities without a completed rower's application package (Registration Form, Waiver, Medical Form, Code of Conduct, and such other documentation as the Registrar may require subject to Board approval).

ARTICLE IX Discipline Discipline: If the conduct of a Member, or a Rower, or a Coach, has endangered or is likely to endanger or adversely affect the good order, welfare, or character of MHRC, or is at variance with the purposes of MHRC, or at variance with the provisions of these Bylaws, MHRC Handbook, MHRC Code of Conduct and /or MHRC Anti-Bullying and Sexual harassment Policies, any three Members may present to the Executive Committee written charges subscribed to by themselves against such person. If it shall appear to the Board of Directors, upon inquiry, after ten (10) days written notice to the person of the nature of the charges, and after an opportunity is given him or her to be heard, the Board of Directors may, by a two-thirds vote of the entire Board, terminate, suspend, or expel such person and declare his or her Membership forfeited. In the event of a tie vote, the President shall cast an additional tie-breaking vote. With respect to coaches or other persons in paid positions with MHRC, this procedure is not exclusive to other rights and remedies that MHRC may have under law or conduct. However, where written contractual rights may be contrary to these provisions, they shall control. A person terminated under this procedure (as opposed to any other way under law or contract), suspended or expelled for cause, shall have the right, within one month after receiving notice of such action, to appear to the Board by filing a notice of such appeal with the President or Secretary. A special meeting shall be called within 30 days after the filing of such appeal; but if he or she shall not so appeal, or unless such action of the Board of Directors shall be reversed as herein provided, such suspension or expulsion shall stand. If two-thirds of the Board reverses the action, the appellant shall be restored to his or her former status or Membership; but until such reversal he or she shall not be entitled to any of the former status or Membership privileges.

ARTICLE X Amendments

Section 1 These Bylaws of the Corporation may be amended or repealed, or new Bylaws may be adopted. These Bylaws shall be amended first by a vote of two-thirds of the Board members present at any meeting of the Board, duly called and convened, at which a quorum is present. Second, said amendment shall be approved by a majority vote of the membership at the next annual election or by special meeting.

Procedure: Changes, revisions, additions, or alterations of the MHRC Bylaws must be submitted in writing at a scheduled Board meeting. Items in the Bylaws may only be changed if the Board has determined by two-third's vote, that the current interpretation of the Bylaws where applicable no longer serves MHRC's best interest.

Section 2 Approval: An amendment proposed for consideration by the Board must be written in final draft by the Executive Committee in the form of a "Director's Resolution." Approval of a "Director's Resolution" can only be made by a two-third's vote by the Board.

Section 3 Notice: Any proposed amendment to these Bylaws shall be filed with the Secretary in writing in sufficient time to allow the proposed amendment to be delivered to all Board Members at least 10 days before the Meeting at which said amendment is to be voted upon. Proposed amendments may be initiated by the Board or by petition signed by not less than ten (10) members.

ARTICLE XI Execution of Instruments

Section 1 Execution of Instruments Generally: The Board of Directors may, in addition to officers so authorized by these Bylaws, authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 Borrowing; No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued, endorsed or accepted in its name, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. No Loans to Directors and Officers: The Corporation may not lend money to, guarantee the obligations of and otherwise assist directors and/or officers of the Corporation.

Section 4. Checks and Endorsements: All checks, drafts or other orders for the payment of money, obligations, notes or other evidences of indebtedness, and other such instruments shall be signed or endorsed by such officers or agents of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any specific purpose of the Corporation.

Section 6 Conflict of Interest: No Board member or committee member of the Corporation shall vote on or discuss issues which could be interpreted as a financial conflict of interest to that member. This includes payment, employment, or provision of services to Board and committee members and/or household or family of choice.

ARTICLE XII Waiver of Notice Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. ARTICLE XIII Books and Records The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Copies of the minutes of the meetings shall be regularly distributed to each board member for their approval. All books and records of the

Corporation may be inspected by any director, member of the corporation or his their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV Dissolution

Section 1. Method of Dissolution: In order to dissolve the Corporation, first, the Board shall approve a motion to dissolve; second, the Board shall call for a special membership meeting in accordance with Article III,

Section 2; and third, a majority of the membership attending said meeting shall vote affirmatively to dissolve.

Section 2 Board's Duties. Upon an affirmative vote for dissolution of the Corporation as itemized above, the Board shall pay or make provision for the payment of all liabilities of the Corporation. Additionally, the Board shall dispose of all assets of the Corporation exclusively for the purposes of the Corporation to such non-profit organization(s) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Denver County (Colorado) Court of competent jurisdiction exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes