

Final

FIRST AMENDED AND RESTATED BYLAWS

OF

BOULDER COMMUNITY ROWING, INC.

ARTICLE I. NAME, OFFICES, REGISTERED AGENT, AND PURPOSES

- 1.1 Name. Boulder Community Rowing, Inc. (“BCR” or “the Club”) is a nonprofit organization founded in 2000 and organized and operated exclusively in accordance with Section 501(c)(3) of the Internal Revenue Code.
- 1.2 Office. BCR’s principal office shall be located at the address designated as such by the Club in its most recent filing with the Colorado Secretary of State. The Club may change the location of its principal office at any time. The Club may have such other offices, either within or outside Colorado, as the Board of Directors may designate, or as the affairs of the Club may require.
- 1.3 Registered Agent. BCR shall maintain a Registered Agent residing in Colorado, as required by the Colorado Revised Nonprofit Corporations Act. The Board of Directors may change the name and/or address of the Registered Agent at any time, provided that the Club files a statement of such change with the Colorado Secretary of State and notifies the Club’s membership of such change.
- 1.4 Purpose. The primary purpose of the Club is to advance the mental and physical well-being of people in Colorado by teaching and promoting amateur rowing through the following:
 - (a) Development of instructional programs for individuals new to the sport of rowing;
 - (b) Establish ongoing developmental programs that will expand skills and abilities of new and experienced members, allowing members to actively participate in competitions at local, national and international levels;
 - (c) Acquisition and maintenance of equipment required for the sport, including shells, oars and launches, and property, buildings or facilities to house equipment and materials; and
 - (d) Coordination with local youth and collegiate rowing programs, fostering a strong rowing community that advances the sport and water resources within Boulder County.

The Club shall not engage in any activities, or exercise any powers that are not in furtherance of the Purpose described in this Article I.

ARTICLE II. MEMBERS

- 2.1 Qualifications. BCR membership shall be open to rowers, coxswains, coaches and other natural persons interested in rowing. Members need not be residents of the State of Colorado.
- 2.2 Members' Responsibilities. All Members must comply with these Bylaws, BCR Rules, the BCR Safe Sport Policy, the rules of USRowing, and any applicable laws, contractual provisions, regulations and rules of the City of Boulder and the Boulder Reservoir. To be a member in good standing, a Member must also be current on all applicable dues, fees and assessments, and must have executed all required waivers. Members shall participate in the BCR Volunteer Program, the requirements of which shall be determined from time to time by the Board of Directors.
- 2.3 Members' Rights. Members shall have access to BCR facilities, equipment, programs and services, subject to any exclusions, rules, or policies made by the Board of Directors.
- (a) Annual Meeting. An Annual Meeting of the Members and the Board of Directors shall be held at such date, time and location as determined by the President. Fair and reasonable notice pursuant to CRS 7-127-104 of the meeting shall be given to all Members. The purpose of the meeting will be to elect Officers and Directors to the Board of Directors and to discuss any matter that the Board, its committees, or Coaches deem valuable or necessary.
- (b) Special or Additional Meetings. Special Meetings or additional meetings of the Membership may be called by the President, the Board of Directors, or upon written request by no fewer than fifteen percent (15%) of Members in good standing.
- (c) Quorum. No action shall be taken at a Meeting of the Membership without the presence of a Quorum. A Quorum shall consist of fifteen percent (15%) of Members in good standing.
- (d) Right to Notice. All Members have the right to fair and reasonable notice of meetings of the Board of Directors, whether a regular or a Special Meeting, and of any meetings of the membership. Any notice required under these Bylaws or by law shall be given pursuant to Article IX of these Bylaws. Notice stating the date, time and location of the meeting shall be given to each Member no fewer than seven (7) days and no more than thirty (30) days before the date of the meeting; provided, however, if the business of the meeting is to include the

removal of a Director, dissolution of the Club, or the purchase, sale or exchange of assets valued at more than \$50,000, notice shall be given no fewer than twenty (20) days and no more than sixty (60) days before the date of the meeting.

- (e) Right to Attend Directors' Meetings. Members have the right to attend meetings of the Board of Directors, except for any portion of a meeting designated as an Executive Session for the purpose of discussing confidential or sensitive matters.
- (f) Voting Rights. Members in good standing shall also have a voice in the decisions of the Club as outlined in these Bylaws, as specifically provided for by resolution of the Board of Directors, and/or as afforded them pursuant to the laws of the State of Colorado. Each Member shall have one vote on any matter submitted to the membership for a vote, and one vote for each Officer and Non-Executive Director position to be voted on. Voting shall be done in person and in such manner as the Board shall determine. Voting by proxy shall not be allowed.
- (g) Additional Rights. Members shall also have the right to inspect BCR records upon written request of the Secretary; the right to petition the Board of Directors for an amendment to these Bylaws in accordance with Article X; the right to petition the Board for the removal of a Director or Officer in accordance with the Removal provisions in Article III; the right to nominate Director and Officer candidates; and the right to request that a matter be placed on the agenda for a meeting of the Board of Directors and the right to request to be heard on the matter.

2.4 Resignation, Suspension and Revocation. Any Member may resign at any time, provided, however, resignation will not relieve the Member of any existing obligations to the Club. Resignation may be delivered orally or in writing to the Board. Any Member who is not in good standing due to failure to comply with BCR Rules, the BCR Safe Sport Policy, the Rules of USRowing or any applicable laws, contractual provisions, regulations or rules of the City of Boulder or the Boulder Reservoir may have his or her membership suspended by the Safety Director or the Board. Following suspension, the Board may revoke the membership only upon fair and reasonable notice to the Member and an opportunity to be heard or take remedial action. In the event a Member is deemed not in good standing due to a failure to pay any applicable dues, fees or assessments, such membership may be revoked by the Board upon reasonable notice and an opportunity to be heard or take remedial action. Any action for suspension or revocation must be in compliance with CRS 7-126-30.

ARTICLE III. BOARD OF DIRECTORS

- 3.1 General Powers. The business and affairs of the Club shall be managed by or under the direction of the Board of Directors. The Board shall have the authority to exercise all corporate powers as provided by the Colorado Corporations and Associations Act, and to promulgate rules and regulations for the operation or use of any of the BCR's facilities, assets and equipment, as well as for the general operation of the Club.
- 3.2 Qualifications, Number, Election and Tenure.
- (a) Qualifications. Each Director must be a natural person, eighteen years of age or older, who has been a Member in good standing of the Club for at least six (6) months prior to the date set for the election of Directors. A Director need not be a resident of the State of Colorado.
 - (b) Number and Classification. The number of Directors shall be set, from time to time, by the Board, by resolution approved by the affirmative vote of a majority of the Board, up to a maximum of nine (9) Directors. The Board shall be comprised of four (4) Officers and up to five (5) Non-Executive Directors, as described in Articles IV and V of these Bylaws.
 - (c) Election. Directors shall be elected by a written vote of a majority of the Members present at the Annual Meeting of the Membership, subject to the quorum requirements in Article II.
 - (d) Election Notices and Nominations. Thirty (30) days prior to the meeting, the Board shall publish to the Membership a list of nominees standing for election. The list shall include candidates for Officer positions as well as for Non-Executive Director positions. Members may nominate in writing additional candidates, as long as the Board receives such nominations at least twenty (20) days before the Annual Meeting. Any member so nominated shall be added to the ballot, as long as the nominee agrees to stand for election and the Board has determined that the nominee is qualified, in accordance with paragraph (a) of this section, or in the case of an Officer candidate, section 4.2 of Article IV of these Bylaws.
 - (e) Notice of Conflict. If any candidate for Director or Officer has a conflict of interest, actual or potential, arising from current or potential business dealings with BCR, the material facts of such conflict shall be fully disclosed and published to the Membership fourteen (14) days before the vote.

- (f) No Nominations From the Floor. Nominations from the floor at the time of the meeting shall not be allowed. In the event that there are fewer nominees than board positions, the Board may, at its first meeting following the election, select one or more Directors from the qualified Membership.
- (g) Term of Office. Directors shall be elected to one (1) year terms. No Director may serve more than three (3) consecutive terms, and at the end of three terms, a Director must wait a full year before standing for election again.
- (h) Resignation and Removal Procedure. A Director may resign at any time with written notice to the Board. A Director elected by voting members, or a Director elected by the Board to fill the vacancy of a Director elected by Members, may be removed with or without cause by a vote of the majority of Members present at a meeting called for the purpose of removing that Director, so long as at least fifteen percent (15%) of Members in good standing have petitioned the Board for that Director's removal, and the Director has been given fair and reasonable notice of the meeting and vote and an opportunity to be heard.
- (i) Vacancy. Any vacancy on the Board due to the resignation, removal, or death of a Director may be filled from the pool of qualified Members by a vote of the Directors. The person elected shall serve for the balance of the term remaining.
- (j) Compensation. Directors serve voluntarily. No Director shall be paid a salary or other compensation, direct or indirect, for service as a Director of the Club.

3.2 Meetings of the Board of Directors

- (a) Regular Meetings. The Board shall conduct monthly meetings at a time and place to be agreed upon by the Board. The President shall create an Agenda for each meeting, which shall be presented to the Board at least five (5) days before the meeting.
- (b) Special Meetings. The Board may occasionally hold Special Meetings devoted solely to the discussion of specified items of business. Reasonable effort shall be made to notify all Board members and all Members at least twenty-four (24) hours before such a meeting. Minutes from Special Meetings shall reflect the topic or topics of discussion, attendance, vote summaries and official actions.
- (c) Open to Members. All meetings of the Board shall be open to Members; however, the President may designate a certain part of any

meeting as closed to Members for the purpose of discussing sensitive or confidential matters. The Secretary or President shall make reasonable efforts to publish the agenda of any Board meeting to Members before the meeting.

- (d) Quorum. No action may be taken at any meeting, whether regular or special, without a quorum. Two-thirds of the Board members must be present in person, by speakerphone or other pre-arranged real-time audio conferencing technology that all Board Members can hear, or by proxy, to constitute a quorum.
- (e) One Vote. Each Director shall be entitled to one vote for purposes of conducting business of the Board.
- (f) Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if notice is transmitted in writing to each Director, and if each Director either (1) votes in writing for or against the proposal; (2) abstains in writing; or (3) effectively abstains by failing to respond within the time frame stated in the notice fails to demand in writing that action not be taken without a meeting. The notice required by this subsection shall state the action to be taken, the time by which the Director must respond in writing, and shall state that the failure of the Director to respond within the time stated in the notice shall operate as an abstention and a waiver of the right to demand that action not be taken without a meeting. The Secretary shall record each Director's response or failure to respond in the minutes, as well as the action taken.

3.3 Interested Directors.

- (a) No contract or other transaction between BCR and any of its Directors, or any corporation or firm in which any Director is directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the Director at the meeting authorizing the contract or transaction
- (b) In order to avoid any potential conflict of interest, any Director having such an interest shall disclose the interest and refrain from participation and voting on the contract or transaction. The President may instruct the interested Director to leave the room during discussion and voting. Such matters of interest may include, but not be limited to, payment to, employment of, or provision of services to or by the subject Director or their household or family member.

ARTICLE IV. OFFICERS

- 4.1 Number and Designation. The four Officers of the Club shall be the President, Vice-President/Safety Director, Secretary and Treasurer, which shall together comprise the Executive Committee.
- 4.2 Qualification. An Officer shall be a natural person, eighteen (18) years of age or older, who has been a Member in good standing with the Club for least eighteen (18) months prior to the date set for the election of Directors. An Officer need not be a resident of the State of Colorado.
- 4.3 Term. Officers shall be elected in conjunction with the election of the Board of Directors, and their terms of office shall be the same as the Directors’.
- 4.4 Duties.
- (a) **President.** The President shall (1) be the principal executive officer of the Club and shall have general charge of the business affairs of the Club, subject to the direction and supervision of the Board of Directors; (2) Preside over all meetings of the Members and Directors, be an ex officio member of all committees and generally be the Chief Operating Officer of the Club; (3) Interpret the Bylaws and Robert’s Rules of Order and settle all disputes as to their meanings; (4) Represent the Club in all official functions with the community and with other rowing clubs, the United States Rowing Association, and with anyone conducting business with the Club; (5) Sign checks and make deposits of funds in the absence or in addition to the Treasurer; (6) Sign all records and documents where a signature is lawfully required, except as otherwise provided by these Bylaws; (7) Approve all communications issued and financial transactions made in the name of the Club and set forth by the Board of Directors; (8) Issue timely notice and provide a written agenda to each Director or Member, as the case may be, before any regular or special meeting of the Board of Directors or of the Membership; and (9) Hire and fire paid personal with approval of a majority of the Directors. If a Member requests that an item be put on the agenda for any meeting of the Board or of the Members pursuant to Article I Section 2.3(g) of these Bylaws, the President shall grant the request and include the item as “New Business” in the event that the agenda has already been published.
- (b) **Vice President/Safety Director.** The Vice President/Safety Director shall preside over meetings in the absence of the President, and may perform other duties reserved to the President in case of any extended absence or disability of the President. As Safety Director, the Vice President shall update the BCR Safe Sport Policy as necessary,

disseminate it to Members and non-member Program Participants and ensure their compliance with the Policy, and record and report to the Board any safety issues that may arise from time to time.

- (c) **Secretary.** The Secretary shall (1) record and file all minutes of the meetings of the Members and the Board of Directors, timely disseminate the minutes to all Board members prior to the next meeting for their approval at that meeting, and provide a copy of the minutes to any Member requesting them; (2) maintain a copy of and file all records, documents and correspondence sent or received by the Club; (3) conduct the general correspondence of the Club and send notice of all meetings and other matters where prior notification is required; (4) maintain a database with the names, mailing addresses, email addresses and telephone numbers of current Board members, Members, Coaches and other groups as needed for correspondence; (5) notify Officers and Directors of their election or appointment within five (5) days of their election; (6) timely draft and distribute tax letters to appropriate donors; and (7) perform other duties that may from time to time be assigned by the Board of Directors or the President. If a Member makes a request to inspect BCR records pursuant to Article I Section 2.3(g) of these Bylaws, the Secretary shall comply with such request within a reasonable time.
- (d) **Treasurer.** The Treasurer shall (1) maintain responsibility for the collection and disbursement of the Club's funds; (2) deposit Club funds in approved financial institution accounts; (3) keep and maintain accurate books and records of the Club's accounts and examine financial reports prepared by the Club's public accountants, if so engaged; (4) prepare and present a report of the Club's financial condition to the Board at each meeting; (5) assume primary responsibility for the development of an annual or semi-annual budget, as the Board may direct; (6) maintain correspondence and signatures with all banking and lending institutions; (7) coordinate the preparation of all financial filings required by law; (8) have authority to sign checks; and (10) perform any and all other duties that may, from time to time, be assigned by the President or the Board of Directors, or required by law.

ARTICLE V. NON-EXECUTIVE DIRECTORS

- 5.1 Designation and Duties. All Directors other than Officers shall be Non-Executive Directors. Each Non-Executive Director shall have responsibility for one or more specific administrative areas deemed necessary for the Club to function, other than those reserved to Officers. Such areas might include but would not be limited to: Membership, Programs, Coaching, Equipment, Regattas, Boathouse and Marketing. The Executive Committee, at the first

meeting after the election of Directors, shall assign the areas of responsibility to the Non-Executive Directors with their input.

- 5.2 Powers and Responsibilities. Each Non-Executive Director shall execute the duties assigned to him or her as set out in the Club's Directors' Manual, and any other duties that the President or Board of Directors may require, from time to time.

ARTICLE VI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Officer and Directors shall discharge their duties in good faith and with the degree of responsibility, diligence and care which an ordinarily prudent person would exercise under similar circumstances, and in a manner the Officer or Director reasonably believes to be in BCR's best interests. However, BCR shall defend, indemnify and hold harmless any board member from all claims, losses, damages, liabilities and suits or causes or action, including reasonable attorney fees, arising out of or related to the performance of that board members' duties related to BCR activities, except such matters that result from an Officer or Director's gross negligence or willful misconduct.

ARTICLE VII. INSURANCE

BCR may at its cost and expense purchase and maintain insurance on behalf of Directors and Officers against any liability asserted against them in their capacities as Directors and Officers, regardless whether BCR would have had the power to indemnify such Directors or Officers against such liability.

ARTICLE VIII. DISSOLUTION

In order to dissolve the Club, the Board shall approve a motion to dissolve; call for a Special Meeting in accordance with Article II of these Bylaws, and a majority of the Members attending the meeting shall vote affirmatively to dissolve. Upon an affirmative vote for dissolution of the Club, the Board shall pay or make provision for the payment of all of BCR's liabilities. Additionally, the plan of dissolution shall indicate to whom BCR's assets will be distributed after all creditors have been paid, in a manner consistent with Article 134 of the Colorado Revised Nonprofit Corporations Act.

ARTICLE IX. NOTICE REQUIREMENTS

Any notice required under these Bylaws or by law shall be given in writing, either by paper or email, sent to the recipient's physical address or email address on file with the Secretary. However, a written waiver of notice executed by a person entitled to such notice and presented to the Secretary shall be deemed equivalent to the giving of such notice. Additionally, any required notice of a Members' meeting at which a

vote will be taken must be fair and reasonable, in accordance with the Colorado Revised Nonprofit Corporations Act.

ARTICLE X. AMENDMENTS

These Bylaws may be amended, repealed, restated or replaced by new bylaws. Any specific change to the Bylaws may be initiated by petition of fifteen percent (15%) of the Members to the Board of Directors, or at the request of three (3) Directors. The Board of Directors shall consider such petitions or requests in a timely manner, and shall hold an initial vote on the proposed amendment at any Board meeting at which a quorum is present. Any proposed amendment must be approved by a 2/3rds vote of the Directors present or voting electronically. The amendment thereafter shall be presented to the Members at the next Annual Meeting, or at a Special Meeting called and properly noticed for this purpose, and shall be passed if there is a quorum of fifteen percent (15%) of the Members and a simple majority of the Members present approves.

Adopted by the Board of Directors
March 29, 2018