

**CONSTITUTION OF THE  
SHAKER ROWING ASSOCIATION, INC.**

Revised May 11, 2010  
Originally Adopted September 1, 2007

ARTICLE I

Name, Purpose, Duration and Principal Office

The name of this corporation is SHAKER ROWING ASSOCIATION, INC.; duration and principal office shall be as set forth in the Corporation's Certificate of Incorporation.

The purpose of the organization shall be:

1. To stimulate and foster interest in the sport of rowing among secondary school students. To publicize the manifold advantages of rowing as a means of health and physical development. To uphold the principles and standards of amateur rule. To raise funds to allow every participant the opportunity to row regardless of his or her financial status. To promote interest through competition and the holding of regattas. To use every reasonable endeavor for the advancement and promotion of amateur rowing in accordance with the best traditions of sportsmanship.
2. To serve as the primary support organization for Shaker Crew, a student club of the Shaker High School. To this end, students will represent their school during practice, regattas, and events surrounding these activities in name only as Shaker Crew. This corporation may also serve as an interim support organization for other secondary schools establishing a rowing program.

ARTICLE II

Meetings, Quorum and Voting

Section 1. Annual Meeting. An annual meeting of the members of the corporation shall be held at the principal office of the Corporation, or elsewhere, as specified in the notification of such meeting on the second Tuesday in September each year, at an hour fixed in the notice of call, for the purpose of transacting any business authorized or required to be transacted.

Section 2. Special Meetings. Special meetings of the members may be called by the President and the Secretary jointly, a majority of the Board of Directors, or by any group of members of the Corporation which shall constitute one-half in number of the total members of the Corporation.

Section 3. Notice of Regular or Special Meeting. Notice of the annual meeting, and of all special meetings, or any other meeting of the members shall be given to each member at least five

(5) days before the date of any such meeting. Notice of any meeting may be given in writing, by facsimile or e-mail, or in person or by telephone.

Section 4. Quorum. At any meeting of the members of the Corporation, a majority of such members being present in person shall constitute a quorum for all purposes, except when otherwise provided by law, the Corporation's Certificate of Incorporation or these by-laws. If a sufficient number of members are not present to constitute a quorum, the members present may, from time to time, adjourn the meeting until a quorum is retained.

Section 5. Voting. One parental member per family shall have one vote at any meeting of the Corporation's members and such vote may be cast either in person or by proxy.

### ARTICLE III

#### Board of Directors

Section 1. Membership and Election. At the organizational meeting of the incorporators and at each annual meeting of the members of the Corporation thereafter, there shall be elected a Board of Directors composed of no less than seven (7) and no more than nine (9) who shall hold office for two (2) years or until their successors shall be elected and qualified or until they be sooner removed as provided in Section 6 of Article III of these by-laws. It shall not be necessary for a person to be either a member of the Corporation or a resident of the State of New York to be eligible for election to the Board of Directors. 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 Corporation, he shall be presumed to have accepted his election as Director. The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors. Any person becoming a member of the Board of Directors shall also be a member of the Corporation.

Section 2. Meetings. Regular meetings of the Board of Directors shall be held at such time and at such places as the Board of Directors may prescribe and determine, and special meetings may be called by the President, Vice President, or any three (3) members of the Board at any time.

Section 3. Notice of Meetings. Notice of regular or special meetings of the Board of Directors in may be given in writing, by facsimile or e-mail, or in person or by telephone, 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.

Section 4. Quorum. A majority of the total number of Directors (including the President and Treasurer) shall be a quorum for the transaction of business and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or these by-laws.

Section 5. Compensation. No member of the Board of Directors shall receive any compensation for his services as a Director. No officer, agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 6. Vacancies in the Board. The members of the Corporation at any meeting, either general or special, may remove any director with or without cause and fill the vacancy thereby created and such person selected to fill said vacancy shall hold office until his or her successors shall be elected and qualified or until he or she be sooner removed as herein provided. Any vacancy in the Board of Directors, due to resignation, death, or other disqualification, shall be filled by the members of the Corporation subject to the same terms and conditions set forth above regarding removal. Any vacancy that has occurred in the Board or Directors and where there is no opportunity to hold a membership meeting for election of such position may be filled by a majority vote of the existing Board of Directors subject to the majority membership vote at the next regularly scheduled membership meeting.

#### ARTICLE IV

##### Duties of Directors

It shall be the duty of the Board of Directors:

1. To keep a complete record of all its acts and of the proceedings of its meetings, showing in detail the condition of the affairs of the Corporation.
2. To manage and supervise, subject to the provisions of the Corporation's Certificate of Incorporation and of these by-laws, the business and affairs of the Corporation and to supervise all officers, committees, agents and employees, and to see that their duties are properly performed.
3. To install such a system of bookkeeping and auditing that each member may know and be advised fully from time to time concerning the receipts and disbursements of the Corporation.

#### ARTICLE V

##### Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, together with any other administrative officers, which the Board of Directors may see fit in its discretion to provide for by resolution entered upon its minutes. The President, the Vice President, the Secretary and the Treasurer shall be elected from the non-student membership and voted by the general voting membership. It shall not be necessary for other administrative officers, if prescribed for as aforesaid, to be members of the Board of Directors. All officers shall serve a term of two years, unless sooner relieved by the Board of Directors.

## ARTICLE VI

### The President and Vice President

If at any time the President shall be unable to act, the Vice President shall take his place and perform his duties; and if the Vice President shall be unable to act, the Board shall appoint one of the Directors to do so. The President or such Vice President or Director:

1. Shall preside over all meetings of the members of the Corporation and Directors.
2. Shall sign, as President, all contracts and instruments that have been first approved by the Board of Directors.
3. Shall call the Directors together whenever he or she deems it necessary, and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as may be required by these by-laws or by the Board.

## ARTICLE VII

### Secretary

It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the meetings of the Board of Directors and of the members.
2. To keep the corporate seal and to affix the same to all papers requiring a seal.
3. To discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

## ARTICLE VIII

### Treasurer

It shall be the duty of the Treasurer:

1. To receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand.
2. To obtain a bond in such form and in such amount, if any, as the Board of Directors may from time to time require.
3. To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

## ARTICLE IX

### Bank Deposits and Execution of Checks

The funds of the Corporation shall be deposited in such bank or banks as the President and Treasurer of the Corporation shall designate. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, director or directors, such agent or agents, of the Corporation as shall be determined by resolutions of the Board of Directors.

## ARTICLE X

### Amendments

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a majority of the Directors are present and voting, shall vote in favor of such alteration or amendments.

## POLICY MANUAL OF THE SHAKER ROWING ASSOCIATION

1. Membership shall consist of the Directors, one parent(s) of each paid student, and all paid students. Nominations shall be presented and elections conducted for vacant Director positions at the annual meeting. No person shall be denied membership based on race, religion, color, sex, age, national origin, marital status, veteran status, arrest/conviction record, disability, genetic predisposition, or any other protected class or status.
2. The organization's purpose will be to primarily support North Colonie secondary school students interested in rowing. Students from other school systems may join, but may be restricted from representing Shaker High School.
3. The Shaker Rowing Association shall be an organizational member of the United States Rowing Association (USRA).
4. The Shaker Rowing Association shall maintain insurance in accordance with the requirements of the United States Rowing Association and included Commercial General Liability Insurance, Participant Accident Excess Medical Expense, and Supplemental Property Insurance for any club equipment.
5. The position of Head Coach shall require a USRA Coaching Education Program Level I and II certificates, and CPR, First Aid and Boating Safety certificates or willingness to obtain such certifications in a timely manner. To receive certification in the Initiation Level (Level I) and the Foundation Level (Level II), the successful participant must attend the clinic, receive a passing grade on the written examination, and be a current

- individual member of the USRA. The coach in charge shall exercise prudent judgment as to the safety of putting crews on the water based on weather and river conditions. Students not in good health shall not be permitted on the water. A set of nine life jackets shall be kept in each coach launch at all times.
6. Refunds for students terminating their membership will not be made after one week following the start date of any session except in special conditions, which will require the approval of the Board of Directors.
  7. All rowers must know how to swim. Shaker Rowing Association will administer a swim test where the student must pass a 150-yard swim test performed in a reasonable period of time using any type of swim stroke desired, followed by treading water for 10 minutes and then donning a life jacket while still treading water. If the student does not take the swim test, parents must complete the Swim Certification Form providing a copy of their certification as evidence that their child has satisfactorily completed a formal swimming course.
  8. Parents must sign on the swim certification form that their child has satisfactorily completed a formal swimming course. If they have not, then the student All first season novice rowers must attend Boat Safety training as coordinated by Shaker Rowing Association.
  9. Membership in the Shaker Rowing Association shall be on a space available first come, first served basis in the following priority: Previous members (high school, middle school, or other schools), Shaker High School students, Shaker Junior High School students, students from other high schools, middle school students from other schools. Middle school students will be selected based on rowing experience, physical ability, maturity, and commitment based in part on the recommendations of the coach.
  10. Appointment to all coaching positions shall be subject to a background check conducted by the National Center for Safety Initiatives in affiliation with the USRA.