

## BYLAWS OF THE COVENTRY LAKE COMMUNITY ROWING, INC.

*Coventry Lake Community Rowing, Inc. is a non-profit organization dedicated to the perpetuation of rowing and the enhancement and encouragement of the sport in the immediate vicinity.*

### Article I: Scope

#### 1. Supplemental Nature

These Bylaws supplement and implement certain provisions of the Connecticut Nonstock Corporation Act [SS1] (hereinafter the "Act"), as amended from time to time, and the Certificate of Incorporation of Coventry Lake Community Rowing, Inc. (hereinafter "Corporation[SS2]"). These Bylaws are not intended to be exhaustive. The provisions of the Act should be consulted in conjunction with these Bylaws.

### Article II: Registered Office

#### 1. Location

The registered office of the Corporation shall be 412 Browns Road, Storrs CT 06268[SS3]

### Article III: Purpose

#### 1. Nonprofit

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is a nonprofit dedicated to the belief that the sport of rowing provides unique abilities to promote personal, educational, and community growth for and between students and other community members through teamwork and discipline. The Corporation provides educational and developmental programs for youths and adults of all skill levels and is committed to making these opportunities available to all individuals regardless of background or economic status through organized educational training and developmental programs in a competitive athletic environment. The Corporation enriches Northeastern Connecticut and promotes diversity in the sport of rowing by

providing youth and adult participants with avenues for team building, athletic development, and personal growth. With the aim of enhancing and advancing local youth rowing programs, the Corporation shall cooperate with the EO Smith high school rowing program, and its parent organization, Friends of EO Smith Crew, as well as similar program entities at other secondary schools in Northeast Connecticut which have or which establish crew rowing programs.

## **Article IV: Members**

### **1. Members**

Candidates for membership in the Corporation shall consist of the Incorporator<sup>[SS4]</sup> and initial Directors, youth rowers who have or will participate in the CLCR<sup>[SS5]</sup> program, adult rowers who have or will participate in the Corporation's programs, and other students or community members interested in promoting rowing in the community. The annual membership fee for a calendar year, or any part thereof, is \$30.<sup>[SS6]</sup> This fee is waived when payment is made for any of the Corporation's program<sup>[SS7]</sup>s. Consistent with its charitable and educational purposes, the Board of Directors shall include within the fee structure for the Corporation's programs, provisions for fee reductions for members for whom such fees might constitute an unreasonable economic hardship.

### **2. Rights of Members**

The Members shall elect the Board of Directors of the Corporation and vote on matters properly brought before each meeting of the membership. Members shall have such other rights as are set forth in these Bylaws and shall from time to time be determined by the Board of Directors.

### **3. Non-Discrimination Policy**

The Corporation does not discriminate in its membership, programs and/or activities on the basis of race, color, religion, sex, national origin, disability, age, marital status, citizenship, sexual orientation or status as a veteran or disabled veteran.

## **Article V: Meetings of Members**

### **1. Annual Meeting**

The annual meeting of the Members of the Corporation shall be held during the first four<sup>[SS8]</sup> months of the calendar year on a date and at a place to be fixed by the President or in his/her absence by the Board of Directors.

## **2. Special Meetings**

Special meetings of the Members may be called by the President or by the Board, and shall be called by the Secretary of the Corporation upon receipt of signed and dated written demands for a special meeting which describe the purpose or purposes for which it is to be held from at least ten percent of all current Members.

## **3. Notice**

Notice of the date, hour and place of the annual meeting or any special meeting of Members shall be given in the manner prescribed by applicable statute [SS9] no fewer than ten days but not more than sixty days prior to the meeting to each Member of record of the Corporation on the applicable record date entitled to vote at such meeting. Notice of an annual meeting and notice of a special meeting must include a description of the purpose or purposes for which it is called.

Example of how notice can be delivered: "Written notice communications may be transmitted electronically, by e-mail, by facsimile, by hand delivery, by mail, or by any other manner authorized by the Board and reasonably calculated to provide actual and timely notice to the members or appropriate parties.

## **4. Waiver of Notice**

A Member may waive any notice required by the Act, the Certificate of Incorporation or Bylaws before or after the date and time stated in the notice, the waiver must be in writing, be signed by the Member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting: (i) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

## **5. Record Date**

In order to determine the Members entitled to notice of a Member's meeting, to demand a special meeting, to vote, to take other action, to receive a distribution, or for any other reason, the Board may fix any future date as the record date; provided that, the date selected may not be more than seventy days before the event mandating a determination of Members. The record date selected for a meeting is effective for any

reconvened meeting after adjournment to the date, time and location of the reconvened meeting, unless the Board fixes a new record date, which it is required to do if the date of the meeting is to be reconvened in more than one hundred twenty days after the date fixed for the original meeting, unless the adjournment for more than one hundred and twenty days was due to court order, in which event the court<sup>[SS10]</sup> shall have the discretion to retain the original record date or set a new one. If the Board fails to select a record date, the record date shall be the close of business on the applicable date determined by the following clauses: (i) the day before notice is sent or otherwise given to Members of an annual meeting or a special meeting called other than by demand of the requisite number of Members; (ii) the day the first Member signs a demand for any special meeting to be held as a result of such demand; or (iii) the day the first Member signs a writing to take action without a meeting for any Member action to be so taken.

## **6. Members' List**

After a record date is fixed for a meeting, the Secretary shall prepare an alphabetical list of the names of all the Members who are entitled to notice of the meeting. The list shall be available for inspection by any Member<sup>[SS11]</sup>, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A Member, his agent or attorney is entitled on written demand to inspect and, subject to the requirements of applicable statute, to copy the list, during regular business hours and at the Member's expense, during the period it is available for inspection. The Corporation shall make the Members' list available at the meeting, and any Member, his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, failure to prepare or make available such a Member's list shall not affect the validity of any action taken at the meeting.

## **7. Quorum and Voting**

At all meetings, those Members present in person or by proxy shall constitute a quorum for all purposes except as otherwise provided by law. Each Member shall have one vote.

## **8. Action Without Meeting**

Any action which may be taken at a meeting of Members may be taken without a meeting by written consent which sets forth the action so taken or to be taken and which is signed by all of the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized attorneys. The Secretary shall file such consent or consents, or certify the tabulation of such consents and file such certificate, with the

minutes of the meetings of the Members. Any consent or consents which become effective as provided herein shall have the same force and effect as a vote of Members at a meeting duly held. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **Article VI: Board of Directors**

### **1. Board of Directors**

The business and property of the Corporation shall be managed and controlled by a Board of Directors (hereinafter "Directors").

### **2. Number**

Except to the extent that the Incorporator specifies otherwise for the first fiscal year of the Corporation as specified in Section 3 of this Article. The number of Directors of the Corporation shall be eleven (11) but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XI hereof. The members shall<sup>[SS12]</sup> include:

- One (1) Youth crew coach
- Four (4) youth (qualifying for U.S. Rowing Junior events) members
- Six (6) adult rowing (over 18 years of age) members<sup>[SS13]</sup>
- One (1) property owner on Coventry Lake <sup>[SS14]</sup>
- Ex officio member of the Board of Directors shall include the Head of Friends of EO Smith Crew <sup>[SS15]</sup>
- If the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.<sup>[SS16]</sup>

### **3. Election**

The initial Directors of the Corporation shall be of such number as the Incorporator shall decide and name at an organizational meeting, or through written consent in lieu thereof, and shall hold office until the first annual meeting of the Members and the election and qualification of their successors. Thereafter, except as hereinafter provided for filling vacancies, members may nominate candidates for directorships after November first up to the Announcement date of the annual meeting. Directors shall be elected annually by the Members at the annual meeting, and hold office until the next

annual meeting of the Members or until the election and qualification of their respective successors. The Directors shall be chosen by a ballot at such meeting by a plurality of the votes of the Members, voting either in person or by proxy. Any Member is eligible to serve as a Director.

#### **4. Resignation and Removal**

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. The Members may remove any Director with or without cause in the manner specified in the Act.

#### **5. Vacancies**

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the Members of the Corporation or until the election and qualification of his successor.

#### **6. Annual Meetings**

Immediately after each annual election, the newly elected Directors may meet forthwith for the purpose of organization, the election of Officers, and the transaction of other business, and, if a quorum of the Directors is present, no prior notice of such meeting shall be required to be given.

#### **7. Special Meetings**

Special meetings of the Board of Directors may be called by the President or Vice-President and must be called by either of them on written request of any two (2) members of the Board. Any business may be transacted at any Board of Directors meeting.

#### **8. Notice of Meetings**

Special meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors meeting.

#### **9. Chairman**

At all meetings of the Board of Directors, the President or Vice-President, or in their absence a chairman chosen by the Directors present, shall preside.

## **10. Quorum and Voting**

At all meetings of the Board of Directors, six (6) Directors shall be necessary [SS17] and sufficient to constitute a quorum for the transaction of business, except as may be otherwise specifically provided by the statute of by these Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless the Certificate of Incorporation or Bylaws require the vote of a greater number of Directors. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at it; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

## **11. Compensation**

Directors shall not receive any compensation for their services as Directors.

## **12. Annual Report**

The Board of Directors shall present at the annual meeting, a report verified by the President and Treasurer showing in appropriate detail the following:

- (i) The assets of the Corporation as of the end of the fiscal year immediately preceding date of the report;
- (ii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediate preceding the date of the report;
- (iii) The expenses or disbursements of the Corporation, for the general and restricted purposes, during the year immediately preceding the date of the report;
- (iv) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number

during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found; and

- (v) The annual report of Directors.

### **13. Action Without Meeting**

Unless the Certificate of Incorporation or Bylaws provide otherwise, action required or permitted to be taken at the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken or to be taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when each Director has signed and delivered a consent to the Corporation unless the consent specifies a different effective date. Action by written consent has the effect of a meeting vote and may be described as such in any document.

## **Article VII: Officers**

### **1. Number**

The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and other such Officers with powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two (2) Offices, except those of President and Vice-President, and those of President and Secretary, may be held by the same person.

### **2. Election, Term of Office, and Qualifications**

The Officers shall be elected annually by the Board of Directors from among their number and the Members, at the first meeting of the Board of Directors after the annual meeting of Members of the Corporation

### **3. Resignation**

Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors.

### **4. Vacancies**

In case of any Office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the majority of the Directors



then in office, although less than a quorum may elect an Officer to fill such vacancy and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of Members next succeeding and until the election and qualification of his/her successor.

**5. President**

The President shall preside at all meetings of Members and the Board of Directors. He/She shall exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties assigned to him/her by the Board of Directors. The President may sign, in the name and behalf of the Corporation, any contracts or agreements, or any other documents, as authorized by the Board of Directors.

**6. Vice-President**

At the request of the President, or in the event of his/her disability, the Vice-President shall perform the duties of the President.

**7. Secretary**

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and Members of the Corporation. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are Members of the Corporation, showing their places of residences, and such book shall be open for inspection as prescribed by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

**8. Treasurer and Operations Manager<sup>[SS18]</sup>**

The Treasurer and Operations Manager (hereinafter "Treasurer") shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation as such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other Officer of Officers if any shall be designated by the Board

of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation. The Treasurer shall make such payments, as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept for the purpose full and accurate account of the Corporation and shall exhibit such books at all reasonable times to any Directors or Members. The Treasurer shall, in general, perform all the duties pertinent to the Office of Treasurer, subject to the control of the Board of Directors

#### **9. Compensation**

Officers shall not receive any compensation for their duties in this capacity, but may be reimbursed by the Corporation for authorized disbursements on behalf of the Corporation

#### **10. Removal from Office**

Any Officer may be removed from Office by the Board of Directors with or without cause.

### **Article VIII: Contracts**

The Board of Directors may authorize any Officer 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 a specific instance; and unless so authorized by the Board of Directors, no Officers shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purposes or to any amount.

### **Article IX: Fiscal Year**

The fiscal year of the Corporation shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

### **Article X: Prohibition against Sharing in Corporate Receipts or Assets**

No Member, Director, Officer, person or Member of a committee connected with the Corporation, or any other private individual shall receive at any time in their capacity as a Member, Director, or Officer, any of the net earnings or pecuniary profit from the operations of the Corporation provided that this shall not prevent the payment to any

such person of such reasonable compensation for other services rendered to or for the Corporation as shall be fixed by the Board of Directors.

In accordance with the following section, no Members, Directors, or Officers shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

### **Article XI: Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Member, Director, or Officer of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or the corresponding provisions of any subsequent tax laws of the United States, amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist of the corresponding provisions of any subsequent tax laws of the United States.

### **Article XII: Conflicts of Interest**

#### **1. Contracts and Services**

The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, any may freely make contracts, enter transactions, or otherwise act for an on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons of corporations, or may be interested in the same matters as Members, Directors, or otherwise; provided, however, that any contract transaction, or act on behalf of the Corporation in a matter in which the Directors or Officer are personally interest, shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use of application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under [Section 501 or 507] of the Internal Revenue Code and its regulations as they now exist or the corresponding provisions of and subsequent tax laws of the United States. In no event, however, shall any person of other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

#### **2. Compliance**

Consistent with the above Section I, No Director or Officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of section 33-1127 through 33-1130 if the Connecticut General Statutes, as amended, regarding “conflicting interest” transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

### **3. Disclosure**

Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

### **4. Recusal**

Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on such matter, and shall not be physically present in the room at the time any vote is taken thereon.

### **5. Conflict of Interest Defined**

The term “conflict of interest” includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other “disqualified person” (including a person or entity related to or controlled by the Director, or otherwise as defined in section 4958(f)(1) of the Internal Revenue code and/or Section 33-1127 of the Connecticut General Statutes). In the event that there is a question whether a conflict of interest exists, the issue shall be determined by majority vote of the Directors other than the affected person (which shall consist of at least two Directors) present and voting.

## **Article XIII: 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 the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, 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 XIV: Amendments**

### **1. By Directors**

The Board of Directors shall have power to alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board of Directors and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the Members.

## **2. By Members**

The Members shall have the power to alter, amend, and repeal the Bylaws of the Corporation at any meeting of Members of the Corporation by a majority vote of all the Members, represented either in person or by proxy, provided that the proposed action is stated in the notice of such meeting.

## **3. Restrictions**

These Bylaws may be amended, altered, or repealed as stated in the above Section I and II, provided, however, that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and that all amendments be consistent with the Articles of Incorporation.

Certified by the Incorporator on this 18th day of June, 2014 [SS19] as the Coventry Lake Community Rowing, Inc. Bylaws.

Most recent revision on September, 2022 and waiting on approval.

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