

BYLAWS
OF
ARIZONA JUNIOR ROWING, INC.

ARTICLE I. NAME

- 1.1 This not for profit organization shall be known as Arizona Junior Rowing, Inc. Team name shall be approved by the Board of Directors.

ARTICLE II OBJECTIVES

- 2.1 The objectives of Arizona Junior Rowing, Inc. are:

To promote local and national and international amateur sports competition through coaching, training, example and participation in competition.

To stimulate and encourage teamwork, sportsmanship, and good conduct through competition.

ARTICLE III SUPPORTERS

- 3.1 Qualifications of Supporters. Any party interested in supporting youth Sports may become a Supporter of the Corporation by becoming a member of a Board committee (as selected by the Board) or participating in any point system program promulgated by the Board.
- 3.2 Rights of Supporters. Any Supporter may attend meetings of the Board of Directors but may not vote, A Supporter may not attend executive sessions of the Board of Directors unless invited by a majority vote of Board members.

ARTICLE IV NO MEMBERS

- 4.1 This shall not be a membership corporation and shall not have members.
- 4.2 All rights, powers and responsibilities of this corporation shall be vested in the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

- 5.1 The Board of Directors shall have the sole authority to conduct all business or other activities for Arizona Junior Rowing, Inc. The Board, at its sole discretion, may delegate activities as necessary.
- 5.2 Number, Election and Terms. The Board of Directors shall consist of not less than three (3) or more than eight (8) members. The actual number shall be set or amended at or immediately prior to the annual meeting by a majority of the Board.

The immediate past President shall serve as one of the regular, full voting directors. Each Director shall have one vote in matters before the Board. No member may vote if that member is not current on all dues and the like levied by the Corporation. In the event of a tie on a matter before the Board of Directors, the President shall have two votes to break such tie. Directors shall be elected by a majority vote of the Supporters by e-mail ballot or regular mail ballot prior to the annual meeting or by majority vote at the annual meeting. There will be two slates presented for election; Officers and Members at Large. The term of each Board shall commence upon election prior to or at the annual meeting and shall continue until the next annual meeting at which a new Board is elected. Nominations for Board membership shall be taken from any Board member or any Supporter at any meeting on or before the annual meeting. Such nominees shall be included in the slate prepared by the Nominating Committee. Unless specifically waived by the Board, all nominees for Board membership shall have the following minimum qualifications:

- Served on at least one committee, chaperoned one out of town trip or chaired a committee during the prior year;
- Timely paid or arranged for payment all dues and other sums due to the organization;
- Except as to immediate past president who no longer has a child on the team, have a child on the team or is an individual approved by the parent or is the child's legal guardian;
- Be in compliance with any required participation points, credits, payments or the like implemented by the Board
- Be unrelated to any other Board member on the slate offered to the Board; and
- Attended at least one Board meeting during the prior year.

5.3 Vacancies A majority of Directors in office though less than a quorum, or a sole remaining Director, may fill vacancies and newly created Directorships. A Director so elected shall serve until the completion of the current term.

5.4 Removal. Any Director may be subject to removal from the Board by a majority of the remaining Directors.

5.5 Meetings

5.4.1 Regular, annual and special meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board. For purposes of this provision, "written consent" shall mean and include and consent actually executed by a member or an e-mail or fax consent from such member. In the absence of such designation, regular meetings shall be held on the second Wednesday of the month. All meetings, unless otherwise specified by the Board, shall be at Xavier College Preparatory, 4710 North Fifth Street, Phoenix, Arizona 85012.

5.4.2 The annual meeting of the organization shall be held on the second Wednesday in June of each year. In addition, the Board may hold regular meetings without notice at such time as the Board shall determine by resolution.

- 5.6. Quorum. A quorum of the Board of Directors shall be composed of a majority of the directors then in office.
- 5.7. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or by three (3) members of the Board. Written notice by any form (U. S. Mail, Fax, Email or Hand-Delivery) of the time and place of special meeting shall be delivered to each Board member at least 72 hours prior to the time of the holding of the meeting. The transactions of any special meeting of the Board of Directors, however called or noticed and wherever held, shall be valid if a quorum is present at commencement of the meeting.
- 5.8. Gifts. The Board may accept on behalf of the organization any contributions or gifts bequest or devise for general purpose or for any special purpose of the organization.

ARTICLE VI OFFICERS

- 6.1. Election of Officers; President, Vice President, Secretary and Treasurer. At least six (6) weeks prior to the annual meeting, the Nominating Committee shall identify at least one individual from the candidates for Director who is qualified by background and skills to act as the Board President, Vice President, Treasurer and Secretary. These four individuals will comprise the slate of Officers. Officers shall be elected by a majority vote of the Supporters by e-mail ballot or regular mail ballot prior to the annual meeting or by majority vote at the annual meeting. The election shall be by secret ballot or ballots prepared and counted by the Parliamentarian and the Secretary of the prior Board. Each officer shall be elected by a majority vote. The immediate past President may continue acting as the president until a new President is elected.
- 6.2. President. The President shall preside at meetings of the directors, oversee all the corporation's activities and, subject to policies established by the Board, may sign deeds, conveyances, contracts, agreements, and other instruments as ordered or approved by the Board.
- 6.3. Vice President. The Vice President shall perform the duties of the President in the event the President is absent or unable or unwilling to perform the duties of the office of President.
- 6.4. Treasurer. The Treasurer shall be the custodian of the funds of the organization, and shall be signer on all accounts on deposit in banks or other institutions for the organization.
- 6.4.1 All accounts shall have at least two signers (in addition to the Treasurer) who are Board members.
- 6.5. Secretary. The Secretary shall keep the official records including meeting minutes, notices, contracts or other agreements entered into by the organization. The Secretary shall also keep the current Articles and Bylaws and the corporate minute books.

6.5.1 The Secretary shall distribute via Internet or, upon request, via facsimile or U.S. mail, the minutes of all regular and special meetings within fifteen (15) business days of meeting or five (5) business days prior to the next regular meeting, whichever first occurs.

After the approval of the Board, the Secretary shall file any annual reports or filing required to keep the organization in good standing with any state or federal agencies.

6.7 Term Limits. No officer may serve in the same capacity or office for more than two years.

ARTICLE VII COMMITTEES

7.1 Committees. Committees shall be established at the direction of the Board to perform functions on behalf of the organization. No committee shall bind, contract, or otherwise enter into agreements on behalf of the organization, but shall recommend a course of action to be voted on by the Directors. Committees may include Directors and other outside interested parties selected by the Directors.

7.2.1 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and shall be empowered, to the extent permitted by law, to act on behalf of the Board as a whole when a meeting of the entire Board is not possible.

7.2.2 Fundraising Committee. The Fundraising Committee shall be responsible for overseeing all fundraising activities of any person or entity on behalf of the organization, prior to undertaking or commencing any fundraising activity, approval of the Board must be obtained.

7.2.3 Nominating Committee. The Nominating Committee shall consist of not more than three (3) Current Board member (none of whom shall be considered for reelection to the Board except that the outgoing President may be a member of the nominating committee) and two (2) supporters who are not Board members or Board member candidates. The committee shall develop two slates of candidates (if possible) for Board membership; Officers and Members at Large to present to the Supporters for election. One member of the Nominating Committee shall be the parliamentarian (if the Board has created that position) [and at least two (2) shall be Supporters who are not Board members or candidates for Board membership.

ARTICLE VIII. REPEAL ALTERATION OR AMENDMENT

8.1 The bylaws of the organization may be amended at any time by the Directors following a motion to amend, a ten (10) calendar day posting of the proposed amendment, and a subsequent majority vote of the Directors. Posting shall mean placing the proposed amended Bylaws in one or more public locations designated by the Board.

8.2 The Board shall develop and maintain a Plan of Dissolution that sets forth the disposition of the Corporations assets in the event of the dissolution of the Corporation. The Plan shall comply with all federal, state or local rules and regulations imposed on the Corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of Arizona Junior Rowing, Inc., an Arizona, non-profit corporation, and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on March 19th, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of. _____ 20_____.

Secretary