

Amended and Restated By Laws

July 9, 2014

AMENDED AND RESTATED BYLAWS OF NORTHAMPTON YOUTH AND COMMUNITY ROWING, INC.

Section 1. NO MEMBERS

The corporation shall have no members, only directors. Any action or vote required or permitted by law is to be taken by the directors of the corporation.

Section 2. BOARD OF DIRECTORS

2.1 Powers.

The affairs of the corporation shall be managed by the directors who may exercise all the powers of the corporation.

2.2 Number, Election and Term.

The corporation shall have a board consisting of a minimum of five and a maximum of twenty four (24) directors. Directors shall be elected by the board of directors at the annual meeting or at any special meeting held as prescribed in these bylaws, to hold office for two years or until a successor is elected and qualified. No director shall serve more than three successive terms, unless serving as an officer, at which time the officer would complete the responsibilities set forth as an officer. In addition to the regular members of the board, there may be honorary directors and student delegates to the board as provided in Section 5.

2.3 Committees.

The directors may elect or appoint one or more committees and may delegate to any such committee(s) any or all of their powers, provided that any committee to which the powers of the directors are delegated shall, for voting purposes, consist solely of directors. Unless the directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these bylaws. A description of the positions, duties and responsibilities of various officers and standing committees shall be provided for in Corporation's Rules and Regulations. All committees and administrative roles are outlined in the Rules and Regulations, and as such Rules and Regulations may be further amended, from time to time. Each committee, in turn, has the right to create, establish and revise, from time to time, their own set of procedures and description of responsibilities with the final approval of the Board of Directors. This should be done at the Annual Meeting, but can be done at other times if special circumstances dictate. The members of any committee shall remain in office at the pleasure of the directors.

2.4 Annual Meeting.

The annual meeting will be held each November, prior to the beginning of the new fiscal year. If no date for the annual meeting is established or such meeting has not been held on the date so

determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

2.5 Regular and Special Meetings.

Regular meetings of the directors may be held at such places and at such times as the directors may determine. Special meetings of the directors may be held at any time and at any place when called by the president of the board of directors or by a majority of the directors.

Board members must attend or call in for every Board meeting or be excused. Board members who are unwilling or unable to fulfill the duties required of them could be subject to dismissal by a majority vote of the Board members present at a Board meeting.

2.6 Notice of Meetings.

Forty eight hours' notice by mail, email, telephone or word of mouth shall be given for an annual meeting, regular meeting or special meeting unless shorter notice is adequate under the circumstances.

2.7 Quorum.

At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.8 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the bylaws. In the event of a tie vote, the question being voted on will be considered to have failed.

2.9 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing or email, and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. A written or emailed vote on a particular subject serves as a proxy for a vote from a director at an annual meeting, regular meeting or special meeting.

2.10 Presence Through Communications Equipment.

Unless otherwise provided by law or the articles of organization, directors may participate in a meeting of the board of directors by means of a conference telephone or similar communications equipment, with which all persons participating in the meeting can hear or otherwise communicate in real time with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2.11 Vote of Interested Directors.

A director who is a member, stockholder, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his/her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, nor be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction. In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

2.12 No Compensation.

Directors shall be prohibited from receiving any compensation for services rendered in the capacities as board members, including the payment of money or any other form of in-kind compensation, provided that this restriction shall not prohibit members of the board of directors from being reimbursed by the Corporation for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved in advance by the board of directors or an appropriate committee of the board of directors.

2.13 Standards of Conduct for Directors.

All directors shall discharge their duties:

- (a) in good faith, with the highest level of honesty and integrity;
- (b) acting only with the authority granted through the collective decisions of the board and not in an arbitrary manner that is counter to the majority opinion of the directors.
- (c) in a respectful manner, being sensitive to maintaining a collegial and safe atmosphere in all business conducted on behalf of the corporation.
- (e) observing parliamentary procedure in all formal meetings of the corporation.
- (f) Board Members should maintain the confidentiality of information entrusted to them by Northampton Community Rowing and any other confidential information about Northampton Community Rowing, its business, customers or suppliers, which comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this standard, "confidential information" includes all non-public information relating to Northampton Community Rowing, its business, customers or suppliers.

Section 3. OFFICERS AND AGENTS

3.1 Number and Qualification.

The officers of the corporation shall be a president, vice-president, past president, treasurer, clerk and such other officers, if any, as the directors may determine. The clerk shall be a resident of

Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

3.2 Election.

The president, vice president, past president, treasurer and clerk shall be elected by the directors at the annual meeting. Other officers, if any, may be elected by the directors at any time. Though not imperative, the succession of vice-president to president to past president would allow for succession planning and leadership continuity.

3.3 Tenure.

The president, vice president, and past president each shall hold office for a one year cycle until the next annual meeting of the directors or until a successor is elected and qualified.

The treasurer, clerk, and any other officers appointed by the directors shall each hold office for a two year cycle until the next annual meeting of the directors or until a successor is elected and qualified.

3.4 President.

Unless otherwise determined by the directors, the president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall have such other duties and powers as the directors shall determine.

3.5 Vice-president.

Oversees meetings in absence of the president and has same powers as president when substituting in that role. Is the official successor to the president upon end of president's term.

3.6 Past-president.

Past-president will serve as an officer that will provide support and guidance to the president and other officers.

3.7 Treasurer.

The treasurer, in conjunction with the finance committee, shall oversee the financial affairs of the corporation.

3.8 Clerk.

The clerk shall record and maintain records for the corporation. If the clerk is absent from any meeting of directors, a temporary clerk will be chosen at the meeting and shall exercise the duties of the clerk at the meeting. All records shall be kept at the principal office of the Corporation or an appropriately secure location within the Commonwealth, and shall be open at all reasonable times to the inspection of any director.

3.9 Other Officers.

Other officers shall have such duties and powers as may be designated from time to time by the directors.

3.10 Execution of Officer's Duties.

In discharging duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) one or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or
- (b) legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the officer reasonably believes are matters:
 - (i) within the particular person's professional or expert competence, or
 - (ii) as to which the particular person merits confidence.

An officer shall not be liable to the corporation for any decision to take or not to take any action, or any failure to take any action as an officer, if the duties of the officer are performed in compliance with Section 2.13.

Section 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate persons or groups of persons as honorary directors, sponsors, benefactors, contributors, advisors or friends of the corporation, student delegates, or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 5. RESIGNATION, REMOVAL AND VACANCIES

5.1 Resignation.

Any director or officer may resign at any time by delivering his/her resignation in writing to the president of the corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.2 Removal.

A director or officer may be removed by the vote of a majority of the directors then in office at a regular or special meeting.

5.3 Vacancies.

Any vacancy in the board of directors or of an officer may be filled by vote of a majority of the directors then in office. The directors may exercise all their powers notwithstanding the existence of one or more vacancies in the board or for each officer. Vacancies in any office may be filled by the

directors. Each successor shall hold office for the unexpired term, and in the case of the president, vice-president, treasurer and clerk until a successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

Section 6. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate persons or groups of persons as honorary directors, sponsors, benefactors, contributors, advisors or friends of the corporation, student delegates, or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 7. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless (s)he is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his/her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which (s)he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction.

Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if (s)he shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation if (s)he acted in good faith in the reasonable belief that his/her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom (s)he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified
 - (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or
 - (2) by a majority vote of a committee of one or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors have otherwise acted in accordance with the applicable legal standard of conduct. Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his/her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, (s)he shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the directors, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than directors, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

Section 8. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or the treasurer, after approval by vote of the board of directors.

Section 9. SEAL AND FISCAL YEAR

9.1 Corporate Seal.

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or such other form as the directors may determine.

9.2 Fiscal Year.

The fiscal year of the corporation shall end on December 31 in each year or such other date as the directors may determine.

Section 10. GENDER

The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Section 11. AMENDMENT

These bylaws may be amended or repealed, in whole or in part, by vote of a majority of the directors then in office at any meeting of the directors. Notice of a proposed amendment or repeal of these bylaws in whole or in part shall be mailed to all directors at least seven (7) days prior to the date of any such meeting.