

BYLAWS OF
HIAWATHA ISLAND BOAT CLUB INC.
A NOT-FOR-PROFIT CORPORATION
Approved January 1, 2010

3348 Route 17C
Owego, New 13827

ARTICLE I
OFFICES

Section One - Principal Office: The principal office of the corporation in the State of New York shall be located in the Village of Owego, County of Tioga.

Section Two - Other Offices: The corporation may have such other offices, either within or without the County of Tioga, State of New York, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II MEMBERS

Section One — Classes of members: The corporation shall recognize two classes of members: rowing and non-rowing. Rowing members are members that participate in physical rowing and shall be selected based on individual members' self classification and medical history. Non-Rowing members are all other members not included in the rowing category.

Section Two — Membership: Membership of the HIBC shall not exclude any person based on race, gender or religious affiliation. The board of directors, by affirmative vote of two-thirds of all members of the board, may deny membership to an individual without cause.

Section Three — Voting rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section Four — Termination of membership: The board of directors, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of anyone who becomes ineligible for membership, or who is in default in the payment of dues for the period fixed in Article Eight, Section 3 of these bylaws.

Section Five — Resignation: Any member may resign at any time.

Section Six — Expulsion of a member: The board of directors, by affirmative vote of two-thirds of all members of the board, may expel a member without cause.

Section Seven — Immediate suspension: A coach shall have the right to temporarily suspend a member with cause. The suspension shall remain in effect until acted upon by the board of directors at the next meeting.

ARTICLE III MEETING OF MEMBERS

Section One — Annual Meeting: An annual meeting of the members shall be held in February of each year for the purpose of transacting such business as may come before the meeting.

Section Two — Special Meetings: Special meetings of the members may be called by the president, not less than one-third of the board of directors, or not less than one-third of the members having voting rights.

Section Three — Place of the meeting: The board of directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting, or for any special meeting called for as defined in Article Three, Section Two. If no designation is made or if a special meeting to be otherwise called, the place of the meeting shall be the principal office of the corporation in the State of New York; but if all of the members shall meet at any time and place either within or without the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Four — Notice of Meetings: A written or printed notice, stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or electronically to each member entitled to vote at such meeting - not less than 10 nor more than 30 days before the date of such meeting - by or at the direction of the president, the secretary, or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section Five — Quorum: The members holding 25% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting.

Section Six — Proxies: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Written notice of proxy must be presented to the acting secretary prior to voting.

Section Seven — Voting by Mail: Where the directors or officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine. When voting by mail the votes must be mailed and received by the secretary prior to the election end date.

ARTICLE IV

BOARD OF DIRECTORS

Section One — General Powers: The affairs of the corporation shall be managed by its board of directors.

Section Two — Number, Tenure, and Qualifications: The number of directors shall be thirteen (13). The members shall elect twelve (12) directors. One-third of the member-elected directors shall be elected annually, for a term of three years. Member-elected directors must be a member for at least one year prior to election to director, and must maintain membership while serving on the board. The member-elected directors of the club shall not be younger than 18 years of age.

So long as the HIBC and the Binghamton University Rowing program occupy the same facilities, a student representative shall be invited to represent the interests of the Binghamton University Rowing program. The Binghamton University Rowing program shall choose this representative, and said representative shall be the thirteenth director of the HIBC. The Binghamton University Rowing program shall determine the qualifications and tenure of the director/representative. The membership fees and annual dues for this director shall be waived so long as said individual is a matriculated student at Binghamton University.

Should HIBC and the Binghamton University Rowing program cease to occupy the same facilities, the thirteenth director will default to a member-elected position, with the same tenure and qualifications as the existing twelve directors. The vacant director position shall be filled as specified in Article IV, Section Eight.

Section Three — Regular Meetings: A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of New York, for the holding of additional regular meetings of the board without other notice than such resolution.

Section Four — Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board called by them.

Section Five — Notice of Meetings: Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written or electronic notice delivered personally or sent to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the

meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section Six — Quorum. A majority of the board of directors shall constitute quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting.

Section Seven — Manner of Acting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section Eight — Vacancies: Any vacancy occurring in the board of directors shall be filled by affirmative vote of a majority of the remaining directors. Any vacancy in the Board of Directors shall be filled within sixty (60) days of said vacancy. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. If more than twenty-five percent (25%) of the Board of Directors is vacant, a special meeting shall be convened of the general members to fill such vacancies. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or special meeting of members called for that purpose.

Section Nine — Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors any director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section Ten - Election and Term of Office: An election shall be held in December of each year for the purpose of electing member-elected directors. An elected director shall assume office at the regular annual meeting of directors, as defined in Article IV, Section Three. The director shall hold office for the term outlined in Article IV, Section Two.

ARTICLE V OFFICERS

Section One — Number, Tenure, and Qualifications: The elected officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer. An elected officer must be a currently sitting director. The officers shall be elected for a term of one year. Any two or more offices may be held by the same person, except the offices of president and secretary. The elected officers of the club shall not be younger than 21 years of age.

Section Two — Election and Term of Office: The officers of the corporation shall be elected annually by the directors at the regular annual meeting of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three — Removal: Any officer elected by the members or appointed by the board of directors may be removed by the board of directors by a vote of 67% whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section Four — Vacancies: A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the remaining portion of the term.

Section Five — President: The president shall be executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper official of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section Six — Vice President: In absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all of the powers and be subject to all of the restrictions of the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the board of directors or by the president.

Section Seven — Treasurer: If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be

responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and, in general, perform all duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the board of directors. The treasurer shall also be responsible for filing all tax returns to the Internal Revenue Service of the United States, as well to the State of New York and any local municipality taxes. The treasurer shall have the authority to retain or enlist the aid of a financial advisor to aid in fulfilling such obligations as set forth by these bylaws or the board of directors.

Section Eight — Secretary: The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on the behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, and in general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him by the president or the board of directors.

Section Nine — Assistants to the Treasurer and Secretary: The board of directors, in their discretion, may appoint assistants to the Treasurer and Secretary. Those assistants shall have the duties and obligations of the treasurer or secretary. Those appointed assistants shall not be required to be a currently sitting director.

ARTICLE VI COMMITTEES

Section One - Committees of Directors: The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of three or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and delegation thereto of the authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on him by law.

Each committee of the board is to serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority does not alone relieve any director of his duty to the corporation.

Section Two — Other Committees: Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section Three — Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such a committee, or unless such member shall cease to qualify as a member thereof.

Section Four — Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof

Section Five — Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Six — Quorum: Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Seven — Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS and FUNDS

Section One — Contracts: The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two — Checks, Drafts, or Orders to Payment: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the board of directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or vice president of the corporation.

Section Three — Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four — Gifts: The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII
DUES

Section One — Annual dues: The board of directors may determine from time to time the amount of membership fee, if any and annual dues payable to the corporation by members of each class. The dues shall take into account the operating costs of the HIBC including but not limited to maintenance of the real and personal property of the HIBC, Governing Body Dues (USRA), insurance costs, coaching fees, registration fees of various regattas, events, seminars, clinics and transportation costs.

Section Two — Payment of Dues: Dues shall be payable annually on a schedule determined by the directors. Dues of a new member shall be prorated, according to a schedule determined by the directors, from the first day of the month in which such the new member is elected to membership for the remainder of the current dues schedule. Dues for previous members who have defaulted membership shall not be prorated

Section Three — Default and Termination of Membership: When any member of any class shall be in default in the payment of dues, his membership may thereupon be terminated by the board of directors in the manner provided in Article II of these bylaws.

ARTICLE IX
MISCELLANEOUS

Section One — Books and Records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the office a list or record containing the names and addresses of all members, the class or classes of membership, or capital certificates and the number of capital certificates held by each and the dates when they respectively became the holders of record thereof.

Any person who shall have been a member of record of the corporation for at least 6 [six] months immediately preceding his demand, or any person holding, or thereunto authorized in writing by the holders of at least 5% [five percent] of any class of the outstanding capital certificates, upon at least 5 [five] days' written demand shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members and to make extracts there from.

Section Two — Fiscal Year: The fiscal year of the corporation shall begin in the first day of December and shall end on the last day of November in each year.

Section Three — Corporate Seal: The board of directors shall provide a corporate seal, which shall be in the form of "HIAWATHA ISLAND BOAT CLUB."

Section Four — Waiver of Notice: Whenever any notice is required to be given under the provisions of the New York Not-for-Profit Corporation Law or under the provisions of the certificate of incorporation or the bylaws of the corporation, a written waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section Five — Operating the Corporation: All events and activities sponsored by the corporation shall conform to the guidelines and laws of the appropriate governing body (i.e. NYS Vehicle and Traffic Law, US Coast Guard guidelines).

Section Six - Staff: The board of directors shall have the authority to hire staff who shall be interviewed by the board of directors or said agent of. In determining the required qualifications, the board shall consider any and all certifications necessary to perform the desired duties. The board shall have the option of reimbursing an otherwise qualified candidate for receiving said certification.

ARTICLE X
AMENDMENTS

Section One — Power of Member to Amend Bylaws: The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the approval of 67% of the members who vote in a written election, or at a meeting called for the purpose of amending bylaws.