

## FRIENDS OF DETROIT ROWING, INC.

### BY-LAWS

#### PREAMBLE

Friends of Detroit Rowing is organized on a non-stock, directorship basis and all matters which are subject to membership vote or other action in the Michigan Non-Profit Corporation Act as amended in the case of a membership corporation shall be subject to duly authorized action by the Board of Directors of this directorship organized corporation. The following By-Laws shall be subject to, and governed by, the Non-Profit Corporation Act of Michigan and the Articles of Incorporation of Friends of Detroit Rowing, Incorporated. In the event of a direct conflict between the herein contained provisions of these By-Laws and the mandatory provisions of the Non-Profit Corporation Act of Michigan, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these By-Laws and the Articles of Incorporation of Friends of Detroit Rowing, Inc., it shall then be these By-Laws which shall be controlling.

#### ARTICLE I

##### Name, Purpose and Principal Office

**Name:** The legal name of the NON-PROFIT Corporation is FRIENDS OF DETROIT ROWING, INCORPORATED, and shall herein be referred to as the "Corporation".

**Purpose:** The purpose for which this Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation. This Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

**Principal Office and Resident Agent:** The principal office of the Corporation has been and is currently 27365 Harper Avenue, St. Clair Shores, Michigan, 48080. Its current resident agent is Michael Murray. By resolution of the Board of Directors, the Corporation may retain or change the location of such office, establish or close additional offices, and appoint, retain, or discharge its Resident Agent as is deemed appropriate by resolution of the Board of Directors.

## ARTICLE II

### Board of Directors

#### Section 1

**General Powers and Responsibilities:** The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Michigan. Members of the Board of Directors of Friends of Detroit Rowing shall observe and promote the highest standards of ethical conduct, dedicated to carrying out the mission of this organization. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the President and Corporation staff, subject to the provisions of these By-Laws, authority and responsibility to see that the policies and directives are appropriately followed. To this end, the Board shall establish a set of principles and practices (Director's Code of Conduct) of the FODR Board of Directors that will set parameters, provide guidance and direction for board conduct and decision-making.

#### Section 2

**Number and Qualifications:** The Board shall have up to 13, but no fewer than 8, Board members. The number of Board members may be increased beyond 13 members or decreased to less than 8 members by the affirmative vote of a two-thirds (2/3) majority of the then serving Board of Directors. A Board member need not be a resident of the State of Michigan.

#### Section 3

**Board Compensation:** No member of the Board of Directors shall receive any compensation for his/her services as a director, other than reasonable expenses. No officer, agent or employee of the Corporation shall receive any compensation for services unless authorized

by the Board of Directors. However, nothing in these By-Laws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

#### **Section 4**

**Board Elections:** Board elections are held at the first Board meeting of each new calendar year. Current Board members may make recommendations to the full Board membership prior to the meeting in writing (e-mail is acceptable) before nominations are made and voted on. New and renewing Board members shall be approved by two-thirds (2/3) of the full Board membership. The current head of rowing programs shall be a member of the Board who shall hold office as long as he or she is the head coach.

#### **Section 5**

**Term of Board:** All appointments to the Board shall be for a term of 3 years. There is no limit on the consecutive terms that can be served. Board positions shall be assigned into one of three groups, with each group expiring in successive years, so as only one group of Board members expires each year. Groups shall have equal number of Board members, or as equally distributed as possible. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### **Section 6**

**Vacancies:** A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- The death, resignation, or removal of any director;
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- An increase in the authorized number of directors; or
- The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

### **Section 7**

**Removal:** The Board of Directors, by way of affirmative vote of two-thirds (2/3) of the full Board membership, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing by the President.

### **Section 8**

**Resignation:** Any director may resign effective upon giving written notice to the President of the Board, the secretary of the Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

### **Section 9**

**Filling Vacancies:** Any vacancy on the Board may be filled by way of affirmative vote of two-thirds (2/3) of the full Board membership. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. Any person elected to fill a vacancy shall hold office until his or her predecessor's term has expired, or removed as described in Article II - Section 7.

### **Section 10**

**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 maybe called by the President, Vice-President or any three (3) members of the Board at any time.

**Notice of Meetings:** Notice of regular or special meetings of the Board of Directors may be by email or by written notice, provided sufficient time is given each director to attend such meeting; provided, however, that any meeting maybe held upon five (5) days' notice in any event.

### **Section 11**

**Quorum:** Two-thirds (2/3) shall be a quorum for the transaction of business. The affirmative vote by two-thirds (2/3) of the full Board membership shall be necessary to pass any resolution or authorize any corporate act.

### **Section 12**

**Minutes:** The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may

determine from time to time. However, in the event that the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books (hardcopy or electronic). A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 20 business days after the close of each Board meeting.

### ARTICLE III

#### Standard of Care

**General:** A director shall perform all the duties of a director, within the guidelines of the FODR Code of Conduct, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;
- Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

**Indemnification:** To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and

administrators, against all expenses, judgments, fines, settlements, attorney fees and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **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 board 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 (shall be elected by the Board of Directors) and all officers. The President and Vice-President shall be elected from and by the Board of Directors. It shall not be necessary for the Secretary, Treasurer or other administrative officers, if prescribed for as aforesaid, to be members of the Board of Directors. All officers shall serve a term of one (1) year, unless sooner relieved by the Board of Directors, however current officers may be re-elected into their current positions for each one year term. The officers will be selected by the Board at the first Board meeting of each calendar year.

#### **President and Vice President:**

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

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. Specifically, the President or such Vice-President or director:

1. Shall preside over all meetings of the members of the corporation and directors.
2. Sign, as President, all contracts and instruments which 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.

**Secretary:**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation. It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the meetings of the Board of Directors, stored on file in hard copy and electronically.
2. To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

**Treasurer:**

It shall be the duty of the Treasurer:

- To keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements.
- To receive and deposit, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.
- To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

**ARTICLE VI**

**Bank Deposits and Execution of Checks**

The funds of the Corporation shall be deposited in such bank or banks as the Board 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 VII**

### **Amendments**

These By-Laws may be altered or amended only at a meeting of the Board of Directors called for that purpose consistent with Article II Section 11 of these By-Laws but in no event shall these By-Laws be altered or amended without the approval of two-thirds (2/3) members of the Board of Directors.

## **ARTICLE VIII**

### **Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these By-Laws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of two-thirds (2/3) of the full Board membership, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- Fix compensation of the directors serving on the Board or on any committee.
- Amend or repeal the Articles of Incorporation or By-Laws or adopt new By-Laws.

- Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- Appoint any other committees of the Board of Directors or their members.
- Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- Approve any self-dealing transaction, except as provided pursuant to law.

## ARTICLE IX

### Records and Reports

**Electronic Records:** The Corporation shall establish, maintain, and secure an electronic repository for all Corporate records. Backup and recovery processes and technologies shall be in place to provide for the efficient, timely, complete and accurate recovery of the electronic records repository.

**Maintenance and Inspection of Articles and By-Laws:** The Corporation shall keep at a place as designated by the Board and committees of the Board, or at the principal office of the Corporation, the original or a copy of its Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

**Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns:** The Corporation shall keep at a place or places as designated by the Board and committees of the Board, or at the principal office of the Corporation, its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

**Maintenance and Inspection of Other Corporate Records:** The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of

the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in electronic, written or typed form, and other books and records shall be kept either in electronic, written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

**Preparation of Annual Financial Statements:** The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with **generally accepted audit standards**. The Corporation shall make these financial statements available to the Michigan Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

**Reports:** The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Corporation, which shall contain the following information:

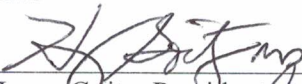
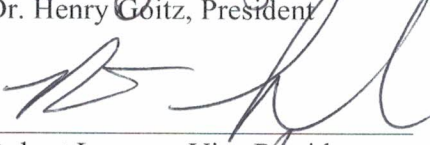
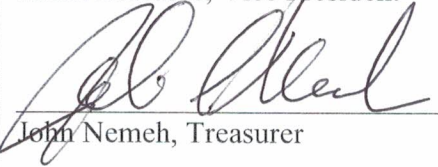

- The assets and liabilities, including trust funds, of the Corporation at the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- The information required by Non-Profit Corporation Act concerning certain self dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**ARTICLE X**

**FISCAL YEAR**

The fiscal year for this Corporation shall end on December 31.

Officers	
 _____ Dr. Henry Goitz, President	<u>5/25/2021</u> Date
 _____ Robert Lacasse, Vice President	<u>7/12/21</u> Date
 _____ John Nemeh, Treasurer	<u>5/26/2021</u> Date
 _____ Richard Reed, Secretary	<u>5/25/2021</u> Date