



NARRAGANSETT
BOAT CLUB

BOG Meeting Agenda

Date:	Wednesday, May 12, 2021
Time:	6:15 PM
Place:	Zoom: https://zoom.us/j/98441564605?pwd=ejFVN3Nobjd3YWQ3cWpoa2JycDEyQT09
Chair:	Jamie Reavis
Secretary	Sherri Nelson
Advance Materials:	Agenda Minutes of Prior BOG Meeting Secretary's Report Treasurer's Report – Pending Program Committee Report Governance Committee Letter and Draft Constitution
Agenda:	<p>Approval of Minutes</p> <ul style="list-style-type: none">• April 14, 2021 Meeting – Jamie Reavis <p>Review of Committee Reports</p> <ul style="list-style-type: none">• President's Report – Jamie Reavis• Secretary's Report – Sherri Nelson• Treasurer's Report – Joan Martin• Captain's Report – Eric Watne• Program Committee Report – Daniela Roop/Joan Martin/Kristi Wharton• Governance Committee Report – Alan Harlam• Development Committee – Pat Watson• Membership Committee Report – Ruth Berenson• DEI Committee - Marlene Yang and Susan Burgoyne <p>Old Business</p> <ul style="list-style-type: none">• Sweeps and Sculls – Kristi Wharton <p>New Business</p> <ul style="list-style-type: none">• Planning Committee – Jamie Reavis• Strategic Plan – Jamie Reavis• Future Meetings – Jamie Reavis

Remarks for the Good of the Club		
Next Meeting:	Date:	June 9, 2021
	Time:	6:15 PM
	Place:	ZOOM



**Narragansett Boat Club
Board of Governors meeting
April 14, 2021 6:15 pm
Virtual via zoom**

Board of Governors members present: Ruth Berenson, Dan Gorriaran, Alan Harlam, Tiffany Hogan, Virginia Hopkins, Q Kellogg, Duuluu Naranbat, Sherri Nelson, Jamie Reavis, Eric Watne, Pat Watson, Kristi Wharton

Board of Governors members absent: Pete Evans, Joan Martin

NBC members present: Carol Browning, Cindy Gorriaran, McKenzie Gibson, Anne Hird, David Kellogg, John Mulligan, Chanika Phornphutkul, David Rand, Daniela Roop, Christine Rogers, Scott Whitney, Kim Worrell, Marlene Yang

Invited Guests: Tom MacAlaine

The meeting was called to order at 6:15 pm by Jamie Reavis.

Approval of Minutes

- Minutes from the 3-17-21 BOG meeting were approved.
- Minutes from the 3-31-21 Executive Committee meeting were approved.

Review of Committee Reports

Secretary's Report (Sherri Nelson, Deb Chute)*

- Current membership is at 186, up seven members from last month (4 new members, 3 rejoining). We had 216 members last year at this time, so we continue to run about 30 members down from last year.
- **4 new members approved:** Lucien Gaitskell, Michaela McGuirl, Jonathan Ryan, Bradley Wernitz

Treasurer's Report (Jamie Reavis)

- No report (Joan Martin could not be here tonight.)

Captain's Report (Eric Watne)*

- **Cold water rowing safety** (topic was introduced by Jamie). He noted the experience of a member, known to be a strong rower, who recently flipped in cold water and rough conditions. The rower was fine but it was a scary incident for those involved in the rescue. Jamie noted that more people are in singles at this time of year because of Covid. Eric noted that there are two efforts happening on this front: 1) the Rowing Committee is looking at revised rules re who can row, when, under what conditions, and what boats they can row; 2) an ad hoc committee, chaired by Wes Kerns, looking at protocols in case of an incident; e.g. what steps to take re getting someone out of the

water; who to call; laminated checklist in all the launches; additional training for members.

- Points raised in the discussion: There should be practical training available to all members for these situations. Safety training should perhaps be required in order to move from B to A rating. The buddy system only works if the buddy knows what to do. Even strong, experienced rowers may have difficulty in certain situations. Although the JCC flip test is very useful, it does not mimic Seekonk conditions; conditions can change unexpectedly, and all rowers should have a backup plan. Strong opinions were expressed re: are we over-reacting to one incident vs. what is the obligation of the BOG to set guidelines for safety protocols. It was noted that the club does not have a history of having overly stringent rules.
- For anyone who would like to participate on the ad hoc committee, please contact Eric Watne or Wes Kerns directly.

Program Committee Report (Kristi Wharton)*

- Programs have been well subscribed. The new youth head coach, Tom MacAlaine has started.
- Kristi described the launching of the STEM to Stern program. NBC is coordinating with Brown to be a partner program. Lincoln School has committed to providing space for the non-rowing (STEM) component of the program and Head of School Sophie Lau (former rower) is very supportive and interested in connecting Lincoln students / rowers to mentor some of the kids in rowing or STEM. The National Stem to Stern program is based in Milwaukee and will promote the NBC / Brown program via social media. She has discussed with Joan how to set up a donation function on the website. The NBC / Brown STEM to Stern fund would be a separate Paypal account and would have a separate Donate button on the website, which Brown Crew / and or National STEM to Stern can direct interested individuals and community members to use for donations to the NBC / Brown program. We expect the funds will come from external sources; we aren't expecting NBC or its members to donate to the program unless they would like to. Funds would be used for anything related to the program, e.g. coaching, transportation, life jackets. Kristi is overseeing it currently but it may ultimately come under the purview of the Director of Youth Rowing. The concern was raised that any donations would not conflict with the NBC scholarship program, and Kristi responded that it would be clear on the website that they are two separate things. Jamie noted that developing STEM to Stern is a concrete action NBC has undertaken to open rowing to a more diverse group of people and this is an exciting development.

Motion approved (unanimously): create a separate fund for Stem to Stern and a way to access it through the website.

Governance Committee (Alan Harlam)

- The committee has not met. They have done a lot of work incorporating feedback re the proposed constitutional changes and will be meeting soon to pick up the process.

- Alan reminded committee chairs to email him re their charters; if any changes need to be made, let him know, as these would come to the BOG.

Development Committee (Pat Watson)

No report

Membership Committee (Ruth Berenson)

No report

DEI Committee (Marlene Yang / Susan Burgoyne)

No report. They are getting first meeting scheduled.

Old Business

- **Use of website for communications (Tiffany Hogan)**
 - Committees should appoint communications coordinator and let Tiff know who that is. She is meeting with Alden about the website. She would like to ensure that social media, and policies, are consistent across all social media assets: Instagram, Facebook, Strava. (Strava: it's the place to post your workouts. Rick Gaitskill started a Strava page, and there are 14 members; please join if you are interested.) The NBC blog and news need to be kept separate. A communications committee is needed because the work is more than Tiff can manage on her own.
- There was a related discussion re the use of google groups, and the idea that it can't be used to communicate NBC policy, as members are not required to participate in google group. This has created some confusion. Dan noted that he created a separate group for BOG communication several years ago, and perhaps this should be considered again.

New Business

- **Introduce Tom McAlaine (Jamie Reavis)** Jamie welcomed Tom as our new Youth Head Rowing coach. Tom noted that everyone has been welcoming and helpful, the kids have been great, and everything has run smoothly thanks to help from the coaches, who have helped him to get to know the kids and the systems we use. He coached in Philly for 17 years. He mentioned CPR and AED certification for all the coaches. We have done this in the past and could do it again, and make it open to all members, as we have done before. It's unclear what to do re Youth Nationals, given there are no qualifying regattas and no lightweight rowing events; they will discuss further in Programs Committee whether it makes sense to send any juniors to Sarasota for this event.
- **Should we have regatta(s) this year?** This was raised as a related issue. It was agreed that maybe we should aim for late July, early August. Some are also interested in resurrecting the HOTS. Contact Kristi if you are interested in helping with regatta planning.

- **Auction (Eric Watne)** It went really well; almost \$11,800 raised. Donators were generous in their contributions (and many agreed to make multiples) and people are thinking about what they can donate next year. Eric thanked all who participated.

Remarks for the Good of the Club

Dan thanked Eric and others involved for the great effort for the auction.

Pat thanked the coaches for early season classes and noted that we have incredible coaches at NBC.

Sherri thanked all involved in the rescue of the flipped rower, including those involved sharing their experiences with the club, as it's created a lot of thoughtful conversation among members.

The meeting was adjourned at 7:17 pm.

Next meeting:

Wednesday, May 12, 2020, 6:15 pm

Location: zoom

*indicates that a report was submitted as part of tonight's meeting materials

Respectfully submitted,

Sherri Nelson
Secretary

Secretary's report - Membership as of 5/7/2021

Membership Category	4/7/2021	5/7/2021	5/11/2020
Regular	129	130	135
Spouse	9	9	11
72+	21	21	23
U27 (inactive 2021)	0	0	33
U23 (Inactive 2020)	14	15	
Life	10	10	10
NonResident	3	3	4
Clubhouse	0	0	2
Total Members	186	188	218

Applicant Members to Vote on (included in numbers above)

Type	Last_Name	First_Name	Comments
Regular	Dunn	John	U. of Michigan Men's Rowing Team 2002-2004 (IRA Nationals HW 8+; Dad Vail Open 4+); Northfield Mt. Hermon HS rowing team.
U23	Sollenberger	Amick	Rowed with Lincoln varsity crew from 2016 through 2019 (Dan G.) . Took a sculling class in the summer of 2015 and also sculled once or twice w/ Lincoln.

Waivers: After 3 emails requesting signature, all but 15 members have signed and submitted the 2021 waiver. I HAVE NOT SENT OUT ANY ADDITIONAL EMAIL REMINDERS



May 2021 Program Committee Report

Adult Rowing Program:

The Adult Rowing Programs early spring session (**Session #1**) commenced the week of April 5th and will be ending this week after a 6-week run. Classes were successful with the following numbers:

Sculling – 6 classes with a total of 40 students

Barge – 2 classes with a total of 16 students

Zephyr – 1 class with 5 students.

Session #2 went up on MindBody last week and commences May 17th. Given loosening of COVID protocols we are incorporating team boat rowing for fully vaccinated adults as an option in addition to the barge, learn to scull, intermediate sculling, advanced sculling training and race preparation. Several classes already have waiting lists and we'll be combining and/or enlarging classes as dictated by registrations.

We are also offering off water (erg) classes to see if there is a market there during warmer months.

We'll be doing some marketing to push these out to non-members. Classes will be held outdoors.

Respectfully submitted;

Eric Watne – NBC Adult Rowing Programs

Youth Rowing Program:

The Youth Rowing Program **Session I** started on April 5th and will be ending this coming Friday, May 14th.

Classes were successful with the following numbers:

Youth Learn To Row- 8 students

Youth Intermediate Sculling 1 (2x/week)- 6 students

Youth Intermediate Rowing 2 (3x/week)- 14 students,

Youth Advanced/Competitive Sculling- 20 students.

The Competitive program was able to move from Singles to Doubles and Quads as well, with masks and bubble policies in place.

This weekend (5/15–5/16) nine rowers from the Advanced group will be travelling to Saratoga Springs, NY to compete at the USRowing Northeast Regional Regatta.

We have decided not to travel to Youth Nationals in Sarasota, FL this year, due to Covid concerns, elimination of lightweight rowing due to Covid and a lack of qualifying regattas prior to it. Regionals in Saratoga would normally be a qualifying regatta for Nationals, but USRowing has decided to forego any kind of qualifications for Nationals.

Registration for Spring **Session II** opened this past week and will be start on May 17th and run to June 25th.

We have altered our offerings for Intermediate rowing. Instead of a 2x/wk option and a 3x/wk option, we are offering two 3x/wk options. Rowers will progress in order from Learn To Row, to Intermediate 1,

to Intermediate 2, to Advanced in that order. They will have to have a recommendation from their current coach in order to advance to a higher level.

Everyone has been in high spirits and looking forward to things opening up slowly but surely. Be sure to keep our rowers in your minds next weekend as they travel to their first regatta in way too long!

Tom McAlaine; NBC Youth Rowing Programs

STEM to Stern NBC/Brown Youth Program:

- Lincoln School headmaster Sophie Lau has offered classroom space for the STEM component.
- Attended joint meeting with National STEM to Stern team and reps from 4-5 other STEM to Stern programs around country to talk about logistics, problems faced, etc. Will Bott and his team will provide anti-racism and trauma training for coaches and mentors involved in the program.
- Info about the program is now posted on rownbc.org including donation capability. Fund raising is being initiated by Limor Dubrovsky (Brown Women's Crew and former NBC member) and Paul Cooke (Brown Men's Coach). Many thanks to Paul Cooke for his very generous donation to kick-start the fund-raising campaign!!
- STEM to Stern has promoted the NBC/Brown program on social media (follow them on Instagram). We plan to make a promotional video to help spread the word.
- We expect middle school youth from San Miguel, East Providence Boys & Girls Club, Cuffee, and Sophia Academy to participate this summer
- Many thanks to Rick Richards, Michael Hamilton and Virginia Hopkins for their generous donations to purchase inflatable PFD for youth!!

John Ryan, Kim Worrell, and Kristi Wharton: NBC/Brown STEM to Stern Program

NBC Programs Committee:

Daniela Roop

Dan Gorriaran

Kristi Wharton

Joan Martin



May 9, 2021

Dear NBC friends,

We are sharing with you the latest draft 2021 NBC Constitution and Bylaws, which has evolved significantly, based on your many helpful comments and suggestions.

In accordance with the present Constitution, the Governance Committee has designed the following process to collect additional questions or comments and to present a final document for approval to the Members:

- After you review this draft, we invite you to share any remaining questions or comments, in writing to the Governance Committee by May 19, 2021 (via email to Alan Harlam: aharlam@gmail.com).
- The Governance Committee will host a Town Hall meeting on May 26, 2021 from 7:00-8:00pm where Members will have the opportunity to ask questions about the final document. Use [this link](#) to access the meeting
- The Governance Committee will consider all feedback and prepare a final draft that will be formally presented to the Members at a July 2021 membership meeting.
- At a membership meeting in October 2021, Members will be asked to approve the final draft.

The complete text of the draft document is attached, and we note here the specific items that have received particular attention. We indicate the resolution of each item, which generally was to follow the consensus suggestion if there was such. The Governance Committee reviewed all changes and in a few cases made a decision between several options. In addition to suggestions for changes that would affect the intended meaning, the document benefitted from many editorial suggestions; these are incorporated in the document. If your comment hasn't received an appreciative reply please excuse our oversight and accept our thanks for your help.

In the spirit of rowing,
Alan

for the Governance Committee

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The Narragansett Boat Club Constitution and Bylaws - *Notes on the evolution of the latest draft*

Preamble: *Added per multiple suggestions as an introduction to the Bylaws and to establish the roles and authority of the Members and the BOG.*

Article I The Corporation

1.02 Mission *A new item, based on the Objectives text, which has changed per suggestions.*

1.04 Objectives *per suggestions. We note there is also an item Purpose but the text here principally serves a legal purpose.*

Article II Members

2.03 Membership Categories *Multiple concerns were expressed that other categories like u23 were important. The Committee felt that this document should make as general a categorization as possible, specifically of Regular members who can vote and temporary, short-term members, in special categories created by the BOG, who can not vote. Further categorization would be left to a Policy document. For example, the BOG could create a class of Regular Members that consists of those under 23, and could set a lower amount for their dues. Likewise for spouses, and so forth. These classifications would be easily modified.*

2.08 Discipline *Various behaviors were noted as needing discipline. The Committee decided that these specific items would be important additions to a Policy document that could more easily evolve than the Constitution.*

Article III Board of Governors

3.01 Authority of Governors. *It was suggested that the development of the budget should be described with more detail. The Committee thinks such detail should be in a Policy document.*

3.02 Number. *As suggested, the immediate-past President is added to the count of BOG members, which, together with the proposed elimination of Planning but addition of Program as a Standing Committee, leads to a total of no more than fifteen (15); 6 Officers (3 of whom are Chairs), 4 (additional) Chairs, 4 At-Large Members, and the immediate-past President.*

3.03 Terms. *Term limits were proposed in the Strategic Planning document. Per suggestions, a mechanism for continuing beyond the term limit for an additional year is now included, for all BOG members not just the retiring President.*

3.06 Vacancy. *Concerns were expressed about specification of procedures for replacing specific BOG members, i.e., the Secretary or Treasurer. The Committee felt that the detailed procedures for such matters were best left to a Policy document.*

Article IV Officers

4.02 President's duties. *Consideration was made of suggestions to incorporate "Serving as an ex-officio member on all standing committees" as an additional duty. This role was seen to strengthen communication of all committees with the Club leadership, but there were also other concerns expressed that members might then be less motivated to serve. With the President plus the other BOG members on every Standing Committee it might be less clear a member's input would be valued. The Governance Committee decided not to incorporate this suggestion.*

A separate suggestion was made to remove the duty for co-signing NBC accounts. The Committee agreed to modify the wording to "Signing... as may be required."

4.04 Secretary's duties. *Clarification was suggested regarding for what meetings were minutes 'maintained'. The Committee decided to word this duty as "shall keep all minutes of meetings", and that the separate responsibility, the taking of minutes, best be mentioned in Article 6 (Meetings) and in a Policy document.*

4.05 Treasurer's duties. *Comments were received suggesting some flexibility in scheduling the Treasurer's financial report - that 'at every BOG meeting' shouldn't be a fixed requirement. Accordingly, this clause currently says 'at not less than quarterly'.*

Article V Committees.

5.01 Committees. *As was proposed, the Planning Committee has been removed as a Standing Committee and replaced by a Program Committee. Planning was felt more suitable as an occasional Ad Hoc committee.*

5.02 Executive Committee. *Conflicting comments were received about the composition of the Executive Committee, and it was decided not to include all the Committee Chairs, just the Officers, to keep it small rather than of a size that would effectively replace the BOG. Its operation and duties were left to be defined in the Policy documents.*

Article VI Meetings

6.02 Annual Meetings. *Considering suggestions, the Committee proposes the Annual Meeting be held in December, which is timely for consideration of the next year's annual budget and BOG membership.*

6.05: Financial Decision-making. *Various proposals were made for a threshold for transactions that would require a Membership vote. The Committee accepted a suggestion that the threshold be 10% of the Club's net assets as reported on the previous year's tax return.*

6.07 Special Meetings. *A consensus was that either the President or 5% of the Membership could request a Special Meeting.*

6.13 Minutes. *Concern was expressed over the mechanism for maintaining availability of the minutes. The Committee thought the procedures could be appropriately defined in a Policy.*

6.16 Action Without a Meeting. *It is useful for a committee to make a decision quickly via an email vote, in lieu of a meeting, where members gather simultaneously. It was felt that a Policy could detail the permitted ways for the members to agree "in writing" (e.g., email).*

Article VII Elections

7.01 Nomination of Candidates. *Generally comments agreed with a central role for the Governance Committee in forming a Nomination Committee. There was a wide spectrum of opinions concerning the procedures to be used by the Nomination Committee, from advocacy of explicit involvement of the BOG and President to an emphasis on a primary connection with the general Membership. In the Governance Committee's view, for the Nomination Committee simply to solicit suggestions from all quarters both encourages general Membership's involvement and stimulates expert input from the BOG members.*

The same wide spectrum is reflected in suggestions concerning the elections themselves, from proposals that there be a single slate of all candidates to be voted up or down in its entirety, to suggestions that candidates for each position take part in a separate Membership vote. Reflecting on the commitment and expertise of those deeply involved in service but recognizing at the same time the importance of being open to new people and new ideas, that NBC is at heart a Club of all its members, the Governance Committee members advocate a hybrid election that incorporates much of both positions. In the process presented, individual At-Large BOG Members are directly elected from those candidates nominated, while for the Officers and Standing Committee Chairs, a single slate formed by the Nomination Committee from those candidates suggested is voted up or down by Membership.

7.04 Election Cycles and terms. *Various suggestions for specific pairing of the Officers to be elected in a given year. The Governance Committee felt that such details could be covered in a Policy doc.*

Article X Operations and Financial Administration

10.09. Financial Audit *The Committee heard that an independent financial audit was expensive and on a routine yearly basis, unnecessary. The proposal is to provide for such an audit if requested by either BOG or Membership.*

The Narragansett Boat Club

Constitution and Bylaws

ADOPTED: _____ day of _____, _____

PREAMBLE

The Narragansett Boat Club (“NBC” or “the Club”) is a membership organization that promotes the sport of rowing for all in an inclusive and safe environment. The Constitution and Bylaws (“Bylaws”) have been established by the Members to provide the framework for the Club’s establishment and operation. The Members retain sole authority over the election of a Board of Governors (“BOG”), the approval of an annual budget proposed by the BOG for the Club and the approval of any proposed amendments to these Bylaws. The Members expressly delegate authority for all day-to-day management of the Club to the BOG, which shall be at all times accountable to the Members and remain ever aware and responsive to their needs.

ARTICLE I THE CORPORATION

Section 1.01. Name. The name of the corporation shall be the Narragansett Boat Club.

Section 1.02. Mission. The Mission of NBC shall be to provide the resources, instruction, and community to promote the sport of rowing for all in an inclusive and safe environment.

Section 1.03. Purpose. NBC is a corporation whose foundation and source of authority rests with its Membership. NBC operates exclusively as a non-profit corporation organized for charitable, recreational and educational purposes within the State of Rhode Island (“State”) in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended (“Section 501(c)(3)”), and as set forth in its Articles of Association and the Act of 1887 in Amendment of an Act Incorporating “The Narragansett Boat Club, of the City of Providence,” passed in May 1871. NBC shall have powers to carry on any business or other activity that may be lawfully conducted by a non-profit corporation under the Rhode Island Nonprofit Corporation Act (“Act”) provided and so long as any such businesses or activities do not jeopardize NBC’s status under Section 501(c)(3) as exempt from federal income tax.

Section 1.04. Objectives. NBC is a non-profit organization formed and maintained to: (a) Promote the sport of rowing; (b) Teach and train rowers without discrimination; (c) Provide the equitable means for both recreational and competitive rowing locally, regionally, nationally and internationally; (d) Foster the sport of rowing in

The Narragansett Boat Club

Constitution and Bylaws

the greater Providence area; (e) Maintain the natural beauty and ecological balance of the Seekonk River and surrounding area; and (f) Provide a means for community and charitable involvement in the greater Providence area.

Section 1.05. Principal Office. The principal office and place of business of NBC shall be located in Providence, Rhode Island. NBC may have other offices within or without the State of Rhode Island, as its business may require and as the BOG may determine if needed.

Section 1.06. Registered Office. The registered office of NBC shall be listed on the Club website and may be changed by the BOG as necessary.

Section 1.07. Gift Acceptance. No solicitation or contribution to NBC shall be made and no gift, bequest, or devices shall be accepted with any condition or limitation that in the opinion of the NBC BOG or its counsel may cause NBC to jeopardize its tax-exempt or non-profit standing.

Section 1.08. Nondiscrimination. NBC promotes a safe and inclusive environment, free from discrimination, for all persons regardless of age, gender, sexual orientation, gender identity, gender expression, national origin, racial, ethnic, or religious background, religious beliefs or spirituality, military or veteran status, physical or cognitive ability or social-economic status. Furthermore, NBC Members encourage, promote and model these values in all Club related affairs, both on and off the water, whether at home or away.

Section 1.09. Governing Law. NBC is governed by Rhode Island law.

ARTICLE II

MEMBERS

Section 2.01. Membership. Individuals who have reached their 18th birthday are eligible for Membership in NBC. All persons regardless of gender, sexual orientation, gender identity, gender expression, age, national origin or ancestry, racial, ethnic, educational or religious background, religious beliefs or spirituality, military or veteran status, physical or cognitive ability or social-economic status.who have an interest or desire to participate in the sport of rowing are encouraged to apply for Membership.

Section 2.02. Dues. Membership is on and for an annual basis, from January 1 to December 31, and requires the prompt payment of annual dues as determined by the BOG.

Section 2.03. Membership Categories. Members occupy two categories: Regular Members or Life Members. The BOG may create additional temporary short-term Membership categories. Members in any of these additional categories do not have the right to vote in matters requiring Membership decisions.

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Section 2.04. Regular Members. Regular Members are persons who have fulfilled the requirements for Membership outlined in an application presented to prospective Members by the BOG and satisfied the financial obligations set forth by the BOG. Member benefits include full use of the Club facilities and resources. Such use shall be consistent with all NBC policies. Regular Members have the right to vote in all matters requiring Membership decisions.

Section 2.05. Life Members. Life Members are those persons who applied for and received this status before June 11, 2014. Life Members are afforded identical rights as Regular Members. The requirement of payment of annual dues is considered satisfied by the one-time payment made by Life Members.

Section 2.06. Duties and responsibilities. Members are required to:

(a) act in a responsible and respectful manner towards all Club Members, guests, program participants, and all persons at the Club including visitors, spectators, employees and workers who may be on the premises;

(b) understand and follow all NBC policies both on and off the water;

(c) understand and agree that all NBC property, including but not limited to the building, the grounds, the locker rooms, the exercise equipment, the boats, motors, and oars, is owned by NBC, and care for and use such property respectfully;

(d) respect and adhere to the boundaries regarding privately-owned equipment that is stored at NBC; and

(e) sign and maintain with NBC a liability waiver prior to using Club property or equipment.

Members are expected to contribute to Club operations by serving on committees, participating in work parties, and/or volunteering their services in activities organized for the good of the Club.

Section 2.07. Actions requiring Membership votes. Modification of these Bylaws is reserved for the Membership, as is election of the BOG and overall approval of financial matters such as the annual budget. Certain financial transactions require approval of the Members as outlined in Sections 6.05 and 6.06.

Section 2.08. Discipline. The authority for setting and imposing disciplinary measures rests with the BOG, which may delegate that authority. Grounds for discipline include, but are not limited to, non-payment of dues, non-payment of fees, contravention of Bylaws or policies and conduct injurious to NBC, its Membership, property, or employees. Discipline imposed by the BOG may include, but is not limited to, penalties that range from suspension of rowing or other privileges to expulsion from the Club.

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Constitution and Bylaws

Section 2.09. Cessation of Membership. Any Member may resign from NBC by delivering written notice to the Secretary. Unless approved in a policy established by the BOG, no refund of NBC dues or fees will be extended to Members who resign. Any Member who fails to make payment of their dues or fees within sixty (60) days of the due date, will be considered to have resigned and their Membership will be terminated. A Member that has resigned and wishes to rejoin the Club, must submit a new application for Membership, and will be required to pay any unpaid dues and fees related to their prior association with the Club.

ARTICLE III

BOARD OF GOVERNORS

Section 3.01. Authority of Governors. The management and governance of NBC is vested by the Membership in the BOG. The BOG manages the operation of the Club and may exercise all the powers and authority granted to NBC under the Act, except as otherwise provided by these Bylaws. The BOG oversees the creation and regular maintenance of NBC policies, develops an annual budget for review and approval by Members at the Annual Meeting, reviews and approves applications of prospective members, and operates the Club on a day-to-day basis. The BOG shall have the authority to allocate NBC funds consistent with the approved annual budget.

Section 3.02. Number. The BOG shall consist of not more than fifteen (15) voting members of NBC including Officers, Chairs of Standing Committees, and At-Large members as well as the immediate-past President, should they choose to serve an additional, one-year term.

Section 3.03. Terms. BOG members are eligible to serve two consecutive three-year terms. When determined necessary, the BOG may request a BOG member to serve an additional one-year term beyond the term limit. Such a request requires that the BOG member's name be put before the Nominating Committee and that the member stand for election in the standard manner as defined below. This procedure applies to all BOG members other than the President, for whom an additional one-year term as a BOG member is always available as the immediate-past President, if so desired. A member may serve at most seven consecutive years on the BOG.

Section 3.04. Resignation. Resignations from the BOG must be addressed to the President in writing, and will be effective upon receipt by the Secretary, who will inform the BOG at its next regular meeting.

Section 3.05. Removal. A BOG Member shall be removed only upon a two-thirds vote of the members present at the Annual Meeting or at a Special Meeting called for such purpose.

Section 3.06. Vacancy. If a BOG vacancy occurs for any reason, the position may be filled at a Special Meeting of the Membership called for such purpose or at the

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Annual Meeting. Candidates for each vacancy will be identified and presented to the Membership for election by the Nominating Committee. The member elected to fill a BOG vacancy shall be elected for the remainder of the term of the individual they are replacing.

Section 3.07. Fiduciary Duty. A BOG Member has a fiduciary duty of loyalty, duty of care, and duty to support the mission of NBC. The BOG Member shall perform all duties as a member of the BOG, as well as any additional duties required on any committee on which they serve, in good faith, in a manner they believe to be in the best interests of NBC, in compliance with the Bylaws and policies, with care, skill and diligence.

Section 3.08. Compensation. BOG Members shall serve without compensation for their Board service. They may be reimbursed for expenses incurred as a result of conducting business directly related to NBC's mission and purpose.

ARTICLE IV

OFFICERS

Section 4.01. Officers of NBC. The officers of NBC ("BOG Officers") are the President, Vice President, Secretary, Treasurer, Captain, and Lieutenant.

Section 4.02. President. The President is responsible for discharging the following duties:

- (a) Presiding over the Annual Meeting, Special Meetings, Regular BOG meetings, and meetings of the Executive Committee;
- (b) Recommending the formation of ad hoc committees and nominating the chairs of such ad hoc committees subject to approval by the BOG;
- (c) Interpreting the Bylaws and settling disputes as to their meaning. Appeal of any interpretation of Bylaws made by the President from members must be addressed to the BOG and sent in writing to the Secretary. A two-thirds vote by the BOG will be required to overturn an interpretation of any Bylaw made by the President;
- (d) Representing NBC at official functions both locally and nationally, with the United States Rowing Association, and with all individuals and organizations conducting business with NBC;
- (e) Signing for NBC's bank accounts and safety deposit box, as may be required; and,
- (f) Performing additional duties deemed necessary by the BOG.

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Section 4.03. Vice-President. In the absence of or at the request of the President, the Vice President presides over BOG meetings. The Vice-President shall perform other duties as requested and assigned by the President.

Section 4.04. Secretary. The Secretary provides notices of meetings to all members. The Secretary shall keep a list of current members and all minutes of meetings. The Secretary shall maintain copies of the Articles of Incorporation and these Bylaws, and shall perform such other duties as occasionally may be assigned by the BOG.

Section 4.05. Treasurer. The Treasurer has custody of all funds, has signing authority over NBC's bank accounts and safe deposit box, receives and disburses monies, and maintains financial records. The Treasurer shall comply with all requirements with respect to the non-profit status of NBC under Section 501(c)(3) of the Internal Revenue Code, and ascertain that appropriate procedures are being followed in all financial affairs of NBC to safeguard this status. The Treasurer shall:

- (a) Maintain full and accurate accounts of receipts and disbursements,
- (b) Make use of a system that insures all monies and other valuable effects are deposited in the name and to the credit of NBC in such depositories as shall be designated by the BOG,
- (c) Keep an accurate record of all financial transactions conducted by the Club and submit this report at meetings of the BOG when requested and not less than quarterly, and
- (d) Perform such other duties related to Club finances as determined by the BOG.

Section 4.06. Captain. The Captain has operational authority over the Boathouse, NBC equipment and other property.

Section 4.07. Lieutenant. The Captain's authority vests with the Lieutenant in the event the Captain is not available or at the request of the Captain.

ARTICLE V

COMMITTEES

Section 5.01. Committees. There shall be seven Standing Committees: Executive, Finance, Rowing, Program, Membership, Facilities, and Governance. The President shall be the chair of the Executive Committee, the Treasurer shall be Chair of the Finance Committee and the Captain shall be the Chair of the Rowing Committee. The chairs of all Standing Committees shall be members of the BOG.

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Section 5.02. Executive Committee. Membership of the Executive Committee consists of the President, as Chair, and the other NBC officers. Additionally, the immediate-past President may, during their additional one-year term as a member of the BOG, attend meetings of the Executive Committee.

Section 5.03. Committee Purposes. The role and operation of each of the seven standing committees shall be defined by a charter accepted by the BOG. Charters shall be reviewed annually by the Governance Committee, and any modifications in the committee charters are approved by the BOG. The purpose each of the standing committees are as follows:

The Executive Committee oversees the day-to-day management of the Club with help from the staff. The Executive Committee shall distribute its minutes to the BOG.

The Finance Committee is responsible for current financial planning and long-range financial development for the Club.

The Rowing Committee is responsible for developing plans for equipment purchases, regattas, safety, fleet maintenance and programs.

The Program Committee is responsible for the design and oversight of instructional rowing and competitive racing programs.

The Membership Committee is responsible for monitoring the needs of Membership and overseeing Membership support.

The Facilities Committee is responsible for the current repair and maintenance of the facility, developing and implementing a plan to address deferred maintenance and general housekeeping.

The Governance Committee is responsible for the review and recommendation of updates to the Club's charter documents, for regulatory compliance and for overseeing the nomination process.

Section 5.04. Membership in Committees. As required by the Rhode Island Nonprofit Corporation Act, each committee shall consist of at least two BOG members. Membership on all Committees, Standing, Temporary, or Ad Hoc, other than as the Chairs of the Standing Committees, is open to all NBC members, subject to the approval of the Chair of the Committee.

Section 5.05. Actions. Actions of any committee, whether Standing or Ad Hoc, are subject to review by the BOG. Committees may not act on behalf of NBC or the BOG in any form or manner unless expressly given such authority by vote of the BOG.

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Section 5.06. Temporary and Ad Hoc Committees. The President may suggest forming temporary or ad hoc committees for various purposes to assist in the administration and management of NBC business. The President shall appoint the chairs of these temporary or ad hoc committees.

Section 5.07. Operation. Committees may meet as necessary to accomplish the goals and objectives described in their charters. Any member of NBC, including BOG Members, shall be eligible to serve as a member of any standing committee, with the exception of the Executive Committee. The chairperson of each shall determine the date and place of all committee meetings.

ARTICLE VI MEETINGS

Section 6.01. Meetings. Robert's Rules of Order shall be followed.

Section 6.02. Annual Meetings. There shall be a meeting of the Membership held in December, at such date and time as shall be determined by the BOG. The President shall preside over the Annual Meeting. The purpose of the Annual Meeting shall be to report on the state of the Club, elect BOG members, approve the Club annual budget, and conduct any other business included in the notice of the meeting. All decisions made at the Annual Meeting must be approved by a majority of the members present.

Section 6.03. Annual Meeting Procedures. Notice of the Annual Meeting shall be sent to all members of NBC by electronic mail at least 30 days in advance of the meeting.

Section 6.04. Annual Meeting Quorum. The quorum required at the annual meeting shall be 7.5% of the Membership.

Section 6.05. Financial Decision-making. Financial transactions (i.e. the sale and/or purchase of club real estate, borrowing or lending of funds) not otherwise in the annual budget approved by the Membership that separately or in total exceed 10% of the Club's net assets as reported on the previous year's tax return require approval by a majority vote of Members at the Annual Meeting or a Special Meeting. This provision does not include boat and equipment purchases that shall be included in the annual budget process.

Section 6.06 Special Assessments. If ever needed, the Members may approve a Special Assessment to provide funding for unexpected or capital expenses. Such Special Assessment requires a 80% majority vote by the Members at the Annual Meeting or at a Special Meeting.

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Section 6.07. Special Meetings. Special Meetings of the Membership may be requested by the President or by petition of 5% of the Membership, in writing addressed to the President. Upon receiving such a request, within 30 days the President will set the date of such meeting and send notice of the meeting at least ten (10) days prior to the meeting.

Section 6.08. Special Meeting Procedures. Notice of a Special Meeting, and the purpose for such a meeting, must be given to all members by electronic mail at least ten (10) days prior to the meeting. All decisions made at Special Meetings must be approved by a majority of the members present.

Section 6.09. Special Meeting Quorum. The quorum required at a Special Meeting shall be at least 7.5% of the Membership.

Section 6.10. BOG Meetings. The BOG shall hold no less than six Meetings each calendar year at such place(s) and time(s) as the BOG shall determine.

Section 6.11. BOG Meetings Procedure. Notice of BOG Meetings will be sent to all members of NBC by electronic mail at least ten (10) days prior to the meeting. All decisions will be made by a majority vote of the BOG members present at a meeting.

Section 6.12. BOG Meetings Quorum. The quorum required for a BOG Meeting shall consist of at least one half of the number of BOG members.

Section 6.13. Minutes. Minutes of each Annual Meeting, Special Meeting, or BOG Meeting shall be recorded in writing and archived with the records of NBC. All Club records, minutes, and other documents are accessible to the Membership, whether online or in print.

Section 6.14. Voting Members. To be eligible to vote on any NBC matter, a member otherwise qualified to vote must be in good standing and must have been so for at least thirty days prior to any meeting where such voting is required.

Section 6.15. Waiver of Notice. Whenever any written notice is required under the provisions of applicable law, the Articles of Incorporation of NBC, the Articles of Association of NBC, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to receive this notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a Special Meeting, such waiver of notice shall specify the general nature of the business transacted. Attendance of a BOG Member at a meeting shall constitute a waiver of notice of the meeting unless the BOG Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.16. Action Without a Meeting. Any action required or deemed necessary, which is normally determined at a meeting of the BOG or other committee

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without the explicit concurrence of the Membership, may be acted upon without a meeting if a majority of the BOG or committee members agree in writing that the action is warranted. These decisions shall have the same force and effect as if the determination was made by a majority vote of the BOG or the committee. Records of these decisions shall be maintained as would be minutes of the BOG or committee meeting.

Section 6.17. Electronic Participation. Members may participate in any meeting of the Club using telephone, web or video conference platforms, or similar technology that offers all participants equal access to the content of the meeting. Members who attend meetings in this way will be considered present and all votes will be considered legally binding.

ARTICLE VII

ELECTIONS

Section 7.01. Nomination of Candidates. In advance of the Annual Meeting, described in Section 6.02, the Governance Committee chair shall appoint a chair of the Nominating Committee as a subcommittee of the Governance Committee. The Nominating Committee chair will identify the remaining members of the committee, subject to approval by the Governance Committee chair.

The Nominating Committee will solicit suggestions from the Membership of potential candidates to replace all BOG members whose terms are expiring as well as to fill any BOG vacancies. A suggestion should give the specific position recommended, which can be as an Officer, a Standing Committee Chair, or an At-Large Member.

The Nominating Committee will review these candidates and propose a slate of candidates for the “Officers and Chairs” positions and, separately, will create a list of all candidates that have been suggested for “Members-At-Large” positions.

The list of all nominees for positions on the BOG will be presented to the NBC Membership for review no later than 15 days before the date of the Annual Meeting.

Section 7.02. Election of Officers and Committee Chairs. The Officers and Chairs slate, in its entirety, is subject to a member vote at the Annual Meeting. A majority of the quorum present at the Annual Meeting must approve the slate. If the slate is not approved at the Annual Meeting, the President shall ask the Nominating Committee to create a new slate, which will be put to a vote of the members at a Special Meeting.

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Section 7.03. Election of At-Large Members. The candidates for the Members-At-Large positions are subject to a member vote at the Annual Meeting. Each member present at the Annual Meeting may vote for as many At-Large candidates as there are open At-Large positions, and the candidates with the highest numbers of votes will be elected.

Section 7.04. Election Cycles and Terms. Once the BOG is established following adoption of these Bylaws, one-third of the BOG members, including approximately one-third of the Officers and Standing Committee Chairs and one-third of the At-large members, will be elected every year. A BOG member's term begins upon their election and ends upon election of their replacement.

ARTICLE VIII

LIABILITY OF BOARD MEMBERS

Section 8.01. Limitation of Personal Liability. A BOG Member shall not be personally liable based solely on their conduct in the execution of the office or duty unless such conduct constituted malicious, willful, or wanton misconduct. Such limitation on liability does not apply to the responsibility or liability of a BOG Member pursuant to any federal, state or local law.

Section 8.02. Preservation of Rights. Any repeal or modification of this Article shall not adversely affect any right or protection that exists at the time of such repeal or modification, to which any BOG Member or former BOG Member may be entitled under this Article. The rights conferred by this Article shall continue to any person who has ceased to be a BOG Member and shall inure to their heirs.

ARTICLE IX

INDEMNIFICATION

Section 9.01. Indemnification. Unless the indemnification would jeopardize the tax-exempt status of NBC, NBC shall indemnify, to the fullest extent permitted by law, each BOG Member who was or is a party to or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of NBC), by reason of the fact that the BOG Member or Officer is or was an authorized representative of NBC.

Section 9.02. Limitations of Indemnification. Indemnification as described herein is limited to situations and circumstances in which a BOG Member or Officer acted in good faith and in a manner reasonably believed to be in, the best interest of NBC, with respect to any criminal proceeding, and had no reasonable cause to believe his or her conduct was unlawful.

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ARTICLE X
OPERATIONS AND FINANCIAL ADMINISTRATION

Section 10.01. Fiscal Year. The NBC fiscal year shall be January 1 to December 31.

Section 10.02. No Private or Political Beneficiaries. No part of the earnings or assets of NBC shall inure to the benefit of any private individual, aside from compensation of the NBC employees or contractors, and no part of the activities of NBC shall consist of lobbying and NBC shall not engage in any political campaign activities for or in opposition to any candidate for public office.

Section 10.03. No Violation of Purposes. In no event and under no circumstances shall the BOG make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever, the effect of which under applicable laws then in force will cause NBC to lose its status under Section 501(c)(3) as exempt from federal income tax.

Section 10.04. Contracts. The BOG may authorize any Officer or Officers to enter into any properly authorized contract or execute and deliver any instrument in the name of NBC. This authority may be general or confined to specific instances as determined by the BOG.

Section 10.05. Deposits and Accounts. All funds of NBC, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the BOG may select. For the purpose of deposit and for the purpose of collection for that account of NBC, checks, drafts and other orders of NBC may be endorsed, assigned, and delivered on behalf of NBC by any officer of NBC.

Section 10.06. Tax Records. NBC shall maintain at its principal office a copy of its application for exemption from federal income tax, all tax returns filed with the Internal Revenue Service ("IRS"). To the extent required by law, these and such other documents required by the IRS to be available for public inspection shall be made available during regular business hours to any Member or others requesting to see them.

Section 10.07. Annual Report. The Treasurer shall submit annually to the BOG a financial report containing those details required to be included under the provisions of law governing NBC, the Bylaws, or otherwise as required by the BOG.

Section 10.08. Books and Records. NBC will keep books and records of all accounts and will document and archive the minutes of all meetings of the BOG, its committees. NBC will keep at its principal office the original or a copy of its Bylaws, including amendments to date, certified by the Secretary of the BOG.

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Section 10.09. Financial Audit. If requested by majority vote of the BOG at a Bog Meeting or by the Membership at the Annual Meeting or a Special Meeting, NBC shall retain an independent certified public accountant to conduct an audit or review of NBC and to report on the financial condition and operation of NBC.

ARTICLE XI

DISSOLUTION

Section 11.1. Authorization. The dissolution of NBC shall be authorized only upon the advance affirmative vote of the BOG, provided that it is confirmed by a vote of the Membership at an Annual Meeting or a Special Meeting. In effectuating the dissolution, the BOG shall comply with dissolution procedures set forth in the Rhode Island Non-Profit Corporation Act.

Section 11.02. Distribution. Upon the dissolution of NBC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. In the event of any liquidation or dissolution of NBC, no Trustee or Officer shall be entitled to any distribution or division of NBC's property or the proceeds thereof, and upon such liquidation, the BOG, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of NBC to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c). Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of NBC is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c).

ARTICLE XII

GENERAL PROVISIONS

Section 12.01. Confidentiality. The BOG Members and Officers shall not willfully and knowingly disclose to any other person confidential information acquired by them in the course of and by reason of their official duties.

Section 12.02. Prohibited Activities. All activities undertaken by the Club, including promotion of the sport of rowing, rower education, and safety procedures must be consistent with the requirements of RI state law and abide by the rules and limitations of Section 501(c)(3). Any activities that do not abide by those rules are prohibited.

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Section 12.03. Severability. If any provision of these Bylaws is held to be unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

Section 12.04. Amendments to the Bylaws. These Bylaws may only be amended, added to or repealed by a two-thirds vote of the total number of members present at an Annual Meeting or Special Meeting, provided that said proposed amendment, addition or repeal shall have been submitted in writing, endorsed by at least 7.5% of the then total number of members of NBC.

Notice must be given all members at least 30 days by e-mail in advance of such a meeting, which notice shall include a copy of the existing Bylaws as well as the text of any proposed changes thereto.

President, _____.
Print Name:
Date: