

INDIANAPOLIS ROWING CENTER CODE OF BY-LAWS



Last Amended: April 2026
Code of By-Laws
Of
Indianapolis Rowing Center, Inc.



TABLE OF CONTENTS

Page

ARTICLE 1. IDENTIFICATION AND PURPOSE 1

Section 1.01. Name 1 Section 1.02. Principal Office and Resident Agent 1 Section 1.03. Mission Statement 2

ARTICLE 2. BOARD OF DIRECTORS 2

Section 2.01. Functions 2 Section 2.02. Eligibility 2 Section 2.03. Number 2 Section 2.04. Election 3 Section 2.05. Term 3 Section 2.06. Vacancies 3 Section 2.07. Resignation 3 Section 2.08. Removal 3 Section 2.09. Meetings 3 Section 2.10. Notice of Meetings 4 Section 2.11. Quorum 4 Section 2.12. Committees 4 Section 2.13. Powers 5 Section 2.14. Action Without Meeting 5

ARTICLE 3. THE OFFICERS OF THE CORPORATION 5

Section 3.01. Officers and Agents 5 Section 3.02. Election, Term of Office and Qualifications 5 Section 3.03. Vacancies 6 Section 3.04. President 6 Section 3.05. Vice President 6

Section 3.06. Secretary 6 Section 3.07. Treasurer 6 Section 3.08. Removal 7 Section 3.09. Resignations 7

ARTICLE 4. EXECUTIVE DIRECTOR 7 ARTICLE 5. LOANS TO OFFICERS AND DIRECTORS 7

ARTICLE 6. CORPORATE BOOKS 8 ARTICLE 7. FINANCIAL AFFAIRS 8

Section 7.01. Contracts 8 Section 7.02. Checks, etc. 8 Section 7.03. Investments 8 Section 7.04. Fiscal Year 8

ARTICLE 8. PROHIBITED ACTIVITIES 9 ARTICLE 9. AMENDMENTS 9

Code of By-Laws
Of
Indianapolis Rowing Center, Inc.



ARTICLE 1.

IDENTIFICATION AND PURPOSE

[Section 1.01. Name.](#)

The name of the Corporation is INDIANAPOLIS ROWING CENTER, INC. (hereinafter referred to as the "Corporation").

[Section 1.02. Principal Office and Resident Agent.](#)

The principal office of the Corporation is:

Indianapolis Rowing Center
7840 W 56th St, Indianapolis, IN 46254

The mailing address of its Resident Agent is:

Indianapolis Rowing Center
Attn: Board President: 7840 W 56th St, Indianapolis, IN 46254

1

[Section 1.03. Mission Statement.](#)

The mission of the Corporation shall be as follows:

The Indianapolis Rowing Center provides access to rowing for youth and adults that encourages physical fitness, personal growth, teamwork, and a strong sense of community.

ARTICLE 2.

BOARD OF DIRECTORS

[Section 2.01. Functions.](#)

The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

[Section 2.02. Eligibility.](#)

A person who is not a member of the Corporation may be elected as a Director. At any time, no more than fifty percent (50%) may be non-members of the Corporation. Membership status at the time of election establishes status for entirety of the term. The retiring President (Past President) may be a non-voting member of the Board for one year after the end of his or her term as President, for the benefit of continuity of leadership for the Board. However, on the designation of the Board, any former Director may serve as set forth in Section 2.12 as a member of a Board Committee for such period as the Board may designate. At any time, no more than two (2) immediate family members may serve as Directors. All Board Members must submit and pass a background check, be SafeSport Certified, and have a USRowing Membership.

[Section 2.03. Number.](#)

There shall be no less than seven (7) Directors and up to fourteen (14) Directors of the Corporation. The number can be increased by resolution and shall be signed by fifty-one percent (51%) of the Board of Directors entitled to vote. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Board of Directors. Except as otherwise provided in the Code of By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

2

[Section 2.04. Election.](#)

The Board of Directors shall at regularly scheduled meetings elect the Directors eligible in accordance with Section 2.02 for the terms provided in Section 2.04 and in accordance with procedures established by the Board of Directors. The Junior Team and Masters can each nominate one representative who shall, upon being confirmed by the Board, be non-voting Directors for the term of two years.

[Section 2.05. Term.](#)

Each member of the Board of Directors shall serve for a term of three (3) years. The number of terms a person may serve as a Director is 2 consecutive terms. A Director may come back onto the board, if elected, for a new term after sitting off for a period

of at least a year following their 2-term service. A Director elected in the first six months of the calendar year shall have his or her term commence on the next July 1. Directors elected in the last six months of the calendar year shall have his or her term commence on the following January 1. Each elected Director shall be eligible to participate at and vote at meetings of the Board in the period between election and the beginning of his or her term.

[Section 2.06. Vacancies.](#)

Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. A Director elected to fill a vacancy shall hold office for a full three-year term.

[Section 2.07. Resignation.](#)

Any Director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

[Section 2.08. Removal.](#)

Any Director may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, through a vote of two-thirds (2/3) of all the members of the Board of Directors then serving.

[Section 2.09. Meetings.](#)

The election of Officers and the appointment of new Board members may be held at any meeting (in person or electronically, including web-hosting and email votes) of

3

the Board of Directors specifically called in the manner set forth herein. There shall be at least six regular meetings of the Board each calendar year at times and places adopted by resolution of the Board. Special Meetings of the Board of Directors shall be called by the President, and shall be called by order thereof upon the written request of not less than one-third (1/3) of the membership of the Board of Directors, which request shall set forth the business to be conducted at such meeting.

[Section 2.10. Notice of Meetings.](#)

Notice of all meetings of the Board of Directors shall be given by emailing at least three (3) days before the meeting to the usual email address of the Director as shown upon the records of the Corporation.

[Section 2.11. Quorum.](#)

A quorum of the Board of Directors at any scheduled or special meeting of the Board of Directors shall be one-half (1/2) of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than three (3) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be an act of the Board of Directors.

[Section 2.12. Committees.](#)

The Board of Directors, by resolution adopted by a majority of the Board, may designate an executive committee consisting of three (3) or more Directors, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. When it is impractical for the Board to meet and act, and decisions must be made before the next board meeting, the executive committee may exercise the Board's powers but minutes shall be kept of all action taken and immediately provided to other members of the Board. Such committee shall make recommendations to the Board for action at their Board meetings. The Board may create such other committees as it deems necessary to pursue specific areas of the Board's business and to make recommendations to the Board for action at Board meetings. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Former Directors and others who are not Board members may serve on one or more of such committees but shall neither be a chair of the committee nor have the right to vote with respect to the committee's business. However, the committee may authorize a former Director or other non-Board member to act on its behalf with respect to specific matters.

4

[Section 2.13. Powers.](#)

All the corporate powers, except as otherwise provided herein or by law, shall be vested in and shall be exercised by the Board of Directors.

[Section 2.14. Action Without Meeting.](#)

When action is desired to be taken on a recommendation of a committee before the next scheduled meeting of the board, the committee, with approval of the President or a Vice-President, may e-mail or otherwise transmit the recommendation to all members of the board and request each member to reply within a specified time as to whether he or she is in favor of or opposed to the recommendation. The recommendation shall be deemed adopted if a majority of all board members respond in the affirmative. The votes shall be delivered to the Secretary immediately after the reply date and kept until the next regular meeting at which time the vote shall be recorded in the numbers.

ARTICLE 3.

THE OFFICERS OF THE CORPORATION

Section 3.01. Officers and Agents.

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as the Board of Directors may, by resolution, designate from time to time. No person shall hold or perform the duties of two offices at the same time. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such Officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that Officers and agents shall be compensated only for actual services performed on behalf of the Corporation.

Section 3.02. Election, Term of Office and Qualifications.

All Officers shall be chosen by the Board of Directors at a meeting of the Board of Directors. Each Officer shall serve for a term of two (2) years. The term of one Vice President shall be staggered with that of the President so that each term will not depart from the Board at the same time. No Officer of the Corporation may serve more than two (2) consecutive terms. No person may hold more than one office of the Corporation at any time. At any time, no more than two (2) immediate family members may hold

5

Offices of the Corporation.

Section 3.03. Vacancies.

In the event an office of the Corporation becomes vacant by death, resignation, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office until his or her successor is elected and qualified or until the next annual meeting of the Board of Directors. Vacancies may only be filled by individuals eligible to hold Offices of the Corporation as provided in Section 3.02.

Section 3.04. President.

The President shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the conduct of the ordinary business of the Corporation; and shall do and perform such other duties as the Code of By-Laws provides or as may be assigned to the President by the Board of Directors.

[Section 3.05. Vice President.](#)

Any Vice President may perform all duties incumbent upon the President and shall perform such other duties as the Code of By-Laws may require or as may be assigned to him by the President or the Board of Directors.

[Section 3.06. Secretary.](#)

The Secretary shall have the custody and care of the corporate records and the minute books of the Corporation. He or she shall attend all the meetings of the Board of Directors and members of the Corporation, and shall keep, a true and complete digital record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. He or she shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors.

[Section 3.07. Treasurer.](#)

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He or she shall be the legal custodian of all monies, notes, securities, and other valuables which may, from time to time, come into possession of the Corporation. He or she shall immediately deposit all

6

funds of the Corporation in a reliable bank or other depository as may be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. He or she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors.

[Section 3.08. Removal.](#)

Any Officer may be removed, with or without cause, from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting of the Board of Directors called for that purpose.

[Section 3.09. Resignations.](#)

Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President or the Secretary of the Corporation. The acceptance of

a resignation shall not be necessary to make it effective.

ARTICLE 4.

EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Operating Officer and shall direct the day-to-day operations of the Corporation under the direction of the President and the Board. He or she shall not be a Director of the Corporation.

ARTICLE 5.

LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not make any advancement for services to be performed in the future, nor shall it make any loan of money or property to any Officer or Director of the Corporation.

7

ARTICLE 6.

CORPORATE BOOKS

Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Corporation, or by the Code of By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time by resolution determine.

ARTICLE 7.

FINANCIAL AFFAIRS

[Section 7.01. Contracts.](#)

The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation,

and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power of authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable peculiarly for any purpose or to any amount.

[Section 7.02. Checks, etc.](#)

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board of Directors or required by law, be signed by either the President or Treasurer. The Board of Directors may, however, designate the Executive Director or other employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money on its behalf.

[Section 7.03. Investments.](#)

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

[Section 7.04. Fiscal Year.](#)

The fiscal year of the Corporation shall begin on the first day of January and end

8

on the last day of December each year.

ARTICLE 8.

PROHIBITED ACTIVITIES

Notwithstanding any other provision of the Code of By-Laws, no member, Director, Officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 9.

AMENDMENTS

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds

(2/3) majority of the members present at any meeting of the Board of Directors, provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

Amended 10.30.2024