

**By-Laws of Navesink River Rowing, A NON-PROFIT
CORPORATION**

Article I. Name, Purpose, Duration and Principal Office

The name of this corporation is NAVESINK RIVER ROWING, A NON-PROFIT CORPORATION. Duration and principal office shall be set forth in the Corporation's Certificate of Incorporation.

Article II. Corporate Seal

The corporate seal shall be that shown by the impression hereon. It may be used by causing it or a facsimile thereof to be impressed, affixed or attached in any other suitable manner.

Article III. Membership

Membership in the corporation is open to all persons eighteen years old or older who are interested in furthering the purposes of Navesink River Rowing. To qualify as a member, a person must pay the annual membership dues, complete all applicable forms and releases, and adhere to the rules of the corporation. Annual memberships shall begin on the first day of May of each year and expire on the last day of April of the following year.

Article IV. Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members of the corporation shall be held at the principal office of the Corporation or elsewhere, as specified in the notice of call of such meeting on the first Monday in March each year, at an hour fixed in the notice of call thereof, for the purpose of transacting any business authorized or required to be transacted. In the event the first Monday in March shall be a legal holiday, or if the board should determine that circumstances make another meeting date advisable, then the meeting shall be held on another date in March as set by the board.

Section 2. Special meetings. Special meetings of the members may be called by the President and Secretary jointly, the Board of Directors, or by any group of members of the Corporation which shall constitute two tenths of the total members of the corporation.

Section 3. Notice of Regular or Special Meeting. Notice of the annual, and of all special meetings, or any other meeting of the members shall be given to each member at least five (5) days before the date of any such meeting. Notice of any meeting may be given in writing, or in person or by telephone, electronic mail or other electronic means.

Section 4. Quorum. At any meeting of the members of the Corporation, a majority of such members being present either in person, or members not present who have completed a proxy statement, shall constitute a quorum for all persons, except when otherwise provided by law, the Corporation's Certificate of Incorporation or these by-laws. If a sufficient number of members are not present to constitute a quorum, the members present may, from time to time, adjourn the meeting until a quorum is obtained.

Section 5. Voting. Each member shall have one vote at any meeting of the Corporation's members and such vote may be cast either in person or by proxy.

Article V. Board of Directors

Section 1. Membership and Election. At the organizational meeting of the incorporators and at each annual meeting of the members of the Corporation thereafter, there shall be elected a Board of Directors composed of not fewer than four (4) persons who shall hold office until their successors shall be elected and qualified or until they be sooner removed as provided in Section 6 of Article IV of these by-laws. It shall not be necessary for a person to be either a member of the corporation or a resident of the State of New Jersey to be eligible for election to the Board of Directors. Unless any person so elected shall, within ten (10) days after notice of his or her election, signify his or her refusal to act as a Director of the Corporation, he shall be presumed to have accepted his election as Director. The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors. Any person becoming a member of the Board of Directors shall also be a member of the Corporation.

Section 2. 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 may be called by the President, Vice President, or any group of members of the Board comprising at least half of the total, at any time.

Section 3. Notice of meetings. Notice of regular or special meetings of the Board of Directors may be given verbally, by telephone, by written notice, or by electronic mail or other electronic means, provided sufficient time is given each Director to attend such meeting; provided, however, that any meeting may be held upon five (5) days' notice in any event.

Section 4. Quorum. One-third of the total number of Directors shall be a quorum for the transaction of business and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or these by-laws.

Section 5. Compensation. No member of the Board of Directors shall receive any compensation for his services as a Director. No officer, agent or employee of the corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 6. Vacancies in the Board. The members of the Corporation at any meeting, either general or special, may remove any director with or without cause and fill the vacancy thereby created and such person selected to fill said vacancy shall hold office until his or her successors shall be elected and qualified or until he or she be sooner removed as herein provided. Any vacancy in the Board of Directors, due to resignation, death or other disqualification, shall be filled by the members of the corporation subject to the same terms and conditions set forth above regarding removal.

Article VI. 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 member may know and be advised fully from time to time concerning receipts and disbursements of the Corporation.

Article VII. 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. The President, the Vice-President, the Secretary and the Treasurer shall be elected from the Board of Directors. It shall not be necessary for other administrative officers, if prescribed for as aforesaid, to be members of the Board of directors. All officers shall serve a term of one year, unless sooner relieved by the Board of Directors.

Article VIII. The President and Vice-President

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. The President or such Vice-President:

1. Shall preside over all meetings of the members of the Corporation and Directors.
2. Shall 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 and shall discharge generally such other duties as may be required by these by-laws or by the Board.

Article IX. Secretary

It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the meetings of the Board of Directors and of the members.

2. To keep the corporate seal and to affix the same to all papers requiring a seal.
3. To discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

Article X. Treasurer

It shall be the duty of the Treasurer:

1. To receive and deposit all funds of the Corporation and account for all receipts, disbursements, and balance on hand.
2. To furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require.
3. To discharge such other duties as pertain to his office or by prescribed by the Board of Directors.

Article XI. Bank Deposits and Execution of Checks

The funds of the Corporation shall be deposited in such bank or banks as the Treasurer 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 XII. Amendments

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a majority of the Directors present and voting, shall vote in favor of such alteration or amendment.