



AMENDED AND RESTATED BY-LAWS

I: MEMBERSHIP

1.1. Membership. Membership in the University Barge Club (the "Club") shall include all classes of Active Members, Non-Resident Members , Honorary Life Members and other such classes or categories of membership as the Executive Committee shall from time to time approve.

1.2. Full Membership

(a) Full membership shall be limited to Active Members (all classes) and the number of such members shall be limited to such number as shall be established by the Executive Committee, said limitation to be based upon such factors as the Executive Committee in its sole discretion considers appropriate to enhancing the promotion of the sport of amateur rowing and the overall well being, financial and otherwise, of the Club.

(b) Full membership privileges shall include use of the Club's equipment and facilities subject to such rules and regulations as may be established or approved by the Executive Committee, the right to attend and cast a vote at meetings of the membership (which vote shall be cast in person and not by proxy), eligibility for election to any of the elected Club offices, and eligibility for appointment to any non-elective office.

(c) Active membership shall include the following classes:

(i) Junior Active Members. Members who have not attained the age of 23 years.

(ii) Rowing Active Members. Members who have attained the age of 23 but not the age of 30 years.

(iii) Active Members. Members who have attained the age of 30 years.

1.3. Family Membership. Family Membership shall include the members of an Active Member's family (including those of same sex couples) who desire to row but not be Active Members, and who shall not have a vote, nor be eligible for elective or appointive office. Any child of an Active Member's family who is 21 or older shall cease to be eligible for Family Membership.

1.4. Associate Membership. Associate Membership may be granted to Scholastic and Collegiate Rowers under the following circumstances:

(a) *Level 1:* Scholastic rowers who matriculate at a Club tenant school, participate in its formal coached rowing program and abide by its athletic code of conduct. The coach has full authority and responsibility for Associate Members' conduct and will provide a list of rowers participating in the program to the Club Secretary by the start of the fall rowing season, updating as needed. Associate Members may use program-designated equipment, including Club equipment approved by the coach and the Coxswains Committee/designee. Associate Members are invited to club events as agreed by the coach and Lilacs Warden. Associate Members do not pay an initiation fee, do not have voting rights or the ability to hold office or access the club independently. Associate Members cannot use equipment or be onsite at the club without the coach or coach-designee present.

(b) *Level 2:* Scholastic and Collegiate rowers who participate in a Club-sponsored and coached rowing program for a period of no longer than 3 months. Club access and equipment use is available during non-peak hours as specified by the Coxswains Committee/designee. Such Associate Members may compete under the Club name. The coach has full authority and responsibility for Associate Members and must be onsite at the club or on water at all times when an Associate Member is present. Associate Members may not vote, hold office or possess a key fob.

1.5. Non-Resident Membership. Non-Resident Membership shall be determined consistent with criteria established by the Elective Committee and approved by the Executive Committee. Non-Resident Members shall enjoy all privilege of membership except that Non-Resident Members shall not have the right to vote, stand for election, or be appointed to any Club office. Non-Resident Members shall enjoy other membership privileges, including rowing privileges, under and subject to such rules and regulations as may from time to time be approved by the Executive Committee.

1.6. Lilacs Membership. Lilacs Membership may be extended to such persons as support the purposes of the Club, but where the primary involvement of such person is expected to be other than rowing, though it may include coxing. The number of Lilacs Members shall be limited to fifty. Lilacs Members shall not have the right to cast a vote or stand for election to any elected Club office, though they shall be eligible to fill appointed offices. Lilacs Members shall enjoy other membership privileges, including rowing privileges, under and subject to such rules and regulations as may from time to time be approved by the Executive Committee.

1.7. Honorary Life Membership. Any member who is or who has been an Active, Non-Resident or Lilacs member may be accorded Honorary Life membership, where unanimously approved by the Executive Committee. Such member shall not be required to pay any annual dues and shall not be eligible to stand for election to any elected Club office.

1.8. Membership Decisions. Membership decisions shall be based upon such criteria as shall be approved by the Executive Committee and shall include but not be limited to

matters relating to rowing experience, competitive experience, family relationship with the Club, expected rowing frequency and competence, interest in Club activities, and the like. Membership decisions shall not be made on the basis of race, religion, sex, sexual orientation, or national origin.

II: GOVERNANCE

2.1. Policy Decisions. Overall supervisory responsibility for establishing and implementing basic policy decisions shall be within the jurisdiction of the Executive Committee, acting by majority vote of the Executive Committee members (see 2.2. below) present at a meeting. Meetings shall take place at least quarterly, and more frequently on the call of the President or two Officers. A quorum shall be a majority of the Executive Committee members with at least two Officers present. More specifically, the Executive Committee shall have the following duties:

- (a) To preserve and maintain all property of the Club.
- (b) To make all appropriations and approve all disbursements of the Treasurer thereunder for the current obligations.
- (c) To hire, discharge and designate the duties of all employees.
- (d) To purchase current equipment and supplies.
- (e) To contract for and supervise the acquisition of any property for the capital account including alterations to the interior of the Club building, furniture, boats and like items.
- (f) To establish, approve, alter, and abolish rules and regulations governing the conduct and activities of the Club not inconsistent with the Charter and these By-Laws.
- (g) To delegate authority to the Standing Committees set forth in Section VI.
- (h) To borrow money, contract indebtedness, and incur obligations, provided, however, such authority shall not apply if the amounts involved are in excess of the larger of funds on hand or income accruing during the term of their appointment without the approval of the membership.

2.2. Executive Committee Membership. Membership on the Executive Committee shall consist of the elected officers of the Club, the Coxswain, the Chairman of each Standing Committee, and those former Presidents of the Club who make an affirmative choice to serve on the Executive Committee by notifying the President at the start of each Club year that they desire to serve on the Executive Committee. The President of the Club shall serve as the Chairman of the Executive Committee.

III: CLUB OFFICERS

3.1. President. It shall be the duty of the President to see that the several officers of the Club, the Executive Committee, the Elective Committee, and all Standing or Special Committees are discharging their duties in accordance with these By-Laws or for the purpose of their appointment and that proper reports are prepared for the submission to the members at stated or special meetings of the Club.

The President shall have power to appoint members to any vacancy that may occur in office or said committees during the term of his office in accordance with the provisions of these By-Laws in such case. He shall have power to call a special meeting of the Club at his own discretion.

The President shall have the power to appoint, with the approval of the Executive Committee, the Coxswain, Lilacs Warden, Assistant Secretary, Assistant Treasurer, Chairmen of the Standing Committees not otherwise elected or appointed, and such other appointive positions as may be created or approved by the Executive Committee.

Further, the President shall be regarded as the Chief Operating Officer of the Club and shall have the authority to represent and bind the Club in all routine dealings with third parties.

The President shall also appoint a member as delegate to such organizations as he, with the approval of the Executive Committee, deems appropriate, and such delegates shall represent the Club at the meeting of such organizations. The delegates shall report to the President and Executive Committee all pertinent matters brought up and decided upon at relevant meetings.

3.2. Vice President. It shall be the duty of the Vice-President to exercise all the functions of the office of President in case of any vacancy in that office or during the absence of its incumbent. He shall be ex-officio a member of all Standing Committees and Chairman of the Long-Range Planning Committee. He shall also have such continuing authorities and duties as may be specifically delegated by the President or the Executive Committee.

3.3. Secretary. It shall be the duty of the Secretary:

- (a) To record the attendance and proceedings of all meetings of the Club.
- (b) To keep complete records of the members of the Club.
- (c) To send newly-elected members printed copies of the By-Laws of the Club, the Club lists of members and officers, and a copy of the current Rule on Use of Equipment.

(d) To notify the membership of meetings to be held, including meetings of the Executive Committee.

(e) To take charge of and preserve all the records and data of interest to the Club.

(f) To make whatever notices and communications may be required by order of the Club or the President, including posting minutes of all meetings within a reasonable period of their approval.

(g) The Secretary shall attend all business meetings of the Executive Committee and shall record the minutes thereof, and shall post the minutes within a reasonable period of their approval. He shall also attend informal meetings at the request of the President or Committee Chairman for like purpose.

3.4. Treasurer. It shall be the duty of the Treasurer:

(a) To take charge of all funds belonging to the Club.

(b) To send notices of and to collect and receive all dues, assessments, fines, or other moneys owing to the Club.

(c) To notify the President of all changes from one category or class of membership to another, of all resignations and deaths of members, and of fines inflicted and assessments ordered.

(d) To make all necessary disbursements ordered and approved by the Executive Committee or upon order of the Club. To make disbursements on all recurring items and nonrecurring items which have been approved by the Executive Committee.

(e) To serve as the Club's Chief Financial Officer.

(f) To make a financial report at every stated meeting.

(g) To present the annual budget for the Club to the Annual Meeting.

(h) To give notice to at least all the Active Members of any exceptional expense not included in the annual budget prior to such an expense being incurred.

3.5. Coxswain. It shall be the duty of the Coxswain, in addition to any other rules regarding him as may be established in accordance with these By-Laws:

(a) To take command of the boats of the Club when ordered out by the Commanding Officer of the Schuylkill Navy (if, at any time, the Club belongs to that organization) or upon any other occasion which he may deem necessary and to form crews for these occasions.

(b) To make entries in open regattas at his discretion and to accept or decline challenges to special races from Universities, Clubs, or Government Institutions with the approval of the Executive Committee, as expressed at a stated meeting. When, in his opinion, a decision of the Club cannot be secured with sufficient promptness, he may accept or decline such challenges with the unanimous consent of the officers of the Club which need not be in writing.

(c) In case of his inability to attend to any of the said duties, to notify the Assistant Coxswain to attend to them, or in case of such inability on the part of the Assistant Coxswain, to procure some Active Member of the Club to act for him.

It shall be the duty of the Assistant Coxswain to exercise all functions of the office of Coxswain during the absence of that officer.

3.6. Lilacs Warden. It shall be the duty of the Lilacs Warden and his Assistant to perform the following:

(a) To take charge of all dances, dinners, and other social affairs of the Club.

(b) To assist members in arranging for the use of the Lilacs Room for private social affairs in accordance with and subject to the rules and regulations of the Executive Committee.

3.7. Executive Committee. In addition to the foregoing, the Executive Committee may designate such assistants or other officers and may delegate to such assistant or other officers such authorities and duties and for such term as the Executive Committee shall deem appropriate.

IV: ELECTION OF OFFICERS

4.1. Nominations. Nominations of candidates for the elective offices (the President, Vice President, Secretary, Treasurer) of the Club and the Elective Committee shall be made by a special committee appointed for the purpose by the President. Nomination of any candidate may also be effected by petition signed by three members of the Active Roll of the Club.

4.2. Annual Election of Officers. The annual election of officers shall take place at the Annual Meeting of the Membership.

4.3. Elections. There shall be a reasonable interval between the nomination of candidates and their election, and, at the election, no ballot shall be counted except for candidates who have been nominated as herein before provided.

4.4. Vacancies. The President shall have power to fill all vacancies by appointment until the election at the next Annual Meeting.

4.5. Annual Meeting. Elections of officers shall be determined by majority vote at the Annual Meeting, and the officers elected shall enter upon their duties immediately

after the meeting at which they have been elected, and they shall hold their offices for the term of one year from the date of the annual election or until the election or appointment of their successors; provided, however, that no member shall hold the same elected officership for more than four (4) consecutive years.

V: THE ELECTIVE COMMITTEE

5.1. Elective Committee. There shall be elected at the Annual Meeting of the membership a committee of not less than four Active Members to be known as the Elective Committee.

5.2. Chairman. A Chairman will be appointed at the Annual Meeting by the President. It shall be his duty to receive all applications for membership and, in collaboration with his other three members, decide to approve or reject such applications within ninety (90) days of receipt thereof.

5.3. Classes of Membership. The Committee shall adopt such rules and criteria for election to all classes of membership as they see fit, not conflicting with the Charter or the Bylaws of the Club and subject to approval of the Executive Committee.

VI: COMMITTEES

6.1. Standing Committees. In addition to the Elective Committee, the Finance, Lilacs, and House Committees shall be Standing Committees of the Board. The Finance Committee will assist the Treasurer develop annual and long term budgets, the Lilacs Committee will assist the Lilacs Warden, and the House Committee shall be concerned with the upkeep and maintenance of the interior of the Boathouse.

6.2. Special Committees. Special committees may be appointed by the President for any purpose designated by any resolution adopted by the Active Members in a meeting of the Club or by the Executive Committee .

VII: DUES AND ASSESSMENTS

7.1. Initiation Fee. Each person elected to membership (other than Honorary) shall pay to the Treasurer of the Club an initiation fee equal three year's dues payable over the first three years of membership plus annual dues in an amount that shall reflect the number of months then remaining in the fiscal year of admission.

7.2. Annual Dues. All members (other than Honorary) shall pay annual dues which shall be paid within thirty (30) days after billing. The amount of the dues shall be determined by membership classification consistent with a schedule of dues established by or approved by the Executive Committee. Said schedule shall be reviewed annually, and, upon approval of the Executive Committee, shall be distributed to the membership of the Club. Any schedule of dues approved by the Executive Committee shall remain in effect for the full fiscal year.

7.3. Assessments. Assessments upon the Membership shall only be made upon recommendation of the Executive Committee and approval by the membership at an Annual or Special Meeting of Members. Any assessments made shall be in such amounts and apply to such membership classification as shall be approved by the membership.

7.4. Delinquent Dues. In the event that any member remains delinquent in paying any dues billed for sixty (60) days, said member's name shall be posted on a Club bulletin board as a delinquent member, and during such delinquency, the said member's membership privileges shall be suspended. If at the end of ninety (90) days the member continues to be delinquent, membership privileges shall be revoked and canceled forthwith, absent a decision by the Executive Committee to proceed otherwise. The Treasurer shall notify any delinquent member of the foregoing by calling attention to this section of the Club's By-Laws.

7.5. Special Assessments. The foregoing provisions of Section 4 of this Article shall also apply in the case of any special assessments or in the case of any indebtedness to the Club in an amount in excess of \$500.

7.6. Reinstatement. Any member who has been expelled pursuant to the provisions of this Article may be reinstated after payment of all amounts due and with the permission of the Executive Committee.

7.7. Hardship. The Executive Committee shall have the authority, in its discretion, fully or partially to waive any of the foregoing Sections of this Article for a period of one (1) year where satisfied that enforcement would impose a hardship.

VIII: MEETINGS

8.1. Quorum. Ten active members of the Club shall constitute a quorum at any meeting of the membership for the transaction of business, and no representation or voting by proxy shall be allowed.

8.2. Elected Officers. The quorum must also contain at least two of the elected club officers, i.e., President, Vice-President Secretary, Treasurer

8.3. Annual Meeting. There shall be at least one (1) Annual Meeting of the Membership which shall be at such time and place as may be specified by the Executive Committee.

8.4. Special Meetings. Special meetings of the Club may be called by the President, by the Executive Committee, or at the request of ten (10) active members acting collectively.

8.5. Order of Business. The order of business at the Annual Meeting shall be as follows:

1. Reading of the minutes of the previous meeting.
2. Reports of officers.

3. Reports of committees.
4. Election and appointment of officers.
5. General business.
6. Adjournment.

8.6. Presiding Officer. The presiding officer at any meeting of the Club shall have no vote thereat, except in balloting for the election of officers, the expulsion of a member, or in case of a tie vote.

8.7. Order of Business. The order of business declared in Section 5 of this Article may be suspended for the time being by a two-thirds vote of the Active members present at any Annual Meeting. The order of business at any Special Meeting shall be as set forth in the Notice of Meeting.

8.8. Manual of Rules of Order. All questions of parliamentary law not provided for in the Charter or By-Laws shall be decided according to Robert's Pocket Manual of Rules of Order.

IX: BOATS AND THE BOATHOUSE

9.1. Rules. Rules on use of Boats, equipment, and the Boathouse shall be established by or approved by the Executive Committee. All such rules, and any amendments thereto, shall be posted in the Boathouse and mailed to all members.

9.2. Special Committees. The Executive Committee may establish one or more special committees to develop, monitor, and/or enforce such rules as have been approved and posted.

X: GUESTS

10.1. Member Responsibility. Members shall be responsible for the conduct of their guests and for any damage to the Club and equipment caused by their guests.

10.2. Guests. Members should accompany their guests whenever Club boats are used. This also applies to a proposer and his new member on his initial visit to the Boathouse and his first row on the river. Either the proposer or another member with rowing privileges should accompany all new members on the river until the new member has logged fifty (50) miles.

XI: ALTERATIONS OF BY-LAWS

11.1. Proposed Alterations. Proposed alterations of these By-Laws or additions thereto shall be presented in writing either (a) at any meeting of the membership of the Club or (b) at any meeting of the Executive Committee, and thereafter at a subsequent meeting of the membership. Adoption requires a two-thirds vote of the members present at the subsequent meeting.

11.2. Notice of Meetings. Adequate notice shall be given of such meetings, stating the nature of the alteration and setting forth the text of any proposed revision.

11.3. Amendments. Amendments or additions may be adopted at a meeting without further notification provided that such alterations are germane to such revisions as are the subject of notification sent.

XII: EXPULSION AND RESIGNATIONS

12.1. Indebtedness. Members indebted to the Club may not resign nor be permitted to change their class of membership until their indebtedness is discharged.

12.2. Expulsion. Any member of the Club may be expelled by a two-thirds vote in secret ballot of the Active members at a meeting called for this purpose. Such a meeting shall be called upon the written demand by three Active members, and the notice of such a meeting and the charges thereof shall be served personally on such a member so accused, this to be 30 days before such a meeting.

12.3. Violations. Any member may be expelled for serious or continuing violations of any of the rules, procedures, or By-Laws of the Club upon presentation to and determination by the Executive Committee.

XIII: COLORS AND UNIFORMS

13.1. Regatta Uniforms. The rowing uniform for regattas shall be determined by the Coxswain, using the colors of blue and white.

XIV: INDEMNIFICATION AND INSURANCE

14.1. Right to Indemnification.

The Club shall indemnify any current or former Officer, employee or agent of the Club engaged in the Club's corporate business through Committee service or as approved by the Executive Committee (hereinafter collectively "Representative") for expenses and costs actually and necessarily incurred in connection with the defense or settlement of any threatened, pending, or final action, suit or proceeding to which he is made party by reason of his being or having been such Representative, except in relation to matters as to which he shall be finally adjudged to be liable of willful misconduct amounting to bad faith or upon the receipt of an improper personal benefit. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Certificate of Incorporation, these Bylaws or any agreement, vote of the Executive Committee, insurance purchased by the Club or otherwise, and shall inure to the benefit of his or her heirs, executors, and administrators. In addition, any Representative shall have such indemnification as is permitted by the applicable provisions of the Pennsylvania Nonprofit Corporation Act. The right to indemnification conferred in this Section shall include the right to be paid by the Club the expenses incurred in any such

proceeding in advance of its final disposition; provided, however., that the payment of such expenses incurred by a Representative of the Club in advance of the final disposition of a proceeding shall be made only upon delivery to the Club of an undertaking by or on behalf of such Representative to repay all amounts so advanced if it shall ultimately be determined that such Representative is not entitled to be indemnified under this Section or otherwise.

14.2. Denial of Right to Indemnification. Indemnification under Section 14.1 above shall be made by the Club unless a determination is reasonably and promptly made that indemnification of a Representative is not proper in the circumstances because of grounds for denying indemnification under this Section or under applicable law. Such determination may be made only (i) by the Executive Committee by a majority vote of a quorum consisting of persons who were not parties to such proceeding (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

14.3. Insurance. The Club may maintain insurance, at its expense, to protect itself and any Representative against any expense, liability, or loss, whether or not the Club would have the power to indemnify such person against such expense, liability, or loss under the laws of the Commonwealth of Pennsylvania.

XV: INTERPRETATION

15.1. Gender. In these By-Laws, reference to the male gender shall be construed to apply equally to the female.

Adopted: June 22, 2009 at a Special Meeting of the Club.

As amended: October 1, 2019 at a Special Meeting of the Club.

Jonathan M. Kopcsik, Secretary