

TEAM RIVER RUNNER, INCORPORATED

BYLAWS

ARTICLE I - Offices

The principal office of the Corporation shall be located as determined from time to time by the Board of Directors or as the affairs of the Corporation may require.

ARTICLE II - Purpose

The primary purpose of this organization shall be to help members of the United States Armed Forces and members of their families find health and healing through white water boating and other related activities. The goal is to produce psychological, physiological, and therapeutic benefits for the participants.

In furtherance of such purpose, the Corporation shall have the right to perform such activities as are set forth in the Articles of Incorporation and permitted by the laws of the state of Maryland concerning the business of this Corporation.

Notwithstanding any other purpose set forth herein, the Corporation is organized solely and exclusively for charitable, educational and beneficial purposes and the Corporation shall not carry on any activity not permitted to be carried on by:

1. A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as revised (or corresponding provision of any future United States Internal Revenue law);
2. A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 as revised (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - Members

Section 1. Number, Classes, Sub-Classes and Limitations.

There shall be four classes of membership in this corporation, which shall consist of:

- A. Individual Members
- B. Board Members
- C. Leadership Council Members
- D. Donors

Individual Members consist of those served by TRR (Members of the U.S. Armed Forces and their families) and Team River Runner volunteers who contribute their time and in-kind services to TRR.

Board Members and Leadership Council Members are appointed or elected by the Board of Directors of the Corporation. The Board of Directors may, in its discretion, from time to time, admit additional Board Members and Leadership Council Members upon such terms and conditions as it deems necessary and in the best interests of the Corporation, including imposition or waiver of membership fees in general or selected cases. The creation of any such membership or memberships shall be on a uniform and equally applicable basis calculated not to discriminate in favor of or against any person or class of persons.

Donors consist of those individuals and corporations that provide funds and in-kind services to TRR. The Board of Directors, and the Leadership Council, shall have responsibilities as identified in Articles V, and VII, respectively.

Section 2. Admission of New Members, Board Members, Leadership Council Members and Donors.

Individuals may become a Member of Team River Runner, Incorporated by participation in its programs as a beneficiary or volunteer and registering their name and address with the Secretary of the Corporation as a Member.

The Board of Directors may admit new Board Members and Leadership Council members to the Corporation, subject to the limitations of Section 1 above.

New Donors become a Donor by making a donation and recording their name and address in the donation record or with the Secretary of the Corporation.

Section 3. Expulsion or Withdrawal of Members.

The Board, acting by a two-thirds vote, may expel any member of the Board or Leadership Council without refunding any membership fees. A member may withdraw from the Corporation at any time by giving written notice to the Secretary of the Corporation. Such notice shall, on its face, be binding and it shall not be necessary for the Board of Directors to accept such withdrawal to make it effective.

Section 4. Transferability of Memberships

Membership in this organization shall not be transferable or assignable.

Section 5. Membership Fees.

Membership fees shall be as determined from time to time by the Board of Directors.

ARTICLE IV – Voting Rights

Section 1. Board Members. Members of the Board shall have voting rights in the Corporation as set forth in Article IV Section 3 and 4 of the By-Laws.

Section 2. Individual Members, Leadership Council Members, and Donors Individual members, Leadership Council members, and Donors shall have no voting rights in the Corporation.

Section 3. Each Board Member shall have one vote on each resolution or issue before the Board of Directors.

Section 4. Cumulative voting rights of Board Members to elect Board Members. The Board members of Team River Runner Incorporated shall have the right to vote, one vote for each member up for election to the board of directors in any given year. Cumulative voting rights example: if four directors are up for election in a given year then each member shall have 4 votes to be cast in total. Each member may cast all their votes for one director (four votes in this case), one vote for each of four different directors or any combination of votes that totals four votes for the voting Member of the Board. A Board Member may vote for himself or another candidate at his sole discretion.

ARTICLE V - Directors

Section 1. The Board of Directors of the Corporation shall consist of as many Members elected by a majority vote of the Individual Board Members or first time Board Members appointed by a majority vote of the Board of Directors. The number of Board Members serving at any time is left to the sole discretion and judgment of the Board of Directors to be determined by a simple majority vote of the Board.

Each director shall hold office during their term until his or her resignation, death, removal by two-thirds vote of the Board of Directors of the Corporation. In no event, shall the Board of Directors of this Corporation consist of less than five (5) Members. All New Board Members of the corporation shall hold terms of three or less years as necessary to establish a staggered membership of the Board. It is within the Boards sole discretion as to what length term a new Board Member will serve. Existing Board Members up for re-election will be re-elected to an additional term of three (3) years. There is no limit upon the number of terms a Member of the Board shall be able to hold.

Section 2. Powers.

The affairs of the Corporation shall be managed by the Members of the Board of Directors and said Members of the Board of Directors shall have such powers, subject to limitations imposed by law, as provided in the Articles of Incorporation or by these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors and the business affairs of the Corporation shall be controlled by the Board of Directors.

Section 3. Committees.

The Board of Directors may appoint an executive committee or special committees consisting of one or more persons and delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws, which shall remain exclusively vested in the full Board of Directors of the Corporation. The Board of Directors shall have the power to prescribe the manner in which the proceedings of any committee shall be conducted.

Section 4. Place of Meetings.

All meetings of the Board of Directors shall be held at the principal office of the Corporation or at any other place designated, at any time, by a resolution of the Board of Directors or by written or electronic consent of all Members of the Board or by written notice from the President or Chairman of the Board. Such meetings may also be held by means of conference telephone or similar communications equipment by means of which all participants can be properly identified and all can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Voting by email will be acceptable for a director on any given issue provided that the the secretary of the corporation record the email in their report and record.

Section 5. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such time as the Board of Directors shall direct. The Board will meet a minimum of once annually, but generally meets once a month. Written notice of the time, place and purpose of such meetings shall be given each of the directors by the Secretary or President of the Corporation by placing same in the United States mail, postage prepaid, or by email, correctly addressed to each director. Deposit of such notice in the United States mail shall be deemed delivery of same. Such notice shall be given at least thirty (30) days prior to the date on which the meeting will be held.

Section 6. Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by any three Members of the Board. Written notice of the time, place and purpose of such special meetings shall be given each of the Members of the Board by the Secretary or the President of the Corporation by placing same in the United States mail, postage prepaid, or by email, correctly addressed to each director or other electronic communication. Deposit of such notice in the United States mail shall be deemed delivery of same. Such notice shall be given at least ten (10) days prior to the date on which the meeting will be held and the meeting cannot be held more than sixty (60) days after mailing of the notice.

Any action required or permitted to be taken at a special meeting of the Members of the Board of the Corporation may be taken without a physical meeting of Members -"virtual meeting", by a quorum of Members attending by electronic means (telephone conference call and/or skype or similar interactive real time system and voting where all Members can simultaneously hear and be heard by all Members, the discussion and votes). Said "virtual meetings" require that consent, in writing, setting forth the action so taken shall be signed by all the directors who voted electronically at the next regularly attended meeting. Such consent shall have the same force and effect as standard vote of the directors at a regular meeting. Evidence of such confirmation shall be recorded by the secretary of the corporation in the official minutes of next regular meeting of the board and placed in the records of the Corporation. In no circumstance shall a vote by email be permitted.

Section 7. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though made at a duly convened meeting of the Board of Directors if a quorum be present and if, either before or after the meeting, each of the directors present signs a waiver of notice or consents to such meeting on approval of the minutes thereof. Provided further, that any director who is present at any meeting of the Board of Directors and who does not object at the opening of the meeting to the time, date and place or manner of calling the meeting and who does not object at the opening of discussion of any subject to the inclusion of such subject as being outside the purpose of the meeting, is thereby deemed to have consented to the date, time, place, purpose, and call of the meeting and has thereby waived any notice requirements therefore. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 8. Quorum.

At all the meetings of the Board of Directors, a majority of the appointed and elected Members of the Board shall constitute a quorum for the transaction of business.

Section 9. Adjournment.

A majority of the Members of the Board present may adjourn any Board meeting to meet again at a stated time and place, provided that nothing in this section shall abridge or change the special meeting provision of Section 6 of this Article.

Section 10. Informal Action by Directors.

Any action required or permitted to be taken at a meeting of the Members of the Board of the Corporation may be taken without a meeting by a quorum of Members attending by electronic means (telephone conference call and/or skype or similar interactive real time system and voting where all Members can simultaneously hear and be heard by all Members the discussion and votes). Provided that consent, in writing, setting forth the action so taken shall be signed by all the directors who voted electronically at the next regularly attended meeting. Such consent shall have the same force and effect as standard vote of the directors at a regular meeting. Evidence of such confirmation shall be recorded by the secretary of the corporation and placed in the records of the Corporation. In no circumstance shall a vote by email be permitted.

Section 11. Removal.

A Member of the Board may be removed by the vote of not less than two-thirds of the Members of the Board present, at a valid meeting of the Board of Directors pursuant to notice and call provided that a quorum is present. When a motion to remove a Member of the Board is made and seconded, the Member of the Board subject to the action shall be given a full and fair opportunity to hear and answer the asserted factual basis for the motion and if said Member is not present at the meeting at which such motion is made, the motion shall be tabled until the Member is given notice of the motion and the subsequent action upon the motion shall be postponed until the next duly convened regular or special meeting of the Board of Directors.

Section 12. Removal for Absence.

Upon Motion by the Board of Directors and certification in writing by the Secretary of the Corporation that any Member has missed four (4) consecutive meetings of the Board without notice to the Secretary, President or Chairperson of the Board in advance of the meeting, that he or she would be unable to attend or without having sent a written statement of the reason for his or her absence to the Secretary subsequent to the meeting and before the next regularly scheduled meeting of the Board of Directors, then immediately and without requiring the further action of the Board, said Board Member shall be removed and shall cease to be a Member of the Board of the Corporation. The Board of Directors may, at any duly called meeting, reinstate said Member in the same status and capacity as he or she had prior to removal.

Section 13. Manner of Acting.

Except as otherwise set forth, all matters shall be decided by a majority of the Members of the Board present at the meeting of the Board of Directors (or attending by electronic means (telephone and/or skype or similar interactive real time system and voting by such means). In the event of a tie vote, the vote of the secretary, who shall vote only in the case of a tie, shall be added to resolve the tie.

ARTICLE VI - Officers

Section 1. Officers.

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The Corporation may also, at the discretion of the Board of Directors, appoint such assistant secretaries and assistant treasurers as the Board may from time to time deem appropriate. The offices of Secretary and Treasurer may be combined and the Board of Directors may create and appoint other offices from time to time as the business of the Corporation requires. The officers shall not have voting power at a meeting of the Board of Directors unless they are also Members of the Board.

Section 2. Election.

The officers of the Corporation shall be elected by the Members of the Board and shall hold office for one year or until their successors by duly elected and qualified to serve. All officers shall continue to serve the Corporation until a replacement has been appointed and that replacement has consented to serve as an officer of the Corporation.

Section 3. Authority.

The officers of the Corporation shall have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine and delegate to them.

Section 4. Removal.

Any officer may be removed by a two-thirds vote of the Members of the Board at a duly convened regular or special meeting of the Board of Directors.

Section 5. Vacancy.

A vacancy in any office because of death, resignation, removal, disqualification or for any other cause shall be filled by the Board of Directors at a regular or special meeting.

Section 6. President.

Subject to the supervisory powers of the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have the authority to direct and control the business and officers of the Corporation. shall have the general powers and duties of management usually vested in the office of the president of a corporation and shall have such other powers and duties as may be prescribed and delegated by the Board of Directors or by these Bylaws.

Section 7. Vice President

In the absence or disability of the President, the Vice President shall perform all of the duties of the President and, when so acting, shall have all of the powers and be subject to the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as may be delegated by these Bylaws, the Board of Directors or the President of the Corporation.

Section 8. Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings of the directors of the Corporation at the principal office of the Corporation or such other places as the Board of Directors may designate. The Minutes may be kept in electronic format.

The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may designate, a membership role containing the name and address of each member. In any case where membership is terminated, such termination shall be recorded.

The Secretary shall give or cause to be given such notice or notices of all meetings required by these By-Laws or by law to be given.

Assistant Secretaries shall perform the same duties as the Secretary, subject to the direction and control of the Secretary and the President of the Corporation. In the absence of a Secretary the last appointed Secretary shall continue to serve as acting secretary until a replacement secretary has been appointed and accepted the position.

Section 9. Treasurer.

The Treasurer shall keep and maintain at the principal office of the Corporation or such other place as the Board of Directors may designate the financial records of the Corporation and shall be responsible for the annual fiscal report of the Corporation.

The Treasurer shall also maintain and be responsible for such bank accounts as the Board of Directors may designate to be kept by the Corporation.

The Treasurer shall be responsible for collecting dues from the dues paying members, collection and management of all contributions made to the Corporation and disbursement of corporate funds for purposes authorized by the Board of Directors or the President of the Corporation under authority of the Board of Directors.

Section 10. Delegation to Staff.

The Board of Directors may delegate the responsibilities of any officer to designated staff as follows:

- A. The day-to-day management responsibilities of the President may be delegated to the Executive Director, who shall be the Chief Operating Officer.
- B. The record keeping responsibilities of the Secretary may be delegated to the Executive Director and his or her staff.
- C. The accounting record keeping, financial reporting and general fiscal management responsibilities of the Treasurer may be delegated to the Executive Director and his or her staff.

ARTICLE VII – Leadership Council

In order to augment the ability of the Board and Volunteers to obtain resources and services for TRR, the Board shall create a Leadership Council as a special Committee of TRR. The Leadership Council will provide higher level access to resources, contacts, and services as requested by the Board. The Leadership Council will consist of no more than ten members, and serve terms of two years upon nomination and election by the Board. There is no limit to the number of terms that a Leadership Council member can serve. New Leadership Council members may be voted onto the Board by the Board of Directors with a majority vote of the Board (assuming a quorum, as defined in Article V, Section 8, is present). Similarly, Leadership Council members may be removed by a similar majority vote of the Board. Leadership Council members are not required to attend Board meetings, but are encouraged to do so at least four times a year.

ARTICLE VIII – Miscellaneous

Section 1. Inspection of Corporate Records.

The books of account and minutes of meetings of the Board of Directors and any of its committees shall be open to inspection on written demand by any member or director at any reasonable time and for a purpose reasonably related to his or her interests as a member or director of the Corporation. Such inspection shall be made in person.

Section 2. Checks and Drafts.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable on behalf of the Corporation shall be signed by the Treasurer and/or any other individual the Board of Directors may, from time to time, approve and appoint.

Section 3. Contracts. The President or any officer or Member of the Board specifically appointed by the Board of Directors shall have the power to bind the Corporation to contracts required for the operation of the Corporation. If a contract involves a major liability or an amount of money over \$25,000.00 or involves the Corporation in new activity or program the contract must be approved by a majority vote of the Members of the Board prior to execution by the President or appointed individual.

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 5. Records and Books for Accounting.

The Corporation shall keep accurate records, books and other necessary documentation, in appropriate accounting form, of all grants, donations, bequests or other contributions to the Corporation and shall report such contributions to the Internal Revenue Service annually or as said service may, from time to time, require.

ARTICLE IX - Amendments

Section 1. The Board of Directors shall have the sole power to make, amend and repeal the Bylaws of the Corporation by a vote of not less than two-thirds of the directors present, and by not less than a majority of the current directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

KNOW ALL PERSONS BY THESE PRESENTS that I, the undersigned duly appointed Secretary of the Corporation, do hereby certify that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation at a regular meeting of the Board of Directors on the 12Th day of May, 20 11, and that the same do now constitute by Bylaws of this Corporation.

Michael D. Cox
Michael D. Cox, Acting Secretary of the Corporation