

BYLAWS
of PCRA Parents' Association, Inc.

ARTICLE I. NAME.

The name of the Corporation shall be:

PCRA Parents' Association, Inc.

and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II. PURPOSES.

- 2.1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to support the charitable mission of the Pelham Community Rowing Association, Inc. ("PCRA"), including through the support of PRCA Youth Rowing programs and their attendance and participation in competitive regattas. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2.2. The purposes of the Corporation are promoted through an educational program directed toward parents, coaches, and the community and are governed and qualified by the basic policies set forth in Article III.

ARTICLE III. BASIC POLICIES.

The following are basic policies of the Corporation:

- 3.1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
- 3.2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.
- 3.3. The Corporation shall cooperate with schools to support the improvement of education in ways that will not interfere with administration of the schools and shall not seek to control their policies.
- 3.4. The Corporation may cooperate with other organizations and agencies concerned with child welfare but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV. MEMBERSHIP AND DUES.

- 4.1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, national origin, ethnicity, gender, marital status, sexual orientation, mental or physical disability or any category protected by state or federal law.
- 4.2. The Corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
- 4.3. Only members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.
- 4.4. Each member of the Corporation shall pay annual dues of \$130 to the Corporation.

ARTICLE V. OFFICERS AND THEIR ELECTION.

5.1. Officers.

- (a) The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- (b) Officers shall be appointed by the Board of Directors from among the members (including those serving as Directors) in the month of September.
- (c) Officers shall assume their official duties following the close of the annual meeting in September and shall serve for a term of one year and until the appointment and qualification of their successors.
- (d) A person shall not be eligible to serve more than two consecutive terms in the same office.

5.2. Election.

- (a) There shall be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by the members of the Corporation at a regular meeting at least one month prior to the election. The person receiving the highest number of votes by the Corporation shall serve as chairperson.
- (b) The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting in September, which time additional nominations may be made from the floor.
- (c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

- 5.3. Vacancy.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

ARTICLE VI. DUTIES OF OFFICERS.

- 6.1. The President shall perform such duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.
- 6.2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
- 6.3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.
- 6.4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a committee of the Board. The Treasurer shall present a financial statement at every meetings of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.
- 6.5. All officers shall:
 - (a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.
 - (b) Deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE VII. BOARD OF DIRECTORS.

- 7.1. The Board of Directors shall consist of not less than three and not more than ten individuals elected at the most recent annual meeting of the Corporation. The members of the Board of Directors shall serve until the election and qualification of their successors.
- 7.2. The duties of the Board of Directors shall be (a) to transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation; (b) to create committees, including an audit committee, as necessary; (c) to approve the plans of work of any such committees; (d) to present a report at the regular meetings of the Corporation; (e) to adopt a conflict of interest policy and a whistleblower policy; (f) to prepare and submit to the Corporation for approval a budget for the fiscal year; and (g) to approve routine bills within the limits of the budget.
- 7.3. Regular meetings of the Board of Directors shall be held from time to time during the year, the time to be fixed by the Board at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the Chair or by a majority of the members of the Board. Notice of meetings of the Board may be by mail, facsimile telecommunications or by electronic mail to the address on file with the Secretary of the Corporation. A Director may waive notice of a meeting in writing or by electronic mail.

ARTICLE VIII. MEETINGS.

- 8.1. Regular meetings of the Corporation shall be held at the PCRA Boathouse, Glen Island, New Rochelle, (1) immediately following the annual PCRA Grab Bag Regatta, generally in November, and (2) at 1900 on the first Tuesday after PCRA outdoor Spring practice begins, unless otherwise provided by the Corporation or by the Board of Directors. Five days' notice shall be given of change of date.
- 8.2. Special meetings may be called by the Board of Directors, five days' notice having been given.
- 8.3. The annual meeting shall be in September beginning on the one-year anniversary of the incorporation date.
- 8.4. A majority of the members shall constitute a quorum for the transaction of business in any meeting of the Corporation.
- 8.5. Notice of meetings of the Corporation may be by mail, facsimile telecommunications or by electronic mail to the address on file with the Secretary of the Corporation.

ARTICLE IX. COMMITTEES.

- 9.1. The Board of Directors may create committees of the Board as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year and until the election and qualification of his successor.
- 9.2. The chairman of each committee of the Board shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
- 9.3. Committees of the Corporation may be elected in the same manner as officers of the Corporation. A committee of the Corporation does not have the authority to bind the Board.
- 9.4. An audit committee comprised solely of independent directors shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The audit committee shall annually retain an independent auditor to conduct the audit and, upon its completion, review the results of the audit and any related management letter with the independent auditor.

ARTICLE X. AMENDMENTS.

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.

activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any 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 the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

The Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in Section 404 of the Not-for-Profit Corporation law.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed in the By-Laws of the Corporation, subject to applicable statutes, provided that no amendment, alteration, change or repeal shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation of **PCRA Parents' Association, Inc.** on the 18th day of September, 2023, and the undersigned affirms the statements contained herein as true under penalties of perjury.

Rebecca M. McCloskey, Incorporator

By: _____



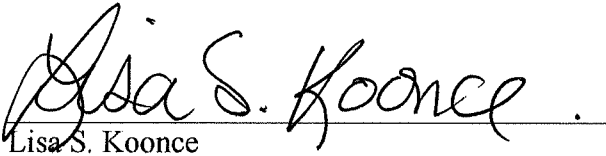
09/18/2023

101 Sutton Manor Road
New Rochelle, NY 10801

WAIVER OF NOTICE OF ORGANIZATION MEETING

The undersigned, constituting the initial directors named in the certificate of incorporation of PCRA PARENTS' ASSOCIATION, INC. (the "Corporation"), hereby waive notice of the time, place and purpose of the organization meeting of the Corporation and consent that the meeting be held on September 20, 2023 at 7:00pm at 507 Esplanade, Pelham, New York 10803, and authorize the transaction at such meeting of any and all business pertaining to the adoption of by-laws, the election of directors, the organization of the corporation, and such other matters as may lawfully be considered.

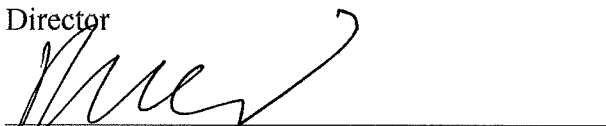
Dated: September 20, 2023, Pelham, New York



Lisa S. Koonce

Director


Claudine B. Hutton

Director


Rebecca M. McCloskey

Director


Tracie Cohen

Director