

AMENDED BYLAWS

OF

Row New Jersey

(a New Jersey nonprofit corporation)

Adopted as of February 21, 2023

(pursuant to N.J.S.A. 15A:2-10)

ARTICLE I

NAME, OFFICES AND PURPOSES

1. CORPORATE NAME. The corporation's official name shall be Row New Jersey. In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

2. PRINCIPAL OFFICE. The registered agent of the corporation is Donna Marki and the registered agent's address is 305 Larger Cross Road Bedminster, NJ 07921.

3. OTHER PLACES OF BUSINESS. The board of directors may, at any time, establish offices at any location where the corporation is qualified to do business.

4. CORPORATE PURPOSE. The corporation has been organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, the purposes for which the corporation is organized are to charitably support, promote, and encourage the sport of rowing and facilitate and enable participation in rowing athletic events benefiting the general population and rowers of Northern New Jersey.

In the furtherance of its purpose, the corporation shall operate as a qualified amateur sports organization in the sport of rowing. The corporation, through its youth and masters programs, shall conduct learn to row programs and foster local and national competition in the sport of rowing under the auspices of the US Rowing Association, including participation in regattas sanctioned by US Rowing and other similarly structured amateur competitions. The corporation may own the equipment and facilities necessary to accomplish its charitable purpose stated herein and in the Certificate of Incorporation.

5. PURPOSE OF BYLAWS. These Bylaws establish rules and procedures for conducting the affairs of the corporation. They are binding on the Board of Directors, on members of any committees established by the Board, and on the corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the corporation's Certificate of Incorporation. In the event of a conflict with these By-Laws, the Provisions of the Act and the Certificate of Incorporation shall govern.

ARTICLE II
MEMBERS

1. MEMBERSHIP. Any individual who currently participates in any program offered by the corporation and for whom dues have been paid, as agreed upon with the Board is a "Member". Members and their respective families agree to be bound by such criteria, rules and regulations as the directors may from time to time adopt. The corporation will have one class of Members, and no more than one membership may be held by any one person. Members are not entitled to voting rights but may raise any matter concerning membership to the Board at any time.

2. MEMBERSHIP DUES. All Members shall pay dues to the corporation in the amount and on the payment terms as determined by the Board of Directors.

ARTICLE III
GOVERNING BOARD

1. FUNCTIONS AND DEFINITIONS. The affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board," "Board of Directors" or "directors" notwithstanding that the members of the Board may otherwise bear the official titles and notwithstanding any prior references to the governing board as the "Board of Trustees" or "Trustees." The word "director" or "directors" likewise herein refers to a member or members of the governing board notwithstanding the designation of a different official title or titles. The use of the phrase "entire board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. Directors shall be at least eighteen years of age. Directors need not be citizens of the United States or residents of the State of New Jersey, or Members of the corporation. The Board of Directors shall consist of no fewer than five (5) persons and no more than nine (9) persons. The number of directors may be increased or decreased from time to time by vote of the Board of Directors at the next regularly scheduled meeting or any special meeting called for that purpose

3. ELECTION AND TERM. Unless otherwise provided in the Certificate of Incorporation, there shall be no term limits. Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs. Any vacancy, however caused, occurring in the Board of Directors may be filled at a Board of Directors Meeting by the affirmative vote of the majority of the remaining Directors, even if less than a quorum of the board, or by a sole remaining director.

4. MEETINGS

(a) TIME. Regular meetings of the Board of Directors shall be held at such dates and times as the Board shall fix and shall be held no less than four (4) times per year, exclusive of its Annual Planning Meeting.

(b) PLACE. Meetings shall be held at such place within or without the State of New Jersey as shall be fixed by the Board, or by video conference.

(c) CALL. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the President, or a Vice-President, if any, or by a majority of the directors.

(d) NOTICE. Notice of the time and place of all meetings shall be given not less than five (5) business days before the date of such meeting. Acceptable means of notice include but are not limited to: mailed, telephonic and electronic (including electronic invitation or e-mail). The attendance of any director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute waiver of notice by that director. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice of the meeting.

(e) QUORUM AND ACTION. Except as may otherwise be provided by the Certificate of Incorporation and these Bylaws, a majority of the entire Board or of any committee thereof shall constitute a quorum, except that when a committee of the Board consists of one director, then one director shall constitute a quorum. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the committee, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation. Any or all directors may participate in a meeting of the Board or a committee of the Board by means of video or telephone conference or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the Certificate of Incorporation.

(f) CHAIR OF THE MEETING. The President will be the Chair of the Board. Any other director chosen by the Board, may preside in the absence of the President.

5. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may appoint from among the directors and Members an Executive Committee and one or more other committees, each of which shall have at least one or more members to the extent provided in the resolution, each committee shall have and may exercise all the authority of the Board, except that no committee shall take any action which may not be delegated pursuant to the provisions of the New Jersey Nonprofit Corporation Act. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

6. COMMITTEE MEETINGS. Board committees shall meet at any location or by any means as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

7. COMPENSATION. No director shall receive a fee, salary or remuneration of any kind for his or her services as a director. The corporation may, however, reimburse directors for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors in the manner specified in Article XI, Conflicts of Interest.

8. WRITTEN ACTION. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, proper or subsequent to the action, all members of the Board or of the committee, as the case may be, consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board or committee.

ARTICLE IV OFFICERS

1. ELECTION OF OFFICERS. The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer and may elect or appoint a Chair of the Board, an executive director, and one or more Vice-Presidents. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers.

Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the meeting of the Board of Directors' Annual Planning Meeting at which time the board will confirm incumbent officer and board member roles and / or any changes for the following year, or until his or her successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation.

2. DUTIES OF THE PRESIDENT. The president shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board of Directors, as Chair of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized either generally or specified by the Board. The president shall have the general powers and duties of management typically vested in the office of the president of a nonprofit corporation. The president may, from time to time, delegate any or all of his or her duties and authority to any other officer.

3. DUTIES OF THE SECRETARY. The secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary shall have charge of the seal of the corporation and shall perform such other duties and

possess such powers as are incident to the office or as shall be delegated to him or her by the President or the Board.

4. DUTIES OF THE TREASURER. The treasurer shall have the custody of the funds of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to him or her by the President or the Board.

5. DUTIES OF THE VICE PRESIDENT. Each vice president, if appointed by the Board, shall perform the duties of the president in the president's absence or inability to perform said duties. Each vice president shall also have such additional responsibilities as the president or the Board may, from time to time, delegate to him or her.

6. REMOVAL OF OFFICERS. All officers of the corporation serve at the pleasure of the Board of Directors. The Board may remove any officers and other board members, with or without cause, by a two-thirds vote of the entire Board membership. An officer who is also a director may be removed as an officer of the corporation and remain a director unless the action of the Board clearly indicates otherwise.

7. COMPENSATION. No officer shall receive a fee, salary or remuneration of any kind for his services as an officer. The corporation may, however, reimburse officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors.

ARTICLE V

BOOKS AND RECORDS - REGISTERED OFFICE AND AGENT

The corporation shall keep books and records of account and shall keep minutes of the proceedings of the Board of Directors and of any committee having the authority of the Board of Directors. The books, records, and minutes of the corporation may be kept outside the State of New Jersey. The corporation shall make available for inspection at its registered office if the State of New Jersey, or at its principal office if it is in the State of New Jersey, records containing the names and addresses of all Members (members in this context are "paying members" and participants in the club's respective programs), and the dates when they respectively became Members of record of the corporation, within ten days after demand by a Member entitled to inspect them, as defined by the provisions of Section 15A:5-24 of the New Jersey Nonprofit Corporation Act. Upon the written request of any Member, the corporation shall mail to that Member its balance sheet as at the end of the preceding fiscal year, and its statement of income and expenses for that fiscal year. Members may also raise any matter for the consideration of the Board of Directors, in writing, to any board member, at any time.

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation are set forth in the Certificate of Incorporation.

ARTICLE VI
CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII
FISCAL YEAR

The fiscal year of the corporation shall be fixed as each calendar year ending December 31, and shall be subject to change, by the Board of Directors.

ARTICLE VIII
CONTRIBUTIONS, STAFF AND DISSOLUTION

1. CONTRIBUTIONS. The corporation shall have the right to solicit and accept contributions from third parties. The corporation shall also have the right to accept donations of equipment that enable the corporation to fulfill its purpose, including without limitation racing shells, oars, trailers or boat house. The Board of Directors has discretion over whether equipment donations will be accepted. The corporation shall not accept donations of goods or equipment, or other donations in kind that would need to be sold to generate funds. All monies and goods thus received will be used in furtherance of the corporation's purpose as herein above stated. The corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

2. STAFF. The corporation shall have the power to hire staff to oversee, supervise, manage and/or carry out the day to day affairs of the corporation. Staff may be required, as necessary, to attend Board Meetings. Staff shall receive such compensation as determined by the Board of Directors and such signing powers and authority as delegated from time to time by the Board of Directors.

3. DISSOLUTION OF THE CORPORATION. Upon the dissolution of the corporation the Board of Directors shall utilize the corporation's assets for the payment of all obligations and liabilities. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the Court 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.

ARTICLE IX
CONTROL OVER BYLAWS

The Board of Directors shall have the power to make, alter, and repeal Bylaws

ARTICLE X
LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

A director or officer shall not be personally liable to the corporation or its members for damages for breach of any duty owed to the corporation or its members, except that nothing contained herein shall relieve a trustee or officer from liability for any breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit.

ARTICLE XI
CONFLICTS OF INTEREST

Directors have an obligation to disclose conflicts of interest which may arise during their tenure as directors of the corporation. Whenever a conflict of interest, or the appearance of a conflict of interest, arises, such director (hereafter "Interested Director") who is present at the meeting of the Board or a Committee thereof, shall disclose in good faith the material facts as to such Interested Director's self-interest, financial interest or appearance of conflict of interest. Any action of the corporation to approve activity in which a conflict of interest, or appearance of conflict, exists, shall be approved only by a majority vote of disinterested directors. These disclosure procedures should be followed whenever the corporation is engaged in any transaction between the corporation and either an Officer or an Interested Director, or family members of Interested Director, or between the corporation and any other corporation, firm, or business interest in which one or more of the directors or officers or family members of directors or officers has a substantial financial interest.

ARTICLE XII
LIMITATION ON CORPORATE ACTIVITIES

The corporation will not have or issue shares of stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth Article I. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.



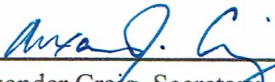
I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of

ROW NEW JERSEY

a New Jersey nonprofit corporation as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated as March 11, 2023



Alexander Craig, Secretary