

FIRST AMENDED BYLAWS for the regulation, except as otherwise provided by law or its Articles of Incorporation, of River City Rowing Club, a California Nonprofit Public Benefit Corporation.

ARTICLE I. OFFICES

Section 1. Principal Office

The principal office of River City Rowing Club (hereinafter "RCRC") for the transaction of business is located at 3035 Industrial Blvd., West Sacramento, California 95691-3475. RCRC's mailing address is P.O. Box 980401, West Sacramento, California 95798.

Section 2. Change of Address

RCRC's Board of Directors (the "Board") is granted full power and authority to change the location of RCRC's principal office, by amending Article I, Section 1, to state the new location.

Section 3. Other Offices

The Board may establish other offices at any place or places.

ARTICLE II. MEMBERSHIP

Section 1. Classes and Qualifications of Membership

- A. Membership is open to all persons who are interested in competitive or recreational sweep rowing and sculling. RCRC shall have four classes of Members:
1. Regular Members: Regular Members shall be at least 18 years of age and shall pay annual membership fees in an amount established from time to time by the Board. Each Regular Member must agree to serve on one of RCRC's committees, and to donate an equitable amount of personal time and effort to the committee's activities in furtherance of RCRC's purposes.
 2. Junior Members: Rowers who are of an age eligible to row in Southwest Junior Rowing Association events are eligible for this class of membership. Junior Members must obtain their parents written consent to join RCRC and to participate in its activities. The parents of the Junior Members shall organize a Junior Crew Board which, subject to the advice and consent of the Board, shall determine the amount of the membership fees to be paid by Junior Members, and which may award fee waivers to deserving young whose families do not have the financial ability to pay the full membership fee. The Junior Crew Board shall adopt Bylaws and Rules and Regulations, which must be reviewed and approved by the Board, to control operation of the Junior Crew program and to ensure that Junior Members conduct themselves in a safe and appropriate manner.

3. Plank Members: Upon the approval of the Board, Plank Membership may be bestowed upon any person deemed to have made outstanding contributions to RCRC. Plank Members possess the same rights and obligations as Regular Members, except that all membership dues and volunteer requirements shall be waived for the life of the Plank Member.
 4. Associate Members: Parents or legal guardians of Junior Members and other non-rowers who wish to support RCRC may elect to become Associate Members. This membership class shall pay no dues, shall have no voting rights and no duties and will not have the right to use RCRC's facilities or equipment, unless the Associate Member is also a Regular or Plank member.
- B. Regular and Plank Members, and each Junior Member together with his or her parents or legal guardians, shall complete a membership application and submit a signed liability waiver to the Membership Coordinator. All members must comply with all Rules and Regulations adopted by the Board, and Junior Members must also comply with any Rules and Regulations adopted by the Junior Crew Board.

Section 2. Members' Voting Rights

Only Regular and Plank Members shall have the right to vote, as set forth in these Bylaws, on the election and removal of officers, on certain expenditures or financial obligations of RCRC, on the disposition of all or substantially all of RCRC's assets, on any merger and its principal terms, and on any election to dissolve RCRC. In addition, the Regular and Plank Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Except as the Junior Crew Board may provide regarding matters related to the Junior Crew Program, Junior Members shall have no voting rights, but shall have the privileges set forth in Section 3B.

Section 3. Privileges of Membership

- A. Regular and Plank Members shall have the following privileges:
1. To use RCRC's boathouses, facilities and equipment at any and all times and, to that end, they shall be given access keys to the boathouses and perimeter fence gate upon payment of a nominal charge set by the Board (however, the keys shall be, and shall remain, RCRC property);
 2. To store personally owned boats in the boathouses, subject to payment of an annual fee and receipt of a signed boat storage contract, space availability and approval by the Facilities Manager (the location in which the boat is stored shall be determined by the Facilities Manager and, since the purpose of allowing storage in the boathouses is to encourage rowing, if a personally owned boat has remained dormant and unused for longer than a designated length of time as determined by the Board, the boat may be relocated within RCRC's facilities to make room for boats which are rowed more often); and

3. To invite guests to use RCRC facilities and equipment, subject to the following conditions:
 - a. A guest may use RCRC facilities and equipment free of charge the number of times determined by the Board, subject to completion of a liability waiver, and
 - b. The member sponsoring the guest must be present at the boathouses with the guest, and must accept full responsibility for the guest's compliance with all Rules and Policies adopted by the Board. A guest may not use a RCRC single scull unless an officer or coach of RCRC has determined that it appears that the guest has the necessary skill and experience to safely handle the boat, although such determination shall not create any liability on the part of the officer or RCRC, and the visitor shall use such boat solely at his or her own risk.
- B. Junior Members may use RCRC's boathouses, facilities and equipment, but only during such times as are approved by the Board, and even then, only when supervised by a coach, a member of the Junior Crew Board, or a responsible adult, each of whom has been previously identified to, and approved by, the Board.

Section 4. Membership Dues and Boat Storage Fees

- A. Membership dues must be paid annually on or before July 1 in the amount established by the Board. Entrance stickers for the Port of Sacramento will be sent to each member upon receipt of his or her membership dues. Membership dues are non-refundable. New members joining after September 1 shall pay a pro-rated annual fee upon joining RCRC.
- B. RCRC may waive the membership dues for coxswains and coaches at the Board's discretion. Persons seeking these positions must obtain approval of the Board. The Board shall have the ability to temporarily waive fees of select club members, as determined by the member's role in RCRC and as approved by a simple majority of the Board.
- C. Junior membership dues shall be determined as described in Article II, Section 1, of these Bylaws. A portion of each Junior Member's dues determined by the Junior Crew Board, and approved by the Board, will be deposited in RCRC's general account, and the remaining portion will be deposited in the RCRC Junior Crew account. The RCRC Junior Crew account will be administered by the Junior Crew Board to hire coaches, to pay the costs and incidental expenses of the Junior Crew program, to cover the cost of traveling to and participating in selected juniors' rowing competitions, and to conduct normal activities of the Junior Crew as provided in the Junior Crew Bylaws.
- D. Members who store a private boat in the RCRC boathouses shall pay an annual boat storage rental fee which shall be due on or before July 1 of each year. Any member who does not pay the boat storage fee when it is due shall remove his or her boat and relinquish the rental space in the RCRC boathouses within thirty (30)

days after the fee was due. If the boat is not so removed and after reasonable attempt has been made to contact the boat owner and collect the past due boat storage rental fee, RCRC may claim a warehouse lien for unpaid storage fees. The boat may then be sold, with the proceeds being used to pay such lien, and any excess proceeds being paid to the boat's former owner, upon such notice as may be required by, and compliance with, any applicable California statutes.

Section 5. Termination of Membership

- A. A majority of the Board may dismiss any member for noncompliance with the Rules and Regulations of RCRC or of the Junior Crew, or for any failure to act in a safe and prudent manner while using RCRC facilities and equipment. No termination may occur unless in good faith and in a fair and reasonable manner.
- B. The process for termination of membership of any member shall be as follows:
 - 1. Upon receipt of a written recommendation of any Director which includes the reasons for the termination, the Board shall schedule and hold a hearing on termination of a member's membership at the earliest practicable date,
 - 2. If a majority of the Board reasonably believes a member is a danger to himself or herself, to other people, or to RCRC property, the Board may temporarily revoke the member's membership privileges prior to a hearing, and may order the member to relinquish keys and any other RCRC property immediately, pending receipt of a written recommendation of termination and a hearing on termination of membership,
 - 3. The Director requesting termination of a member shall receive reasonable notice of the date, time and place of the hearing and shall be invited to state his or her reasons for requesting termination,
 - 4. The member who is the subject of a termination request shall receive reasonable notice of the reason that termination of membership has been recommended, and of date, time and place of the hearing, and shall be invited to attend to explain his or her actions or to challenge the accusations of the Director requesting termination,
 - 5. Upon conclusion of the proceedings described above, the Board shall meet in closed session and vote upon the termination request,
 - 6. If the Board votes for termination, the Director requesting termination and the ex-member shall receive reasonable notice of the termination stating the reasons upon which the Board based its decision,
 - 7. If the Board votes against termination, the Director requesting termination and the member who was the subject of the termination request shall receive reasonable notice of the Board's decision.

Section 6. Membership Meetings

The membership shall hold an annual meeting in January of each year, at such time and place as is provided in an advance written notice (delivered via regular mail or e-mail) from the Board, and shall have the power to hold additional regular or special meetings upon the request of a majority of the Regular and Plank Members.

Section 7. Quorum

At all meetings of the members, whether annual, regular or special, the presence in person or by proxy of one third (1/3) of the total number of Regular and Plank Members of RCRC shall constitute a quorum for the transaction of business.

Section 8. Proxies

Every Regular or Plank Member may vote by proxy in the manner prescribed by these Bylaws or by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The Board shall be composed of:

- A. President;
- B. Vice President/Secretary;
- C. Treasurer;
- D. Past President (the person who was the President of RCRC immediately prior to the person who is the current President shall be an ex officio member of the Board, provided that if such person is no longer a Regular or Plank member, or is unwilling to serve as a Board member, this position shall remain temporarily unfilled);
- E. Facilities Manager;
- F. Membership Coordinator; and
- G. One adult representative (the "Junior Member Representative"), who shall be selected by the Junior Crew Board, and shall thereupon join RCRC as a Regular Member (provided that the Board shall waive membership fees for the Junior Member Representative). The Junior Member Representative shall be an ex officio member of the Board responsible for representing the Junior Members' interests, and for reporting the Junior Crew's activities and financial affairs to the Board.

Individually, members of the Board shall be referred to hereinafter as the "Directors".

Section 2. Powers

- A. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation (the "Articles") and these Bylaws, the

business and affairs of RCRC shall be managed, and all powers shall be exercised, by or under the direction of the Board.

B. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws:

1. To manage, supervise, and document the affairs of RCRC;
2. To enter into financial obligations on behalf of RCRC, provided that any note, mortgage, evidence of indebtedness, or conveyance of RCRC property, and any assignment or endorsement thereof, between RCRC and any other person shall be signed by any two of the President, Vice President/Secretary, or Treasurer;
3. To set membership dues and boat storage fees; and
4. To appoint committees and to adopt Rules and Regulations as prescribed in Article III, Section 13.

Section 3. Qualifications

Directors must be Regular or Plank Members of RCRC.

Section 4. Election and Term of Office

Officers (as defined below in Article IV, Section 1) shall be elected by a vote of the Regular and Plank members pursuant to Article IV, Section 2 hereof, and shall begin their service on the Board upon their election as officers at the annual meeting of members (held pursuant to Article II, Section 6 above). The ex officio Board members shall also begin their service on the Board at that time. Except as set forth in Section 5 of this Article, each Director shall hold office beginning on the date of the annual membership meeting at which the Director is elected as an Officer, or became an ex officio member of the Board pursuant to these Bylaws, and thereafter until a successor has been elected at the subsequent annual meeting.

Section 5. Vacancies

- A. Vacancies on the Board may occur on the death, resignation, or removal of any Director, or whenever the number of authorized Directors is increased, or on the failure of the members in any election to elect the full number of authorized Directors.
- B. Vacancies in the Board shall be filled in the manner prescribed for filling vacancies in any office as stated in Section 4 of Article IV. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been elected.
- C. No reduction in the authorized number of Directors shall have the effect of removing any Director before expiration of the Director's term of office.

Section 6. Resignation

Any Director may resign, effective upon giving written notice to the President or Vice President/Secretary, unless the notice specifies a later time for the effectiveness of the

resignation; provided that, upon notice to the Attorney General of the State of California as required by Section 5226 of the California Nonprofit Public Benefit Corporations Law, no Director may resign if RCRC would then be left without a duly elected or qualified Director or Directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before that time, to take office when the resignation becomes effective.

Section 7. Quorum and Voting Rights

At all meetings of the Board, one-half of the Directors then serving shall constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, any item under consideration of the Board may be passed by a simple majority of the quorum present; provided, that amendments to these Bylaws may be made only in the manner specified in Article VI, Section 5. Ex Officio members of the Board shall have the full right to vote on all matters considered by the Board.

Section 8. Place of Meeting

All meetings of the Board shall be held at the principal office of RCRC specified in Article I, Section 1, provided that upon e-mail notice to all Regular and Plank Members, individual Board meetings may be held at an alternative location at the discretion of the Board.

Section 9. Annual Meeting

The Board shall hold an annual meeting for the purposes of organization and the transaction of other business. Annual meetings of the Board shall be held without call or notice following the annual meeting of the members at a time and place to be set by the Board.

Section 10. Regular Meetings

Regular meetings of the Board shall be held, without call, on the first Tuesday of each month. Modifications to the regular meeting schedule may be made at Board discretion, with reasonable notice to all members.

Section 11. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by any method adopted by Board resolution, provided that notice is given to all Regular and Plank Members and to all Directors at least 48 hours prior to the special meeting.

Section 12. Right of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of RCRC.

Section 13. Committees, Rules and Regulations

- A. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees to serve at the pleasure of the Board. Any such committee shall have the authority provided in the Board resolution creating the committee. Minutes of each committee meeting shall be kept, and shall be

filed with the records of RCRC. The Board may adopt rules for the governance of any committee so long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so, provided that the rules do not exceed the scope of authority granted to the committee by the Board resolution creating the committee.

- B. The Board, by resolution adopted by a majority of the Directors then in office, may adopt Rules and Regulations intended to govern the members conduct to insure that the RCRC's purposes are accomplished in a safe and effective way. The Rules and Regulations shall include all safety polices promulgated by the Facilities Manager, and may include any rules and regulations adopted by the Junior Crew Board.

ARTICLE IV. OFFICERS

Section 1. Officers

The Officers of RCRC shall be:

- A. President;
- B. Vice President/Secretary;
- C. Treasurer;
- D. Facilities Manager; and
- E. Membership Coordinator.

All Officers must be Regular or Plank Members of RCRC. A member may only hold one Office at a time.

Section 2. Term of Office for Officers

Officers shall hold office for a period of two (2) years. In even numbered years, the office of President, Facilities Manager, and Membership Coordinator shall be up for election. In odd numbered years, the offices of Vice President/Secretary and Treasurer shall be up for election. In order to implement this two-year, staggered election cycle, the following election schedule shall be implemented effective January 2009:

- A. In January 2009, all offices shall be up for re-election.
- B. At the membership meeting of January 2010, the offices of President, Facilities Manager, and Membership Coordinator shall be up for election. The Officers elected at that time shall subsequently hold office for two years (until the membership meeting of January 2012). Thereafter, RCRC shall hold an election for these Offices every other year as described above.
- C. At the membership meeting of January 2011, the offices of Vice President/Secretary and Treasurer shall be up for election. The Officers elected at that time shall hold office for two years (until the membership meeting of January 2013). Thereafter, RCRC shall hold an election for these Offices every other year as described above.

Section 3. Election of Officers

The Officers of RCRC, except those appointed under Section 12 of this Article, shall be elected by the Regular and Plank Members at the annual membership meeting and shall hold office and thereafter until the position is filled in a new election.

- A. The election of officers shall take place as follows:
- B. At least forty-five (45) days prior to the election, the Vice President/Secretary shall mail or e-mail a notice to each RCRC member entitled to vote, soliciting nominations for officer positions. The notice shall inform members that nominations are due to the Vice President/Secretary no later than fifteen (15) days from the date of the notice.
- C. After the close of nominations and at least twenty (20) days before the election, the Vice President/Secretary shall mail or e-mail a notice and proxy form to each member entitled to vote stating the nominations for each RCRC office, the date of election, and the available voting methods.
- D. The vote of all Regular and Plank Members shall be taken at the annual meeting in person or by proxy, or by the following alternative means as designated by the Board:
 - 1. Vote-by-mail or e-mail, or
 - 2. Sealed ballot box placed in the RCRC boathouses.
- E. A proxy vote shall be counted only if the following conditions are met:
 - 1. The member authorizing the proxy informs the Vice President/Secretary of the identity of the member authorized to deliver their proxy at the election;
 - 2. The authorizing member signs and dates a proxy form indicating their vote and delivers it to the authorized member prior to the election; and
 - 3. The authorized member signs the proxy form and delivers it in person at the annual meeting, deposits it in the mail, sends it as an e-mail or deposits it in the ballot box in the RCRC boathouses, all in accordance the method of voting chosen by the Board pursuant to Subsection A above.
- F. Officers shall be elected by a simple majority of the votes cast at the election or by any other method determined by the Board to be valid. The votes shall be counted prior to the annual meeting of members and election results announced at that meeting. Votes shall be recounted upon the request of any nominee not elected.

Section 4. Removal and Resignation

- A. Any member may circulate a petition calling for the removal of an Officer. Upon receiving a petition signed by at least twenty-five percent (25%) of the membership of RCRC entitled to vote, the Board shall call a special meeting of the Regular and Plank Members of RCRC. The Vice President/Secretary shall ensure that all Regular and Plank Members receive reasonable notice of the

special meeting. If the Vice President/Secretary is the subject of the removal petition, the officers not subject to the removal petition shall designate one of their number to convey reasonable notice of the special meeting to the Regular and Plank Members of RCRC. Removal shall be declared upon a simple majority vote of a quorum of the Regular and Plank Members present at the special meeting.

- B. Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification of the officer, or any other cause, shall be filled in the same manner prescribed in Section 2 of this Article for normal elections to that office; provided, however, that vacancies shall be filled at a special membership meeting (or by mail or e-mail voting in lieu of a special meeting) held, following the notices and other steps required by Section 2, as soon as reasonably practicable after the vacancy becomes known.

Section 6. Chairperson of the Board

The President shall be the Chairperson of the Board, who shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7. President

- A. Subject to the control of the Board, the President shall be the general manager of RCRC and shall supervise, direct, and control the activities and affairs of RCRC. The President shall preside at all membership meetings and at all Board meetings, and shall represent RCRC in discussions with other organizations. The President shall have such other powers and duties as the Board or these Bylaws may require.
- B. The President, subject to Board discretion, may designate a representative to carry out specific functions of the office, as necessary.

Section 8. Vice President/Secretary

- A. If the President is absent or disabled, the Vice President/Secretary shall perform all duties of the President. When so acting, the Vice President/Secretary shall have all powers of and be subject to all restrictions on the President. If the Vice President/Secretary is acting in his or her capacity as the Secretary, the Vice President/Secretary shall provide notice to Regular and Plank Members of all meetings, elections, of the membership dues and boat storage fees set by the Board, and of all Rules and Regulations adopted by the Board.
- B. The Vice President/Secretary shall keep or cause to be kept at the principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of membership meetings. The minutes of the each meeting shall include the

following:

1. The time and place that the meeting was held;
 2. Whether the meeting was annual, regular, or special, and if special, how it was authorized;
 3. The notice given;
 4. The names of persons present at Board and committee meetings; and
 5. The number of members present or represented at membership meetings.
- C. The Vice President/Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws as amended to date, and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 9. Treasurer

- A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of RCRC's properties and transactions. The Treasurer shall prepare and send or cause to be given to all Regular and Plank Members and to the Directors an annual financial report, and such other financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director, or any Regular or Plank Member, at all reasonable times.
- B. The Treasurer shall do the following:
1. Receive and deposit, or cause to be deposited, all money and other valuables in the name and to the credit of RCRC with such depositories as the Board may designate;
 2. Pay RCRC's debts and disburse RCRC's funds as the Board may order;
 3. Render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of RCRC; and
 4. Exercise such other powers and perform such other duties as the Board or these Bylaws require.
- C. If required by the Board, the Treasurer shall give RCRC a bond in the amount and with a surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to RCRC of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

Section 10. Facilities Manager

The Facilities Manager shall ensure that all RCRC facilities and equipment are maintained in good condition, supervise the use of RCRC facilities and equipment, formulate RCRC safety policies in consultation with the other knowledgeable officers and members of RCRC, and ensure the implementation of an RCRC safety program. The Facilities Manager shall also determine whether and where personally owned boats are

stored in the RCRC boathouses.

Section 11. Membership Coordinator

The Membership Coordinator shall maintain the membership roster of RCRC, and coordinate payment of dues and fees by all members pursuant to the membership dues and boat storage fee schedule adopted by the Board.

Section 12. Junior Membership Representative

The Junior Membership Representative shall join RCRC as a Regular Member (but without being required to pay dues) and shall act as the representative of the RCRC Junior Members and Junior Crew. The Junior Membership Representative shall make available to the Board all books, accounts and records of the RCRC Junior Crew, and shall report to the Board on the operations of RCRC Junior Crew, including, but not limited to, the names and ages of all Junior Members, annual and quarterly financial reports for the Junior Crew program, the status of any Junior Member recruitment program, the number of competitions competed in, the number of practices held, and such other reports and information as Board members may request.

Section 13. Subordinate Officers

The Board may appoint any other officer that may be required by RCRC. Each appointed officer shall have the title and authority, and hold office for the period, and perform the duties specified in these Bylaws or established by the Board.

ARTICLE V. EDUCATIONAL PROGRAMS

RCRC shall offer a youth rowing program and a Learn to Row program for adults, as well as any other educational or community rowing programs that the Board deems appropriate.

ARTICLE VI. OTHER PROVISIONS

Section 1. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporations Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 2. Maintenance of Official Records

RCRC must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The minutes must be kept in written form. Other books and records may be kept in either written form or in any other form capable of being converted into written form.

Section 3. Annual Report

An annual report shall be generated no later than one hundred twenty (120) days after the

close of RCRC's fiscal year. The report must contain all of the information required by Section 6321 of the California Nonprofit Public Benefit Corporations Law and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of RCRC that the statements were prepared without audit from the books and records of RCRC is required. The annual report shall be made available to all Members upon request.

Section 4. Endorsement of Documents; Contracts

The Board, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract in the name of and on behalf of RCRC. This authority may be general or confined to specific instances. Unless so authorized by the Board, and except as otherwise provided in these Bylaws, no officer, agent or employee shall have any power or authority to bind RCRC to any contract or agreement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 5. Amendments

Any new bylaw or proposed amendment to these Bylaws may be sent to the Vice President/Secretary in writing by a Regular or Plank Member at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered. The Vice President/Secretary shall mail or e-mail the new bylaw or proposed amendment to all Regular and Plank Members at least ten (10) days prior to the meeting at which the proposed amendment is to be considered. Following this notice, these Bylaws may be amended by the members at any meeting of the Regular and Plank Members of RCRC at which a quorum is present by a simple majority vote of the Regular and Plank Members present and voting, or, if permitted by applicable law, by the Directors at any regular or appropriately noticed special meeting of the Board by a majority of the Directors then in office. At the election of the Board, amendments to these Bylaws may also be approved by e-mail by a simple majority of the Regular and Plank Members voting as long as the number of Regular and Plank Members voting is a majority of the total number of Regular and Plank Members.

Section 6. Indemnification

The Officers and Directors shall not be personally liable for the debts, liabilities, or any other obligations of RCRC. RCRC shall have the power to, and hereby does, indemnify the Officers and Directors from any and all debts, liabilities, claims, and other obligations to the fullest extent permitted by California Law. RCRC shall defend, at its cost and expense, the Officers and Directors from any and all such claims.

Section 7. Insurance

RCRC shall have the power to purchase and maintain insurance on behalf of any agent of RCRC against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such, whether or not RCRC would have the power to indemnify the agent against liability under the provisions of this Article, provided, however, that RCRC shall have no power to purchase and maintain insurance to indemnify any agent of RCRC for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. RCRC may also purchase insurance to provide coverage for regattas or other competitive events.

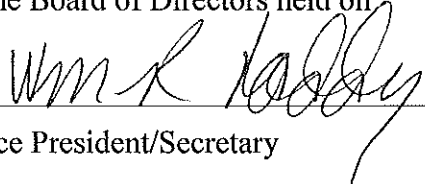
ARTICLE VII. DISSOLUTION

Upon dissolution, the assets of RCRC 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 conveyed pursuant to the order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations as said court shall determine, which are organized and operated exclusively for public purposes.

Certificate of the Vice President/Secretary of River City Rowing Club, a California Nonprofit Public Benefit Corporation: I hereby certify that I am the duly elected and acting Vice President/Secretary of River City Rowing Club and that the foregoing Bylaws, comprising 14 pages, constitute the First Amended Bylaws of River City Rowing Club, as duly adopted at a meeting of the Board of Directors held on

JAN 12, 2009.

Dated: JAN 28, 2009



Vice President/Secretary