

BYLAWS OF
AMOSKEAG ROWING CLUB

(amended and restated as of March 21, 2007)

Article I. Offices

The principal office of the corporation in the State of New Hampshire shall be located in Manchester, New Hampshire. The corporation may have such other offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II. Members

Section 1. Eligibility. Any person who has completed an application and met the qualifications for membership established from time to time by the Board of Directors shall be eligible to be a member.

Section 2. Dues. The Board of Directors may assess annual dues and other membership charges from time to time, payment of which shall be a condition of membership, as determined by the Board of Directors.

Section 3. Meetings. The annual meeting of the corporation shall be held in the spring of each year, on such date and at such place as the president may determine in Manchester or Concord, New Hampshire, or any of the surrounding communities. Special meetings may be held at the request of the president, any five directors, or any fifteen members, at such place designated in the notice of the meeting, which shall be sent by the same form of delivery as notices of meetings of the Board of Directors, at least ten days prior to the meeting. The notice of any special meeting shall state the purpose of the meeting.

Section 4. Action by Vote. A majority of the members present at any annual or special meeting may take any action, unless a different vote is required by law, by the Articles of Incorporation, or these bylaws. Voting by proxy shall not be permitted. Each individual member shall be entitled to one vote; each member over the age of twenty-one of a family group holding a family membership shall be entitled to one vote.

Article III. Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of directors of the corporation shall be no less than five (5) and not more than twenty-one (21), as the Members may from time to time determine.

Section 3. Election and Tenure. Directors shall be elected by the Members at the annual meeting of the corporation. Director shall serve terms of one (1) year, and shall hold office until their successors are elected and qualified.

Section 4. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held within four weeks after the annual meeting of the Members. The Board of Directors shall hold regular meetings at least quarterly.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any five directors.

Section 6. Notice. Notice of any regular meeting shall be given at least seven (7) days before the meeting and any special meeting shall be given at least two (2) days before the meeting by written notice delivered personally or mailed to each director at his business or residential address, by telephone delivered to a responsible person at the director's residence or business address, or by electronic mail or similar delivery to an address that the director has provided the secretary for that purpose. If mailed, notices shall be deemed to be delivered on the earliest of its receipt or two (2) business days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The notice of any special meeting shall state the purpose of the meeting, and only business that is stated in the notice can be conducted at the special meeting.

Section 7. Special Telephone Meeting. A special telephone meeting of the Board of Directors may be called by or at the request of the president or any five directors. The meeting shall be held by means of a conference telephone or similar communications equipment by which all persons participating can hear each other, and such participation shall constitute presence at the meeting. Notice of a special telephone meeting shall be given in the same manner as notice of regular meetings or by telephone delivered to a responsible person at the director's residence or business address at least twenty four (24) hours prior to the telephone meeting.

Section 8. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds (2/3) of the directors.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any position to be filled by reason of an increase in the number of directors may be filled for such term as the Board of Directors shall determine, but not longer than the annual meeting of the next following year.

Section 12. Compensation. Members of the Board of Directors shall serve without compensation.

Article IV. Officers

Section 1. Number. The officers of the corporation shall be a president, one or more vice-presidents, a secretary, and a treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office until his or her successor is duly elected and qualified or until the director resigns or is removed.

Section 3. Removal. The Board of Directors, by majority vote, may remove any officer or agent at a regular or special meeting, provided the notice of the meeting states the removal of the officer as a purpose.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary.

Section 5. Vacancies. The Board of Directors may fill any vacancy in any office because of death, resignation, removal, disqualification or otherwise, for the unexpired portion of the term.

Section 6. President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the officers or the Board of Directors. The president shall sign or countersign all certificates, contracts, and other instruments of the corporation as authorized by the Board of Directors and in general shall perform all duties incident to the office of president and such other duties as the Board of Directors from time to time may assign.

Section 7. The Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president, if one is elected (or in the event there is more than one vice-president, the vice-presidents in the order designated at the time of their election,

or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 8. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 9. The Treasurer. The treasurer shall: (a) be responsible for all funds and securities of the corporation; (b) account for all moneys received and paid by the corporation; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 10. Assistant Secretaries and Assistant Treasurers. The assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

Article V. Executive Director

The Board of Directors may employ an executive director and such other employees as necessary to carry out the programs of the corporation. The executive director shall perform all duties incident to the office and such other duties as may be assigned by the Board of Directors from time to time.

Article VI. Committees

Section 1. Formation. The Board of Directors may from time to time establish standing committees and such additional committees as it deems desirable to carry out the affairs of the corporation. Each committee shall consist of a chair and one or more additional members. Except as otherwise provided in the authorization of the Board of Directors establishing the committee, the chair and committee members shall be appointed, and may be removed, by the President. Each committee shall report regularly on its activities to the Board of Directors. The President shall serve as an ex-officio member of all committees.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee is sooner terminated, or until the member is removed by the Board of Directors, or for such longer time as is specified by the Board of Directors at the time it creates the committee.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

Section 4. Quorum and Voting. Unless otherwise provided in the resolution by the Board of Directors authorizing a committee, all committee members shall have voting privileges on that committee, a majority of the committee members shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules of Procedure. Each committee shall establish rules of procedure, including notices of meeting and the keeping of minutes, which are reasonably consistent with the rules of procedure of the Board of Directors as established by these bylaws.

Article VII. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time determine.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VIII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year.

Article IX. Amendments

These Bylaws may be altered, amended or repealed and new By-laws may be adopted by the majority vote of the Members at any annual or special meeting of the Members or by Board of Directors at any annual or special meeting of the Board of Directors, provided that the notice of such special meeting shall set forth the text of any proposed alterations, amendments or new Bylaws, and, the Members shall be entitled to revoke any amendment previously adopted by the Board of Directors at the next following meeting of the Members, but no such revocation shall affect any action previously taken by the Board of Directors, any officer, or the Members in reliance on such amendment. In no event may any amendments be made that would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Article X. Limitation of Liability

Pursuant to New Hampshire Revised Statutes Annotated Section 508:16, the directors and officers shall not be liable for bodily injury, personal injury, and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation.

The directors and officers shall not be liable to the corporation or to its members for monetary damages for breach of their fiduciary duties to the fullest extent permitted by New Hampshire Revised Statutes Annotated chapter 292.

Article XI. Conflict of Interest Policy

Any director, officer or committee member who or a member of whose immediate family proposes to enter into a pecuniary benefit transaction (as defined by RSA 7:19-a) with the Corporation shall have an affirmative obligation to disclose such interest or that of the family member and shall be prohibited from participating in the discussion on the subject or voting thereon. The Board shall authorize the Corporation to enter into such pecuniary benefit transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

Article XII. Third Parties

These Bylaws shall not be construed to be for the benefit of third parties and are not intended to create any rights or interests in behalf of any other person or entity.

Dated: _____, 2005

Secretary