

Bylaws of The Friends of MIT Crew
Amended 10/28/03

(Amendments shown as double strikethroughs or in italics)

ARTICLE I

NAME, AUTHORITY and PURPOSE

1.01 **The name** of the association shall be The Friends of MIT Crew, hereinafter sometimes referred to as "Friends" or "FOMITC", as established in 1985.

1.02 **Purpose of FOMITC** The purpose is to enhance the success of the intercollegiate rowing program, to promote a rowing experience at MIT which enriches the education experience and encourages excellence, and to provide a vehicle for financial and inspirational support of rowing at MIT.

1.03 **Effect** These bylaws are enacted pursuant to paragraph 12 of the Rules and Regulations of The Friends of MIT Crew, the agreement between the MIT administration and The Friends of MIT Crew, signed in June 2001 ("Agreement"). These bylaws are intended to supplement the Agreement in matters of organization and internal management of the Friends and shall supersede paragraph 3 of the Agreement. Additionally, the Board of Directors established in these bylaws shall assume responsibility for all those functions listed in the Agreement as duties or responsibilities of the Managing Committee. In the event of conflict between the Agreement and these bylaws, except in paragraph 3 of the Agreement, the Agreement shall control.

ARTICLE II

MEMBERS and ANNUAL MEETING

2.01 **Qualifications** Membership in the Friends shall be open to anyone who supports rowing at MIT.

2.02 **Annual Meeting** An annual meeting of the membership shall be held in the vicinity of Cambridge, MA at a time and place to be decided by the Board of Directors. Written notice of the annual meeting shall be made to the membership at least thirty (30) days in advance with a draft agenda of business for the meeting. Directors shall be elected at the opening of the annual meeting by the Friends members voting in person or by mailed or electronic ballot.

ARTICLE III
BOARD OF DIRECTORS

3.01 Powers and Compensation The business and affairs of Friends shall be managed by its Board of Directors (“Board”). Directors shall serve without compensation.

3.02 Number and Tenure of Directors The number of elected, voting At Large Directors, not including Special Directors and ex-officio Directors, shall be twelve (12), or more as set forth below. The term of the At Large Directors shall be three (3) years. Each Director may hold office for two consecutive terms. An At Large Director who serves two consecutive terms will not be eligible for re-election until three years after his or her most recent service.

3.03 Election of At Large Directors One-third (1/3) of the elected, voting At Large Directors shall be elected for three year terms at the annual meeting of Friends by the members voting in person, by mailed ballot (email, postal mail or web site) or by written proxy based upon the ballot materials circulated in advance by or for the Nominating Committee. At Large Directors shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years. To achieve the required consecutive year terms, the initial At Large Directors shall be elected for initial terms of one, two, or three years, each of which shall be considered to be one term. Elected, voting At Large Directors elected after the initial terms shall be elected for a term of three years. Any dispute as to the outcome or validity of this election, whether based on the low percentage of members voting or any other matter, shall be decided by the outgoing Board of Directors. An interim Board of Directors has been established as set forth in Exhibit 1 to serve from the date of adoption of these bylaws until the first annual meeting.

3.04 Special Directors The Board of Directors may appoint additional, non-voting Special Directors whose terms shall be one year and who may be reappointed for one or more additional terms.

3.05 Ex-Officio Directors The Board of Directors may appoint non-voting Ex-Officio Directors from the membership who have significantly supported MIT Crew, whose terms shall be one year and who may be reappointed for one or more additional terms. The immediate past president of Friends, if not otherwise a Director, shall be an Ex-Officio Director for at least one subsequent year. The Commodore of the MIT Boat Club shall be an Ex-Officio Director.

3.06 Qualifications Each of the twelve (12) At Large Directors shall have had undergraduate rowing experience at MIT, be presented as a candidate by the Nominating Committee and elected by the membership. No current coach of any MIT crew or other personnel of the MIT Athletic Department may be a Director. However, the men’s and women’s varsity coaches and the Athletic Director, or their designated representatives, may be invited to attend meetings of the Board

3.07 **Annual Meeting** An annual meeting of the Board of Directors shall be held in the vicinity of MIT at the time of the annual membership meeting, and shall be open to attendance by the membership. Notice of the annual Board meeting shall be made to the membership with a draft agenda of business for the meeting at least thirty (30) days in advance.

3.08 **Election of Officers** The Board of Directors shall elect officers at the beginning of the annual meeting of the Board, immediately following the annual meeting of the Friends membership, with their office terms to begin immediately.

3.09 **Other Meetings** Meetings of the Board of Directors may be called by the President or at least four (4) At Large Directors. Board meetings may be conducted in person or by electronic conference.

3.10 **Notice** Notice of any meeting of the Board of Directors shall be given at least seven (7) days in advance in a manner (written notice, delivered personally or sent by mail or e-mail to each Director at her/his address as shown by the records of the Friends, by fax, or by telephone) designed to reach all Directors. The notice shall specify the time, location or means of participating, and business to be transacted.

3.11 **Quorum** Sixty percent (60%) of the At Large Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the Directors present may conduct business but any such business must be approved at a meeting of the Board of Directors within 30 days or ratified in writing within thirty (30) days by at least two-thirds (2/3) of the Board.

3.12 **Manner of Acting** The Board of Directors shall act by vote of a majority of those present with a quorum.

3.13 **Procedure** The Board of Directors shall keep regular minutes of its proceedings. These minutes shall be mailed to Board members not more than thirty (30) days after the meeting, but at least seven (7) days prior to the next scheduled meeting.

3.14 **Vacancies** Any vacancy, including Interim Directors as in 3.03, occurring on the Board of Directors shall be filled by the Board of Directors. A Director selected to fill a vacancy for an unexpired term of less than one year is eligible to serve two consecutive full terms on the Board.

3.15 **Removal** The Board may remove any Director by a vote of seventy-five percent (75%) of all At Large Directors. Absence from three (3) consecutive board meetings is equivalent to resignation from the Board, at the discretion of the Board. The Secretary shall give notice of removal in writing to the Director not more than ten (10) days subsequent to such action.

ARTICLE IV OFFICERS

4.01 **Election and Term of Office** The Board of Directors shall elect Officers at the beginning of the annual meeting of the Board, immediately following the annual meeting of the Friends membership. All officers shall be elected for one-year terms and may be re-elected for additional terms so long as they are At Large Directors.

4.02 **Vacancies** Any Officer may be removed from office by a two-thirds (2/3) vote of the At Large Directors. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

4.03 **President** The President shall serve as the Chief Executive Officer of the Friends. The President or other Officers as delegated by the President shall preside at meetings of the Officers and the Board of Directors. The President shall have such powers and/or perform such duties as are vested in the position by these bylaws, and as prescribed by the Board of Directors.

4.04 **Vice Presidents** One or more Vice Presidents may be elected upon recommendation of the Nominating Committee or appointed by the President, subject to ratification by the Board of Directors. Each Vice President shall have specific responsibilities established by the Board.

4.05 **Secretary** The Secretary shall keep a record of attendance and the minutes of all Officer and Board of Directors meetings, keep a register of the post office and e-mail addresses and other contact information of each member and, in general, perform all duties incident to the office of Secretary. The Secretary may, with the prior approval of the Board of Directors, delegate some portion of these duties to staff employed at the Alumni Office or elsewhere, in which case the Secretary shall oversee such staff work and report on it to the Board. The Secretary shall perform such other duties as may be assigned by the President or prescribed by the Board of Directors.

4.06 **Treasurer** The Treasurer will monitor and report balances, receipts and disbursements of all funds raised by Friends or used from any source to support rowing at MIT. The Treasurer shall perform such other duties as may be assigned by the President or prescribed by the Board of Directors.

ARTICLE V COMMITTEES

5.01 **Nominating Committee** The Nominating Committee shall be a standing committee of three (3) members and shall prepare a slate of Directors and Officers for the annual meeting. The Immediate Past President shall be chair of the Nominating Committee. The other members of the committee shall be the next two preceding

Past Presidents. The Board shall appoint Nominating Committee members to fill vacant Past President positions until there are three (3) Past Presidents.

5.02 Selection Criteria The Nominating Committee shall consider candidates, including those suggested for nomination by any member of the Friends, based upon their ability and potential to assist the Friends in accomplishing its purpose as stated in Section 1.02. The Nominating Committee shall also take into account diversity, including, but not limited to, age, gender and undergraduate rowing experience, such that the membership of the Board is reasonably representative of the entire membership of Friends. The Nominating Committee shall each year announce to the entire membership the number of forthcoming Director vacancies and solicit suggestions for candidates from the membership. ~~The ballot material, which the members receive for electing At Large Directors, shall include all candidates who are deemed qualified.~~ All references to the candidates shall be presented in the same format. Those recommended by the Nominating Committee may be so designated.

5.03 Other Committees The Board of Directors may designate and appoint additional committees and shall set forth the charge of any such committee by resolution or other written instrument. Each committee shall consist of individuals selected by the President or the committee Chair as needed to carry out the charge to the committee. Each committee shall consist of at least one (1) Director but need not be chaired by a Director. The President shall recommend, subject to the approval of the Board, the chair of each committee and whether to designate such chair as a Vice President of the Board.

5.04 Rules and Functions Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each committee shall formulate a statement of its function, which shall be submitted to the Board of Directors for approval.

5.05 Annual Review The Secretary shall prepare, after consultation with the President, a report for the annual meeting of the Board of Directors on the committee structure, including existing and proposed committee functions, achievements, appointments and other actions.

5.06 Term of Office Each member of a committee shall continue as such until the next annual meeting, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

5.07 Vacancies Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

5.08 Quorum Unless otherwise provided, a majority of the whole committee including the committee Chair, shall constitute a quorum, and decisions made at meetings where a quorum is present shall be the act of the committee.

ARTICLE VI
OFFICE, RECORDS AND STAFF

6.01 **Fiscal Year** The fiscal year of Friends shall be the same as MIT's fiscal year.

6.02 **Books and Records** The Officers or their designees shall work with MIT, in accordance with Section 9 of the Agreement, to obtain financial and other information to prepare and present an annual report to the membership, and shall work with the Alumni Office to maintain a complete and accurate record of the names and contact information for all members.

6.03 **Office** Unless otherwise designated by the Board, the principal office of Friends shall be c/o The Association of Alumni & Alumnae of MIT ("Alumni Office"), 77 Massachusetts Avenue, Cambridge, Massachusetts, 02139.

6.04 **Support Staff** The President may, with approval of the Board of Directors and in accordance with the budget, retain and direct the work of staff to perform professional and/or clerical services related to the work of Friends. Any such services shall be hired under a contract approved by the Board of Directors or may be obtained from Alumni Office staff according to agreement between Friends and the Alumni Office.

ARTICLE VII
INTERPRETATION

7.01 **Interpretation** *In questions of interpretation as to the meaning and/or effect of these bylaws, a majority vote of all At-Large Directors shall be definitive.*

ARTICLE VIII
AMENDMENT

8.01 **Amendment** These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of seventy-five percent (75%) of all At-Large ~~the Board of Directors~~ *and when subsequently* ratified by a majority of the members voting in person, by proxy or by mailed or electronic ballot. ~~at the annual meeting of the membership.~~ Written notice, describing completely any proposed change, shall be sent to the entire membership at least thirty (30) days prior to the date *at which the vote to ratify is scheduled.* ~~Annual Meeting at which the vote is scheduled.~~