

BYLAWS

of the

Rivanna Rowing Club, Inc.

A Not-for-Profit (501c 7) Corporation

Registered with the
Virginia Corporation Commission
(Filing # 353893).

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Section 1 - BACKGROUND, LANGUAGE, AND HOW TO CHANGE THE BYLAWS

Background

In 1990, Rivanna Rowing Club (RRC) took its present form as a non-profit community rowing program. Since 1996, the club has rented space from the Virginia Rowing Association in the Magruder Dent Rowing Center, built in 1995, primarily to house the rowing teams of the University of Virginia. Long-time UVA coach Kevin Sauer and Charlottesville resident Tom Allan provided key support for RRC's operations in its first decade. The club has an enduring debt to the VRA and to the Virginia teams and coaches for their vital support of community rowing.

Governed by an elected board of directors, the club serves residents of central Virginia who share a common interest in rowing. RRC supports rowers of varied skill and fitness levels and endeavors to provide equitable allocation of available equipment, programs, and facilities. The club promotes the sport of rowing through education, training, and outreach. The club ensures sustained operation through judicious management of all its resources. RRC depends entirely on its members; their generous, voluntary commitments of time and resources sustain the club.

Language

The language of these bylaws reflects the movement within the American Bar Association to avoid legalese, and to have documents which are clear and easily understood by non-lawyers.

How to Change the Bylaws

Board Motion

The club's bylaws, or any changes to them, must be approved by two-thirds of the board of directors, not just the quorum of a board meeting. Before the board may vote on a change to the bylaws, the membership must have been notified, in the regular announcement of a board meeting, that a change to the bylaws is on the agenda for that meeting.

Motion by Voting Members

The voting members may also propose changes to the club bylaws at any regular or special meeting of the membership. The procedures for calling and voting at such meetings are described below. Any motion to change the bylaws must be detailed in the agenda sent with the call for the meeting.

Section 2 - MEMBERS CONSTITUTE THE CLUB: CLASSES OF MEMBERSHIP, MEETINGS OF THE MEMBERS

The bylaws are deliberately structured to elicit broad participation by the membership in club affairs. All members must realize that they have a direct role in sustaining the club so that it can provide community access for rowing on the Rivanna Reservoir.

Classes of Membership

The club has three classes of membership:

--voting members, being individuals aged eighteen or older

--non-voting non-resident members, being individuals aged eighteen or older with a legal residence outside of the City of Charlottesville, Albemarle, Nelson, Greene, Fluvanna, and Louisa counties.

--non-voting student members, being individuals aged thirteen through seventeen.

Application for membership shall be open to any individual older than twelve interested in the purposes of the Corporation.

The Board of Directors will further define these membership classes within the framework established in these bylaws. Each member shall pay such dues as may from time to time be set by the Board of Directors in accordance with the bylaws.

Any person, aged 13 or older, who has been approved by the board of directors is accepted as a member, provided the person has: paid the annual membership fee established by the board, paid the applicable program fees, abides by the bylaws, and follows all other guidelines and regulations established by the club. Each voting member shall be entitled to one vote in all matters coming before the membership for its consideration.

Anyone who has paid an annual membership fee during a calendar year and who has been accepted into membership by the board of directors shall have a membership term extending through December 31st of the current year.

Meetings of the Members

Fall Meeting

The membership at large of the club will hold two regular meetings each year - the Fall and the Spring members meetings. All classes of members are invited to attend. At the Fall meeting, the voting members review the season that just ended, hear a report on club finances, consider other matters, fill vacancies on the board, and elect a new president of the board.

Spring Meeting

At the Spring meeting, the voting members hear the board's report on programs for the upcoming season, a report on annual dues and program fees, and they consider other matters as required.

Special Meetings

In addition to those two regular meetings, a special meeting of the membership can be called by: a) call of the board president and secretary acting jointly, b) call of a majority of the sitting board of directors, or c) the signed notice of 15 voting members.

Meeting Notices

To call a regular or special meeting, notice must be sent to all members of record at least ten days in advance of the proposed meeting (and no more than 60 days in advance). The call will commonly be by e-mail to the membership, although other forms of communication are acceptable. The call will include an agenda of matters to be considered at the meeting.

Who Can Vote

At any meeting of the membership, each voting member shall have an equal vote, and votes must be cast in person.

Quorum for Voting

At any regular or special meeting of the membership, a quorum of sixteen voting members is required for a vote to be held on any matter coming before the membership for its approval. If the meeting lacks a quorum, those in attendance may discuss any matter.

Meeting Notes

Whether a quorum is present or not, the board secretary (or approved alternate) will take complete minutes of any membership meeting, and the minutes will be sent (by e-mail) to all members within ten days of the meeting.

Section 3 - MANAGING THE CLUB: ELECTING THE BOARD OF DIRECTORS, ISSUES FOR THE BOARD, BOARD MEETINGS

RRC is run by a board of directors -- all volunteers, elected by the voting membership to serve in that role. All policy decisions of the club are made in board meetings. The long-term health of the club depends on the membership at large -- to rotate into board positions and to lead various club activities within the framework established by the board.

Electing the Board of Directors

The corporate powers, business, and property of the club shall be exercised, conducted, and controlled by the board of directors. The board will number between 7 and 15 voting members of the club. At the regular Fall members meeting, the membership at large shall, by majority vote of those present and eligible to vote, elect new directors to fill any vacancies on the board. All new directors will agree in writing to serve on the board. Directors serve for a two-year term (i.e.: the term expires at completion of the Fall members meeting two years after election).

All members of the board of directors are term-limited to a maximum of two consecutive terms. After a gap in service of at least a year, they are again eligible for election to serve on the board.

Any member of the board of directors may not concurrently occupy a paid staff position with RRC (this clause approved by the board on October 9, 2007).

Vacancies that occur other than by expiration of the two-year term, may be filled by a majority vote of the Board upon the nomination of a voting member by a director. That member must assent in writing to serve on the board. Failure to attend four consecutive board meetings will be considered a resignation from the board by that director. Notice of board meetings may be by e-mail (see the section on e mail below).

The voting membership selects the board president at the Fall members meeting (the president serves a one-year term, and is limited to two consecutive terms). At its next meeting, the new board selects its own officers, other than the president, by majority vote. The board must draw its vice president, secretary, and treasurer from its own ranks. It may appoint other club officers from the membership at large.

If the president resigns the post before the expiration of his/her term, the board will elect a new president to serve out the remainder of the unexpired term. Such an interim term president is eligible for subsequent election to a regular one-year term.

Issues for the Board

The board decides: long-term plans, annual programs and fees, membership dues, coach selection and salaries, rules and regulations, and other matters authorized by the bylaws. It appoints a nominating committee (to elicit candidates to fill board vacancies) in advance of the Fall members meeting, tracks progress of its plans, and meets for key decisions, including the suspension of rowing privileges of a member for cause. The board can create ad hoc committees for any purpose it desires.

Board Meetings

Regular Board Meetings

The board will meet at its discretion, normally on a monthly basis. Typically the president calls the meeting in an e-mail to the board. Acting through the secretary, the president is responsible for ensuring that an agenda for all regular board meetings is sent five days in advance to the membership at large. The board may meet in any place it chooses, provided that minutes are taken and that any member may attend. *All board meetings are open to the membership, although the board may meet in executive session when confidentiality or law dictates.* Within ten days of any board meeting, the secretary will send accurate minutes to the membership at large. All the communications, calls, agendas, and minutes described here will typically take place by electronic communication (e-mail), but directors may use other means of communication if they think it necessary.

Special Board Meetings

Beyond its regular meetings the board may be called for a special meeting by a joint call of any 5 directors (by e-mail), provided that a) the call is made in e-mail to the membership b) the call includes an agenda detailing the matters for consideration at the meeting c) a period of 48 hours elapses between the call and the meeting.

Quorum for Board Meetings

The board must have a quorum present to hold a meeting. Two-thirds of the total number of directors will be a quorum for any deliberation or action by the board. On any matter requiring a vote by the directors, a simple majority of the total number of directors will be sufficient to pass any resolution and to authorize any corporate act -- except as otherwise provided in the club's certificate of incorporation and the bylaws.

Section 4 - MANAGING THE CLUB: NOMINATION OF DIRECTORS, ELECTION BY VOTING MEMBERS, WHAT OFFICERS DO

Nomination of Directors

Seven days before the Fall members meeting, the Board, through its nominating committee, will offer a list of candidates to fill all vacancies created by retiring directors, circulating the list by e-mail to the membership. As a general goal the slate of candidates should reflect the breadth of rowing interests of the membership (sculling and sweep, fitness and competition).

Election By Voting Members

At the Fall meeting, the voting members will elect new directors as required to fill vacancies. Beyond candidates identified by the board, members are encouraged to nominate from the floor at that meeting.

What Officers Do

President

The president will call meetings of the board as provided by the by-laws, preside over all meetings of the board or the membership, and sign all contracts and instruments which have been approved by the board of directors. More generally, the president will direct the affairs of the club, within the direction and guidelines established by the board of directors.

Vice President

The vice president will assist the president in guiding the affairs of the club.

Secretary

The secretary will record minutes of all board and membership meetings, circulate those minutes to the membership as provided in the bylaws, keep a permanent, paper record of the minutes, keep and use the corporate seal as necessary, keep an accurate membership roster to include e-mail addresses, and undertake other duties as requested by the board of directors.

Treasurer

The treasurer will receive and deposit all dues, program fees, and other income to the club, disburse funds as directed by the board, keep an accurate and up-to-date set of accounts, provide reports on club finances to board and members meetings, and undertake other duties as requested by the board of directors. With 48 hours notice, the treasurer will make available all accounts and bank records for inspection by any member of the board of directors. The board may require the treasurer to furnish a bond in a form and amount that it directs.

The treasurer will ensure that all tax payments are made in a timely fashion as required by law. As a matter of law, however, the board as a whole shares this responsibility.

The board may name other officers at its discretion, including the following:

Communications Officer

The communications officer will communicate with news media and others outside the club to explain or publicize club activities as directed by the board.

Membership Officer

The membership officer will lead the club's efforts to attract and retain members, orient new members in direct interchanges, ensure that all new members receive a copy of the bylaws, and undertake other duties as requested by the board of directors.

Equipment Manager

The equipment manager will take periodic inventory of the condition of all club equipment, recommend for board authorization the purchase of repair parts as needed, act as point person for the maintenance of all club equipment, and undertake other activities as directed by the board. This crucial job requires the assistance of all members using club equipment as they must notify the equipment manager in a timely manner of any needed repairs.

Boathouse Captain

The boathouse captain will enforce rules governing use of club equipment and facilities, act as the contact for members wishing to reserve club boats for regattas or training purposes, act as primary contact for guests seeking to use club facilities as provided in guidelines established by the board, administer a captain's test to new scullers, administer the waiting list for those seeking rack space in the boathouse, and perform other duties as requested by the board.

Section 5 - REMOVAL AND SUSPENSION

Within the framework established by law, a club has the right to decide who its members may be and to establish rules governing members' conduct. Other clubs have had bad experiences, including: extreme vindictiveness, lawsuits, bullying or harassing of members, failure to follow mandated safety procedures, failure to pay dues beyond any reasonable excuse, outrageous and libelous claims against the club or its members, theft, malicious damage to boats, and fraud.

Removal of Directors

The membership at large can remove any board member for any reason, at a regular or special meeting of the membership, called as provided above. The meeting notice will state that a purpose of the meeting is removal of a director. Provided a quorum is present, the voting members can remove a director by majority vote, and fill the vacancy immediately - also by majority vote.

Suspension of Members

The board has the power to suspend the rowing privileges of any member if the board determines that this action is required to serve the best interest of the club. To undertake this serious step, the board must give at least 14 days notice to the member in question stating the rationale for the proposed suspension. At its next meeting the board will confer on the matter, considering presentations of any members. Upon careful deliberation, a majority vote by secret ballot of the board will decide the issue. The board may fix the term of the suspension.

Provision for Safety Suspension

If any member violates safe rowing practices mandated by the club, any two directors have the power by a joint determination, to immediately suspend the rowing and boathouse privileges of that member for one week. During that week, the board may vote to extend the suspension to any term it deems appropriate.

Section 6 - MISCELLANEOUS PROVISIONS: CLUB FUNDS, E-MAIL, EXCEPTIONAL ACTIONS, COMPENSATION, VICE PRESIDENTIAL ACTION, PERSONS IN ARREARS

Club Funds

All club funds will be deposited by the treasurer in a bank selected by the board. Payments over \$1,000 must be cosigned by the treasurer and the president (or by his/her authorized representative).

E- Mail

Every member of the club, unless the board decides otherwise in a particular case, must be reachable by providing the club with a current e-mail address. The secretary shall be charged with keeping accurate and updated e-mail addresses. It is, however, the responsibility of members, not the secretary, to supply promptly changes of addresses (e mail and postal).

Any requirement under the bylaws for a written communication or signature or any consent to action shall be valid if sent on a timely basis (as provided above) by e-mail communication to an electronic address provided to the secretary by the appropriate party for that purpose.

Exceptional Actions

The bylaws envision that the board will take its actions in meetings called in advance and open to the membership. But in an exceptional case, the board can decide without a meeting upon any action if all the directors agree to that step or policy in writing,

received (in advance of the action) by the president, vice president, or secretary. A decision reached in this fashion will be a valid action of the club as if it had been authorized at a regular meeting of the board. As with actions in regular board meetings, the secretary must send out minutes within ten days to the membership at large, describing the action taken under this procedure. If the board cannot agree unanimously to take an exceptional action, it must hold a meeting, called under the procedures described above.

Compensation

No director will receive any form of compensation for services as a director. Note, however, that the treasurer will reimburse directors for any expense they undertake that has advance approval of the board. All payments of any kind to employees or contractors must be authorized and made by the treasurer, following the relevant provisions of the bylaws.

Vice Presidential Action

If the president cannot serve for any reason, but has not resigned, the vice president will act in her/his stead until the next Fall meeting when the voting membership elects a new president.

Persons in Arrears

If a person is 60 days in arrears in paying membership dues or other fees, the treasurer will notify the board. After discussion, its actions can include: a) posting in the boat house a list of people in arrears, b) barring access to club equipment or facilities (including the boat house itself, as RRC rents that space), or c) termination of membership.

Section 7 - DISSOLUTION

The club owns property, which is the result of much work by members over many years. Upon dissolution, any remaining assets will be distributed as outlined in the next paragraph.

The club has a longstanding policy of paying for ongoing operations out of membership dues and program fees. If insolvency is inevitable the Board should do its best to dissolve the corporation before it is unable to service its debt. This might be caused by severe drop in membership for example. In the event that, after liquidation and payment of creditors, any proceeds or assets remain for distribution, the club will donate those funds or assets to any rowing club with the same purpose and possessing 501 (c) 7 status.