

# Hampton Roads Rowing Club

## Constitution

(Revised November 8, 2016)

### ARTICLE I

#### **Name, Duration and Principal Office**

The name, duration and principal office of this corporation shall be set forth in the corporation's Certificate of Incorporation.

### ARTICLE II

#### **Objective**

The objective of this club shall be the encouragement and furtherance of aquatic and athletic sports among amateurs, more particularly the instruction, improvement, and competition in, and enjoyment of, the art of rowing and the promotion of a friendly and social spirit among its members.

### ARTICLE III

#### **Membership and Financial Obligations**

##### **Section 1. Membership Levels**

Participation in the club is managed via membership. The Board of Directors shall define and maintain the levels of membership in a separate document. The membership level document shall be publically available. No membership level may be offered which is not defined in the membership level document. The defined levels, when taken as a whole, shall be as inclusive as practically possible.

##### **Section 2. Dues and Equipment Fees**

The Board of Directors shall recommend any changes to the dues associated to each membership level, as well as any fees not directly associated to a membership level, subject to approval from the voting membership.

# ARTICLE IV

## Board of Directors

### Section 1. Responsibilities and Duties.

Unless otherwise directed by the Membership or otherwise specified by the By-Laws, all matters of governance of the Club in every respect shall be determined by the Board of Directors including without limitation the setting of dues, fees, assessments and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members and all other matters incident to successful continuation of the Club into the future in accordance with its objectives. A decision of the Board of Directors may be overruled only by a vote of two-thirds of the members present at a meeting called for that purpose on two weeks' notice. At such a meeting each member of the Board of Directors shall have one vote on the issue in question.

### Section 2. Composition.

The Board of Directors shall consist of thirteen members as follows: President; Vice President; Secretary, Treasurer, Boathouse Captain, Safety Officer; plus seven Trustees. With the exception of the Boathouse Captain and Safety Officer, all other positions are elected at the Annual Meeting.

The Board of Directors shall plan to meet not less frequently than once a month. Seven Board members shall constitute a quorum.

### Section 3. Terms.

The President, Vice President, Secretary, and Treasurers shall take office on January 1 and shall serve for a term of one year and until successors are duly elected. Trustees shall start their terms on January 1 and shall serve for a term of three years. To ensure continuity, at the first election following adoption of these By-Laws, two Trustees shall be elected for a one year term; two Trustees shall be elected for a two year term and three Trustees shall be elected for a three year term. The Boathouse Captain and Safety Officer shall be appointed by the elected Board members. The Boathouse Captain and Safety Officer shall start their terms on the day of their appointment by the Board of Directors and shall end on December 31 of the same year. All elected members are eligible for re-election. There is no limit to the number of terms or appointments that a member may serve. Vacancies in any office may be filled for the balance of the term by the Board of Directors.

## Section 4: Compensation

No member of the Board of Directors shall receive any compensation for services as a Director. No officer, agent or employee of the club shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

## ARTICLE V

### **The President and Vice President**

If at any time the President may be unable to act, the Vice-President shall take his place and perform his duties; and if the Vice-President shall be unable to act, the Board shall appoint one of the Directors to do so. The President or such Vice-President or Director:

- Shall preside over all meetings of the members of the Corporation and Directors.
- Shall sign, as President, all contracts and instruments, which have been first approved by the Board of Directors.
- Shall call Directors together whenever he or she deems it necessary, and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as may be required by these by-laws or by the Board.

## ARTICLE VI

### **Secretary**

It shall be the duty of the Secretary:

- To keep a record of the proceedings of the meetings of the Board of Directors and members. To keep a record of the member rolls.
- To keep the corporate seal and to affix the same to all papers requiring a seal.
- To keep a record of the number of members in good standing (and make it available during general meetings when membership verification is required).
- To discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

## ARTICLE VII

### **Treasurer**

It shall be the duty of the Treasurer:

- To receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand.
- To keep the financial records according to generally accepted accounting principles and in such a way as to facilitate completion of an annual audit and tax filing as required for HRRC tax and other filings as required by the IRS and to maintain not-for-profit status and corporate status.
- To ensure compliance with Article XII – Financial Policy.
- Prepare documents for filing taxes and completion of audits and assist with those functions when requested.
- To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

## ARTICLE VIII

### **Boathouse Captain**

It shall be the duty of the Boathouse Captain to:

- Enforce rules that govern use of club equipment.
- Assign rack and storage spaces to members who desire to store rowing equipment in the club's boatyard under direction of the Board of Directors
- Act as central point of contact for (groups of) members who wish to reserve club boats for use in regattas.
- Schedule maintenance for all club equipment.

## ARTICLE IX

### **Safety Officer**

It shall be the duty of the Safety Officer to:

- Define the safety policy for the use of club equipment.
- Routinely evaluate the safety of the boat house and surrounding areas under the purview of the the club.
- Ensure that all appropriate first aid equipment is readily accessible within the boat house, as well as within each of the safety launches
- Ensure that all members have reviewed and understand the safety requirements set by the club.
- Arrange and operate capsized drills and swim tests

## ARTICLE X

### **Election of Officers**

## Section 1: Annual Elections.

The elections of the Board of Directors shall take place annually at the Annual Winter Meeting. Any paying member who is at least 21 years old and in good standing shall be eligible to be elected as a Director.

## Section 2: Removal from Office.

An officer may be removed from office only by a majority vote of the Board of Directors, followed by a two-thirds vote of the members present at a meeting specifically called for such purpose on at least two weeks' notice. The person charged shall have no vote on such issue.

## Section 3: Nominations and Elections.

The Board of Directors will recommend a slate for club officers / Trustees of the Board which will be presented to the general membership for consideration two weeks prior to the election; at that time additional nominations may be made by the membership. A simple majority vote of the voting members present will elect a nominee to office.

# ARTICLE XI

## Meetings

### Section 1: Annual Winter Meeting.

The annual winter meeting of the club shall be scheduled by the Board of Directors for election of officers and trustees, receiving reports, and the transaction of other business. The order of business at the Annual Meeting shall be as follows:

- a. Call to order
- b. Reading of minutes from previous meeting
- c. Reports
- d. Election of officers
- e. Unfinished business
- f. New business
- g. Adjournment

### Section 2: Additional Membership Meetings.

Additional membership meetings may be held as required by decision of the Board of Directors or by the membership at a previous meeting. At least two weeks' notice will be provided to the club members.

## Section 3: Order of Business.

The order of business may be altered or suspended at any meeting by a majority vote of the voting members present. The usual parliamentary rules as laid down by Robert's Rules of Order shall govern when not in conflict with these By-Laws.

## Section 4: Voting

Any paying member who is at least 18 years old and in good standing may participate in votes by the general membership, unless otherwise specified in the by-laws. In order to cast a vote, members must be present at the meeting at the time the vote is taken. The outcome of the vote shall be decided by a simple majority. In the case of a tie, the tie-breaking decision will be made by the Board of Directors.

# ARTICLE XII

## **Financial Statements, Budgets, Bank Deposits and Execution of Checks**

- The funds of the Corporation shall be deposited in such bank or banks as designated by the Board.
- The fiscal year of HRRC shall be January 1 to December 31.
- Prior to the beginning of the fiscal year the outgoing Treasurer shall work with the President and the incoming Treasurer to write a budget based on a review of the previous year's expenses and income and those anticipated for the coming year, including HRRC sponsored regattas and events. This budget shall be presented at the January Board meeting, voted on, and approved by a majority vote. Approval of the budget constitutes authorization for the Treasurer to disburse HRRC funds in accordance with the budget.
- A financial statement shall be presented at each Board meeting and general membership meeting showing year to date expenses and income as well as anticipated future expenditures and projected income.
- Expenditures not included in the currently approved budget shall be brought to the Board for majority approval. Under unusual circumstances the President or Vice President, with the approval of two voting Board members may authorize up to \$ 1000.00; such expenditures must be approved by the Board at the next regularly scheduled meeting.
- Reimbursements to club members for expenses shall be made upon presentation of the original receipt or other valid documentation. Reimbursement checks will be mailed within 14 days of receipts being presented.
- The President and Treasurer shall have access to the checking account and debit card.

- Event coordinators shall provide the Treasurer with a projected budget at least 1 month prior to the event. Substantial increases in such budgets shall be brought to the Board for approval.
- The accounting software will be compatible with that used by the accountants.
- Club financial records shall be audited at least once per year.
- A finance oversight committee shall be appointed by the Board of Directors, consisting of two non-Board members, whose role is to periodically review the club's financial statements for errors. If an error is encountered, the committee shall the error at the next scheduled Board meeting. If the error needs immediate attention, the committee shall request a special meeting of the Board of Directors.

## ARTICLE XIII

### **Equipment Use Policy**

The Board of Directors will approve and publish the operating rules that govern the use of club equipment.

## ARTICLE XIV

### **Amendments**

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a two-thirds majority of the Directors present and voting shall vote in favor of such alteration or amendment, followed by a member meeting where a majority of the voting members present shall vote in favor of such alteration or amendment. In the event of a tied vote, the alteration or amendment shall pass. The alteration or amendment must be made available to the general membership at least two weeks prior to the member meeting.