

**WILLAMETTE ROWING CLUB
BYLAWS**

AS AMMENDED January 10, 2015

**ARTICLE I
NAME**

The name of the corporation shall be Willamette Rowing Club (“the Club”).

**ARTICLE II
PURPOSE**

Section 1. The purposes of the Club are to encourage athletic exercise and competitive rowing and to establish and maintain a place (or places) for the pursuit of such activities and social meetings.

Section 2. It shall be the policy of the Club, when entering boats in races, to determine line-ups so as to produce the fastest boats possible. This policy may be over-ruled for specific races only pursuant to a unanimous vote of the Board of Directors.

Section 3. It shall be the policy of the Club, when entering boats in races, to give priority to Club members in determining line-ups. However, the Board is authorized to permit the inclusion of non-club members in order to maintain an appropriate competitive standard when entering boats in the Head of the Charles, US Masters Nationals, the San Diego Crew Classic, and any international caliber regatta such as FISA Masters Worlds, or World Masters Games.

**ARTICLE III
MEMBERSHIP**

Section 1. **MEMBERSHIP ELIGIBILITY.** Memberships are open to all persons having an interest in rowing. Membership dues and other fees will be set by the Board of Directors. All members will have access to the Board of Directors to discuss Club issues.

Section 2. **MEMBERSHIP CATEGORIES.** The Board of Directors shall create such categories of memberships as from time to time deem appropriate. The types of memberships so created shall be included in the House Rules of the club, and shall be posted on the boathouse bulletin board or the clubs website.

Section 3. **VOTING RIGHTS.** Voting privileges are granted only to members in good standing, whose membership classification permits them to do so. Members ‘in good standing’ are those members not in arrears in their dues, fees or assessments and otherwise eligible to vote. No

member whose dues are in arrears may race or practice with the Club, or vote at meetings, unless an exception is provided by a vote of the Board of Directors

Section 4. GUEST ROWERS. Guest privileges may be extended to non-members in accordance with rules established by the Board of Directors.

Section 5. MEMBERSHIP COMMITTEE. This Committee shall be responsible for the membership categories, dues, and the process for becoming a member all of which is more fully delineated in the House Rules.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1. The officers shall be a President, a Vice President, a Treasurer, a Secretary, and the immediate Past President. Each of them shall be a voting member of the Board of Directors. These officers and up to four (4) other voting members shall be the Directors of the Club and shall constitute its Board of Directors.

Section 2. The offices of Vice President, Treasurer, and Secretary shall be elected by ballot at the Annual Meeting and shall hold office until the adjournment of the next following Annual Meeting or until a successor has been elected and qualified.

The offices of President and Past President shall be filled in consecutive 1-year terms by the Vice President, in that order. In the event of vacancy of the office of President, the Vice President will assume that office and a new Vice President will be elected. In the event of vacancy of Past President, the office will remain vacant until the end of the term of the President then serving.

Section 3. The officers may elect up to four (4) non-officer Directors, who will hold office for a term specified by the officers, not to exceed 2 years.

ARTICLE V MEETINGS OF THE CLUB

Section 1. The Annual Meeting of the Club shall be held on the second Saturday in January, or on such other day in January as the Board of Directors may designate.

Section 2. Special meetings of the Club may be called by any officer, or by written request of three (3) Directors, or by written request of ten (10) voting members.

Section 3. The lesser of eight (8) voting members and a majority of the Club's voting membership shall constitute a quorum at meetings.

Section 4. Voting by proxy shall not be permitted.

Section 5. Voting at meetings and via telephone to the club Secretary shall be permitted.

Section 6. Notice of the Annual Meeting shall be given by mail or by email by the Secretary to all members at the member's address as it appears on the Secretary's records, at least ten (10) days before the date fixed therefor, and shall state the general nature of all the matters to be brought before said meeting.

Section 7. Notice of a Special Meeting shall be given by mail or by email by the Secretary to all members at the member's address as it appears on the Secretary's records, at least ten (10) days before the date fixed therefor, and shall state the general nature of all the matters to be brought before said meeting.

ARTICLE VI MEETINGS OF BOARD OF DIRECTORS

Section 1. Meetings of the Board of Directors may be called by the President or by any two (2) Directors by written notice by mail or by email sent at least five (5) days prior to the date of the meeting. The five (5) day notice may be waived by majority consent of the Board of Directors.

Section 2. Three (3) Directors shall constitute a quorum.

Section 3. Voting by proxy shall not be permitted.

Section 4. Voting at meetings and via telephone to the club Secretary shall be permitted.

ARTICLE VII POWERS OF OFFICERS AND DIRECTORS

Section 1. The officers of the Club shall have the powers and duties usually pertaining to their respective offices.

Section 2. The Board of Directors shall manage the property and affairs of the Club, and, between meetings of the Club, exercise all such powers of the Club as are not by law required to be exercised by voting members. Unless otherwise directed by the voting members or by provisions of these Bylaws, it shall establish the amount of dues and any initiation fees for the several classes of membership and shall prescribe the method of election to and termination of membership. It shall have the power to appoint and later terminate the tenure of assistants to the Board and of committees and to prescribe their duties. It shall have no power to render the Club liable for any debt exceeding the treasury and not needed for the discharge of prior unfunded debts and liabilities of the Club.

ARTICLE VIII AMENDMENTS

Section 1. Except for Article II, Section 2, these Bylaws may be amended by a vote of not less than two-thirds of the voting members present at an annual or special meeting, provided the call for such meeting shall have notified the voting members of the general nature of the proposed changes therein at least fifteen (15) days prior to the meeting, or provided that a unanimous vote of the voting members present shall approve a waiver of such notice. In the case of an amendment to Article II, Section 2, that Section may be amended only by a vote of not less than 80% of the voting members present at an annual or special meeting, provided the call for such meeting shall have notified the voting members of the general nature of the proposed changes therein at least fifteen (15) days prior to the meeting, or provided that a unanimous vote of the voting members present shall approve a waiver of such notice.

Section 2. An amendment of these Bylaws may be proposed by any voting member or voting members. In order for notification of an amendment to be included in the call for a meeting, the Secretary must receive the proposed amendment in electronic form at least twenty (20) days prior to the meeting.

Section 3. The Board of Directors shall have the authority to establish committees for club purposes which will be delineated in the House Rules. These committees may include but are not limited to: Membership, Finance, Equipment, Training/Fitness, Social, Coach Search, etc.

Article IX Dissolution

In the unlikely event that the Willamette Rowing Club ceases to function, the assets will be sold and/or donated to other rowing organizations that share a similar purpose and mission.