# Shasta Rowing Association, Inc.

# By-Laws

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**Article 1 General**

* 1. Name and Purpose. The name of the Corporation shall be “Shasta Rowing Association, Inc.” The Corporation shall be referred to as the “Association” in these By-laws. The Association is a State of California non-profit corporation and its purpose shall be exclusively as set forth in its Articles of Incorporation and these By-laws.
	2. Mission. Shasta Rowing Association is committed to bringing rowing opportunities, and excellence in rowing, to the diverse population and geographical area of extreme northern California. The Association is a volunteer-directed, non-profit, educational organization offering rowing instruction for people of all ages and levels of physical ability. The benefits of recreational and competitive rowing, such as discipline, camaraderie, fitness, knowledge of water safety, and the appreciation for the various lakes and rivers of extreme Northern California as a valuable natural and recreational resource, should be available to everyone.
	3. Nondiscrimination Policy. Shasta Rowing Association does not discriminate in its programs and/or activities on the basis of race, color, religion, sex, national origin, disability, age, marital status, citizenship, sexual orientation, gender identity or expression, or status as a veteran or disabled veteran.

# Article 2 Membership

* 1. Classes of Membership. There shall be only one class of membership, who shall consist of the Board of Directors of the Association and all natural persons accepted into membership by the Association. Any natural person who is at least 18 years of age may become a member by tendering to the Association, for the current year, all dues (including spring/summer/fall-only dues) and a signed waiver form; provided that persons appointed to be coxswains or coaches by the President or his or her designee shall be members of the Association for the duration of their appointments. Persons under 18 years of age who are on the roster of any Association program shall be non-voting junior members.
	2. Dues. The Board of Directors may, at any time and from time to time, fix and impose on the Members dues in such amounts as it shall deem appropriate, which dues may, at the discretion of the Board of Directors, vary from program to program administered by the Association. The dues that the Board may fix and impose from time to time may include, without limitation, initiation fees, membership fees, or special assessments for specific purposes.
	3. Annual Meeting. The annual meeting of the membership shall be held in March of each year, or at such other date and time as shall be designated by the Board of Directors and stated in the notice of such meeting. The purpose of the meeting shall be to report on the state of the Association and for such other business as may be stated in the notice of the meeting.
	4. Special Meeting. Special meetings of the Members or any subclass of Members, for any purpose, may be called by the President or a majority of the Board of Directors, and shall be called by the President at the request in writing of at least one-quarter of the votes entitled to be cast at such a meeting.
	5. Place of Meeting. A meeting of the Members or any subclass of Members may be held at such time and place as shall be stated in the notice of the meeting.
	6. Notice of Meetings. Written notice, including email, of a meeting, annual or special, stating the place, date, and hour of the meeting, and in case of a special meeting stating the purpose for which the meeting is called, shall be given to each Member entitled to vote at such a meeting, not less than ten nor more than thirty days before the date of the meeting. Such notice shall be made by written methods including email as specified in these By-laws.
	7. Quorum. **One-fifth** of all the Members entitled to vote, present in person or represented by proxy, shall constitute a quorum to begin any meeting of the Members, and the act of the majority of the Members, then present, shall constitute an act of the Members.
	8. Elections and Membership Voting. The Board of Directors shall be elected annually by ballot made available to each member via email, except during the first membership term of the Corporation when the Board of Directors already exists.

The ballot shall be in the form of a record and shall provide an opportunity to vote for or withhold a vote for each candidate and shall specify the time by which the ballot must be received by the Association in order to be counted. The Board may also present any other matter for a vote of the membership by ballot.

Any such solicitation for vote by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals needed to approve each matter; and (3) specify the time by which the ballot must be received by the Association in order to be counted.

* 1. Required vote to affirm and Board transfer of power. Each election by the Membership of a Director shall be determined by a plurality vote of the Members entitled to vote, and each other matter shall be determined by the affirmative vote of a majority of the Members present in person or represented by proxy. The transfer of powers, duties, and responsibilities of the Board of Directors, as defined in these By-Laws, from the outgoing Board of Directors to the incoming Board of Directors, respectively, shall take place as the first order of business after the convening of the first regular meeting of the Board of Directors immediately following the election.
	2. Eligibility to Vote. Members entitled to vote at any meeting or ballot shall include all persons who are members of record 30 days prior to the meeting or action requiring a determination of members. A Director assigned to the treasury shall prepare a membership list, which shall be available for inspection by any member and also shall be available at any meeting.
	3. Proxies. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy will be valid after six months from the date of its execution.
	4. Action by Written Consent. Any action required to be taken at any annual or special meeting of the Members, or any action that may be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing or email setting forth the action so taken shall be signed or emailed by all of the Members entitled to vote thereon.

2.13.Suspension or Revocation of Membership. The Board may by majority vote of the Directors present at a regular meeting, or a special meeting of the Board called for that purpose, suspend or expel a member for nonpayment of any dues or fees, after due notice, or for conduct injurious to the Association. The resident may temporarily suspend a member for conduct injurious to the Association, until the next meeting of the Board, if he or she determines that an immediate suspension is in the best interest of the Association.

# Article 3 Board of Directors

* 1. Powers and Duties. The business and affairs of the Association shall be managed by, or under the direction of, the Board of Directors, which may exercise all such powers of a Board of Directors given them by law, by the Articles of Incorporation, and by these By-laws. The Board of Directors shall have the final and exclusive management of all the funds and business of the Association. In particular, but without exclusion of any other matter, the approval of the Board of Directors shall be required for the establishment of any program making use of Association funds, equipment or facilities.
	2. Composition.

(a) The number of Directors constituting the Board of Directors shall be at least five (5) constituting the five (5) Board Officers described in 3.3, but no more than fifteen (15) Directors. The composition of the fifteen (15) Directors must adhere to one of the following limitations **or** an arithmetic combination thereof:

The five (5) Board Officers and their four (4) Directors selected by the Board as specified in (b) below, and up to five (5) Directors elected by the Membership as specified in 3.4 below, and at least one (1) coach as prescribed in (b) below, **OR**

The five (5) Board Officers and their four selected (4) Directors, and up to six (6) other additional Directors selected by these Directors as allowed for in 3.5.

(b) Only Members of the Association in good standing shall be eligible for election to the Board of Directors. Employees of the Association may not serve on the Board of Directors. Members of the Association who serve as coaches may serve on the Board unless designated a head coach by majority vote of the Board; all other independent contractors (including coaches who also perform other services for the Association as independent contractors) may not serve on the Board of Directors. The Board shall consist of five (5) Directors elected by the Association membership, with up to four (4) additional Directors selected by the Board. Directors shall be elected for a term of one year unless otherwise specified in these By-laws.

* 1. Officers. The following officers elected by the Association membership shall also be Directors: (i) President; (ii) Vice-President for Resources; (iii) Vice- President for Membership; (iv) Vice-President for Operations; and (v) Secretary. These five (5) Board Officers serve as the minimum five (5) Directors in the Board of Directors specified in 3.2.
	2. Election of Additional Directors by the Membership. Additional Directors can be elected by the Association membership so that the total number of Directors elected to the Board by the Association membership is nine (five Board Officers and four Directors elected by the Membership).
	3. Selection of Additional Directors by Directors. The nine (9) Directors elected to the Board by the Association membership, constituting the five (5) Board Members and their four (4) selected Directors specified in 3.2 (b), may select up to six (6) additional Directors to serve on the Board to reach the maximum fifteen (15) Directors. In choosing additional Directors, the Board shall take into consideration that sound management of the Association will be promoted by maintaining balanced representation and involvement of the Association’s different member programs on the Board and on Board-created committees, and that appointment of the immediate past President may be desirable to insure a smooth transition of leadership.
	4. Board Meetings, Quorum, Proxies. Regular Meetings of the Board of Directors shall be held at such place and at such time as the Directors shall from time to time designate. Meetings may be held at any time upon the call of the President or upon the written or email request of any three (3) Directors. Notice of any meeting shall be given to the Directors and Membership at least five (5) business days prior to the time for holding such meeting. The notice of any Special Meeting shall state the business to be transacted and no other business than that stated in the notice shall be transacted at the Special Meeting. The presence of a majority of the Directors in office at the time of any meeting shall constitute a quorum for the making of decisions by simple majority. Any Director may designate, by written communication to the President or Secretary, another person to attend a meeting of the Board of Directors and vote as his or her proxy on the issues specified in the written communication. Program representatives, officers, and appointees under Section 4.4 shall be invited to meetings of the Board, where they may participate in discussions and make and second motions. Board meetings shall be open to members of the Association; provided that meetings may be closed, in whole or in part, by a majority vote of the Directors to be present at the meeting.
	5. Action by Unanimous Written Consent. If and when all of the Directors shall severally or collectively consent in writing, including by electronic communication, to any action to be taken by the Association, such action shall be a valid corporate action as though it had been authorized at a duly called and convened meeting of the Board of Directors. A non-response to an email by a Director within 7-days will constitute the affirmative of the remainder of the Directors.
	6. Removal of Directors. A Director may resign at any time by delivering a signed notice to the President. Individual Directors may be removed from office by the vote of a three-quarters majority of the Directors, at a meeting called expressly for that purpose. In the event one or more Directors are removed, one or more new Directors may be selected by the remaining Directors at the same meeting. The members may remove a director by majority vote only for cause, at a meeting called for that purpose.
	7. Vacancy of Directors and Authority to Appoint. Notwithstanding anything to the contrary in this Article, any vacancy on the Board of Directors may be filled by the vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. If there are no Directors in office, then an election of Directors may be held in the manner provided by law.

# Article 4 Officers

* 1. Officers. The officers of the Association shall be elected or appointed as indicated in this Article and Article 2.8.

Only Members of the Association in good standing shall be eligible to serve as officers. Employees of the Association may not serve as officers. Any number of offices may be held by the same person, unless these By-laws otherwise provide.

* 1. Board Offices Elected by the Membership. Each of the following offices is elected by the Association general membership, for a one-year or two-year term as indicated below but as excepted for in Article 2.8.
		1. *President.* Responsible for general management of the Association and its programs; serves as Chair of the Board; represents the Association to the public and in organizations in which the Association has a permit or an institutional membership, such as with the Whiskeytown National Recreation Area; provides vision and direction for Association operations and growth. All employees, independent contractors, and agents of the Association shall be hired or appointed by and subject to the control of, direction of, and removal by the President or his or her designee. If the President designates an individual to perform this function, he or she shall notify the Board of the designation.

The president shall direct the Directors of their assigned responsibilities in carrying on the business and mission of the Association if a shortage of officers or other Directors exists. The President serves a two-year term.

* + 1. *Vice-President for Resources.* Responsible for all financial matters related to the Association; maintains bank accounts, prepares budgets, manages tax and audit affairs, applies for any loans needed, manages payment of coaches’ salaries; renders to the President and the Board whenever they may require it an account of transactions undertaken and a report as to the financial position and operations of the Association; succeeds to the office or duties of President when the President is unable or unwilling to undertake the obligations of President. The person serves a two-year term.
		2. *Vice- President for Membership.* Responsible for recruitment, responding to public inquiries concerning membership, maintaining public advertisements and other sources of information about the Association; coordinates all membership programs; receives and stores membership applications including liability waivers; ensures maintenance of Association rosters. The person serves a one-year term.
		3. *Vice-President for Operations.* Responsible for boat repair, engine and launch maintenance, day-to-day equipment management and storage, developing and making recommendations for short- and long-term equipment purchases, training Association members on equipment maintenance and safety. Maintains and updates insurance on equipment where necessary. The person serves a one-year term.
		4. *Secretary.* Creates and distributes board meeting minutes to membership, maintains corporate documents and other historical records and archives for the Association, creates and distributes election ballots; responsible for ensuring effective Association correspondence and publicity, relating to the media including writing and distribution of press releases, promoting the Association to the public. Documents that the Vice-President for Resources has reconciled bank statements. Coordinates social activities for the Association and in particular across Association programs, including through happy hours, museum visits, sporting events, and other events. Responsible for annual Rowing Bonanza Event. The person serves a one-year term.

4.3 Programs to elect a Representative: Each program shall have a representative elected by the members of that program. Each representative shall represent his/her particular program before the Board, coordinate race entries with Race Czarina/Czar, maintain an updated membership list for all program members, collect race fees and members’ dues, recruit coxswains for the program, plan for and pursue program coaches in consultation with the Board, and communicate and monitor compliance with Association safety and liability rules and policies. Each program representative serves a one-year term and is elected by active, dues-paying members of the program he/she represents.

4.3.1 *Program Representatives Council:* The program representatives shall meet at least annually with the President to advise him or her regarding matters of common concern.

* 1. Appointed Officers. Each of the following officers may be appointed by the President of the Association, in consultation with the Board, for a one-year term.
		1. *Development Director.* Responsible for coordinating all fundraising activities related to the Association and its programs, including grant writing, corporate donation solicitation, fundraising events, coordinating Combined Federal Campaign paperwork. Advises Vice-President for Resources on managing and accounting for funds raised, including funds dedicated for specific classes of purchases.
		2. *Race Czar/Czarina.* Responsible, in consultation with coaches and program representatives, for coordinating the selection of regattas for the Association to attend, and soliciting and coordinating boat entries; submits all race entries and fees for regattas in a timely manner in consultation with Vice President for Resources; coordinates with Transportation Captain and Vice President of Operations to ensure boat and other equipment availability for regattas; distributes regatta schedule and other information to the Association Membership.
		3. *Transportation Captain.* Responsible for arranging transportation of Association boats and equipment for regattas, maintaining and registering Association truck and trailer, coordinating transportation arrangements with other Associations.
		4. *Community Outreach Director.* In consultation with the Board, responsible for promoting the Association to the community. Organizing and promoting the Association’s learn-to-row days, as well as coordinating the Association’s participation at festivals and community events throughout the year.
		5. *Regatta Director.* Responsible for planning, promoting and managing the Association’s scrimmages and regattas, including handling race course set-up, volunteer recruitment/duty assignments, and coordinating with visiting Associations.
		6. *Webmaster.* Updates and maintains the Association web page, works with Regatta Director to provide web-based information to other Associations about the Association’s scrimmages and regattas, works with program representatives to update and service the e-mail distribution lists, maintains relations with the website host company, maintains the Board e-mail accounts, works to develop the incorporation of digital technologies and solutions to better serve the Association.
	2. Resignation and Removal of Officers. Any officer may resign at any time by delivering a signed notice to the President or Secretary, and may be removed at any time by a two-thirds majority of the Board of Directors. Any vacancy occurring in any office of the Association shall be filled by the same election or appointment procedure through which the office was initially filled except as otherwise provided in this section. Any election required for this purpose will be organized by the Secretary or another officer designated by the Board of Directors. Where an office is normally filled by election, but no election has been organized and completed within two weeks after the occurrence of the vacancy, the Board may fill a vacancy in the office of the President by appointment and the President, in consultation with the Board, may fill any other office by appointment; provided that any appointment of a President by the Board shall be for a period of no more than six months. Any election or appointment under this section shall be for the remainder of the term of the office.
	3. Delegation of Responsibility to Non-Officers. In addition to the officers listed in these By-laws, the Board may by resolution decide to delegate to appointed individuals responsibility for managing and coordinating specified matters, for example the management and coordination of a newly established membership program in the stages before a representative office for that program is added to these By-laws.

**Article 5 Committees**

5.1. Committees required. The Board of Directors shall have Standing and Special Committees. All Standing Committees are designated in this Article. The Board, by resolution adopted by a majority of the Directors, may create any additional Special Committees. The Board shall designate one of the Directors as the chair of each committee, and shall designate the members of each committee from among the other members of the Association in good standing. Each committee shall keep minutes of its proceedings and shall report its actions to the Board of Directors.

5.2 Standing Committees. There shall be the following Standing Committees: (i) Executive Committee; (ii) Safety Committee; and (iii) Finance Committee.

5.2.1 *Executive Committee*. In order to exercise the duties and responsibilities of the Association and to provide for the Association’s governance when the Board of Directors is not in session, there shall be an Executive Committee.

The Executive Committee shall have the power to transact all regular business of the Association when the Board of Directors is not in session and shall advise with and aid the officers in all matters concerning the Association, provided, however, that any action taken by the Executive Committee shall not conflict with these By-Laws or the policies of the Board, and provided further that all acts of the Executive Committee shall be subject to ratification or retraction by the Board. The Executive Committee shall be composed of the following five officers unless otherwise allowed by 2.8: (i) President; (ii) Vice President for Resources; (iii) Vice- President for Membership; (iv) Vice-President for Operations; (v) Secretary.

5.2.2 *Safety Committee*: In order to ensure that the Association operates in a safe manner and maintains current safety procedures and policies, there shall be a standing Safety Committee. The Safety Committee shall formulate and enforce the safety policies and procedures of the Association; maintain, revise and update the Association Safety Manual; communicate the Association policies and procedures to Association members and coaches; communicate with ACBA regarding ACBA safety policies and procedures; and secure compliance by Association members and coaches with the Association safety policies and procedures, and with ACBA safety policies and procedures. Changes in the Association safety manual or in Association safety policies and procedures shall be subject to approval by the Board. The Safety Committee shall be composed of the President, Vice President for Operations, each of the Program Representatives, and one at-large director, as well as such other persons as the President shall appoint to the committee. The President shall appoint one of the Safety Committee members as the chair of the Safety Committee.

5.2.3 *Finance Committee*: The Finance Committee prepares a draft budget for presentation to the Board and, reviews and makes recommendations regarding proposed major expenditures, and approves such expenditures subject to such policies and limitations on the Finance Committee’s authority as the Board may adopt. The President and Vice-President for Resources are ex officio members of this committee. The President, in consultation with the Board, shall appoint at least three additional members; provided that a majority of the members of the Finance Committee shall be Directors.

5.3 Special Committees. Special Committees may be appointed by the Board for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by the Board of Directors. Upon completion of the tasks for which it was appointed, Special Committees shall stand discharged.

5.4. Committee member resignation and removal. Any member of a Standing or Special Committee may resign at any time by giving written notice to the chairman of the committee or the Board of Directors. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in it. Any member of the committee, except an ex-officio member, may be removed at any time by a resolution adopted by a majority of the Directors then in office. Any ex-officio member of a committee shall cease to be such if he or she ceases to hold the designated position which is the basis of the ex-officio membership.

5.5. Vacancies filled by Board of Directors. A vacancy on any committee and any increase in the membership thereto shall be filled for the unexpired portion of the term by the Board of Directors.

5.6 Meetings and Notices. Meetings of a committee may be called by the Board of Directors or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties, but no less frequently than annually. Oral or written notice of the time and place of any meeting of a committee, except in an emergency, shall be given to its members at least twenty-four hours prior to the meeting.

* 1. Act of a majority at committee meetings. Unless otherwise specified herein or by resolution of the Board, the act of a majority of the members of a committee present at a meeting shall be the act of the committee so meeting.

**Article 6 Notices and Communications; Miscellaneous**

* 1. Method of Giving Notice. Whenever under these By-laws notice is required to be given to any Director or Member, such notice shall be given in writing or valid email address, addressed to such Director or Member, at that person’s address as it appears on the records of the Association, and such notice shall be deemed to be given at the time the same is deposited in the U.S. mail or emailed.

6.1.1. Validity of Electronic Mail Communication. Members, Directors, and Officers will be solicited to authorize the Association to transmit all communications including without limitation any ballot, notice, waiver of notice, proxy designation, or any consent to action by electronic mail communication to an electronic address provided to the Association by the appropriate party for that purpose. Such authorizations may be revoked by written notice to the Association, and shall be deemed revoked if the Association is unable to deliver two consecutive communications to the member in the manner authorized and the inability becomes known to the person responsible for giving the notice or communication.

* 1. Waiver of Notification. Whenever under these By-laws notice is required to be given to any Director or Member, a written waiver of such notice, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
	2. Indemnification. As specified in Article VII of the Articles of Incorporation, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that he/she is or was a Director or Officer of this Association, or is or was serving at the request of this Association as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if the Director or Officer acted in good faith and, in the case of conduct in an official capacity, in a manner he/she reasonably believed to be in the best interests of the Association, and in all other cases, in a manner he/she reasonably believed to be at least not opposed to the best interests of the Association; provided, however that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful misconduct or recklessness or, in the case of any criminal proceeding, as to which the person had reasonable cause to believe his or her conduct was unlawful. Any indemnification under this section shall only be made after a determination by the Board of Directors that the indemnification of the Director or Officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this paragraph. The Association may advance funds to pay for or reimburse such expenses to the extent and in the manner authorized by law.
	3. Registered Office. The registered office of the Association shall be as specified in the Articles of Incorporation or at such other place the Board shall designate.
	4. Required Vote to Change By-laws. These By-laws may be altered, amended, or repealed, or new By-laws may be adopted, by the affirmative vote of a three-quarters majority of the Board of Directors to the extent allowed by law, and by a majority vote of the members of the Association.