

BYLAWS
Grateful Oars Rowing Club, Inc.
Originally Adopted October 11, 2005
Amended October 14, 2013
Amended October 15, 2014
Amended by substitution October 20, 2015

ARTICLE I
General Provisions

1. **Name.** Grateful Oars Rowing Club, Inc.
2. **Purpose.** The Grateful Oars Rowing Club is a community rowing club established in 1997 to foster recreational and competitive rowing in New York's North Country. The club supports rowers of all skill levels. The club promotes the sport of rowing through participation, teaching, training, and the use of its fleet. Members commit time and resources to the operational support of the club. The club was registered as a Domestic Not-For-Profit Corporation #3358250 by the New York State Department of State in 2006. The club is registered with the IRS under Section 501 (c) (7) of the Internal Revenue Code of 1954 as a not-for-profit social and recreational club.
3. **Location.** The Board of Directors may establish offices and places of operation at any location which it deems proper.
4. **Fiscal Year.** The fiscal year shall commence on the 1st day of January and end on the 31st day of December of each year.

ARTICLE II
Board of Directors

1. **Responsibilities, election, and removal of Board of Directors.** The affairs of the club shall be managed by the board of directors on behalf of the membership. The directors may consider or transact any business, either special or general, at any meeting of the board. The board shall establish necessary policies, guidelines and rules consistent with Article I, Section 2. The board shall include a president, vice president, treasurer, secretary, and four at-large directors. Board members may serve on one or more committees and may serve as committee chair. Board members must be club members in good standing at the time of election and for their entire term.
 - a. **Election.** Directors and officers are to be elected by the following process: The board shall select a Nominating Committee, which will be charged with soliciting nominations from the membership and preparing a ballot which they feel represents the interests of the membership as well as the best interest of the club as a whole. The ballot shall be presented to the membership prior to the annual meeting. In the event of a tie for any position, a subsequent round of votes shall be taken to break the tie. That vote shall be decided by a majority of the members voting providing that a quorum (25% of the membership) votes. The method, timing, and process for presenting a ballot shall be determined by the Nominating Committee.

- b. **Power to Delegate.** The board may delegate responsibilities to the officers and directors or to volunteers or paid personnel as it deems appropriate. In addition, the board may authorize the creation of special *ad hoc* committees and assign them such duties as it deems appropriate. Members who are not also Directors may be appointed to committees and may serve as chair.
- c. **Removal from Office by the Membership.** The members of the club may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which advance notice of intent has been given, remove any elected director before the expiration of her/his term of office, and may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.
2. **Meetings, Quorum and Majority.** Meetings of the board shall be conducted according to Roberts Rules of Order, latest revision. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. Members of the board shall be counted as present when able to participate for the whole meeting in real time through telecommunications. Board of directors meetings shall be formally called by the president or in his/her absence, the vice-president, or by the secretary on the direction in writing of three directors. Notice of the date, time and location of all board meetings shall be provided to all members in the newsletter or by email. Meetings of the board of directors shall be open to all members. Members shall be afforded the opportunity to address the board. A reasonable time limit for member presentations may be set by the presiding officer. Minutes of meetings of the board shall be made available to all members through email or posting in the boathouse in season.
3. **Voting.** Motions arising at any board meeting at which a quorum is present shall be decided by a majority of votes or by consensus, and recorded in the minutes. Voting shall not be by proxy. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way, by assent or dissent. A declaration of the president that a resolution has been carried and an entry in the minutes shall be evidence in favor of or against such resolution.
4. **Email and Telephone Voting Between Meetings.** The President may conduct voting by email or telephone on time-critical matters between regular meetings of the board as he/she determines is appropriate given the circumstances. A record of the vote and the reason for conducting such vote outside the regular meeting schedule shall be kept by the Secretary and reported in the minutes of the next meeting of the board of directors. Any vote conducted in this way shall be reaffirmed at the next meeting at which a quorum is present.
5. **Vacancies.** Vacancies on the board may so long as a quorum of directors remain in office be filled by a unanimous vote of a quorum of the remaining board members; otherwise, such vacancy shall be filled at the next annual meeting. If there is not a quorum of directors, the remaining directors shall call a meeting of the members to fill the vacancy.
6. **Removal from Office by the Board.** In the event a director fails to attend two-thirds (2/3) of the meetings of the board of directors or who, without excuse, misses three (3) consecutive regular meetings, or who fails to perform her/his duties as set forth in the Bylaws, the board may declare the position vacant and fill the vacancy by unanimous vote.

ARTICLE III **Officers**

1. **Officers.** There shall be a president, vice-president, secretary, treasurer, and four directors at-large. Elections shall be held each year as described in Article II, Section 1.a of these Bylaws. The term of office

of each officer and director-at-large shall be two years, staggered such that two officers and two directors-at-large are elected each year. The president, treasurer and two directors-at-large shall be elected in even years, and the vice president, secretary and two directors-at-large shall be elected in odd years. In the 2016 election, the stagger shall be initiated with one-time terms of one year for vice-president, secretary and two directors-at-large at the same time that the other four are elected to two-year terms. The president is limited to two consecutive two-year terms but may hold that office again after a one-term interval. At-Large directors and other officers of the club may serve any number of terms consecutively.

- a. **Duties of the President.** The president shall be responsible for the general management and supervision of the affairs and operations of the club, including financial, memberships, insurance and overall program management. The president will preside at all meetings of the members of the club and of the board of directors. The president will act as a liaison between the club and the community, and shall be the principal liaison with Clarkson University and Clarkson Crew Club. The president is an ex-officio, non-voting member of all committees.
- b. **Duties of the Vice President.** In the absence of or inability of the president to preside, her/his duties and powers shall be exercised by the vice-president.
- c. **Duties of the Secretary.** The secretary shall: be *ex-officio* clerk of the board of directors; prepare and distribute a draft and final agenda for each board meeting; attend all meetings of the board of directors and of the membership and be responsible for recording the minutes of all proceedings in the books or computer files kept for that purpose; be responsible for the distribution of such minutes to the board of directors and the membership and posting in the boathouse in season; give all notices required to be given to members and to directors; and, ensure that all books, papers, records, correspondence, contracts and other documents belonging to the club shall be maintained and stored properly or filed on-line. The secretary shall keep records of all events and other matters of general interest to the club, and shall perform such other duties as may be determined by the board of directors.
- d. **Duties of the Treasurer.** The treasurer is assigned the primary responsibility for overseeing the management and reporting of the club's finances. This will include: collection and deposit of dues and fees on behalf of the club and providing a detailed listing of each deposit to the membership coordinator, if any; payment of the bills and obligations of the club (bills over \$150 and those which exceed the budget require approval of the board); and, maintenance of the financial records of the club. This includes the preparation of a treasurer's report for each scheduled board meeting; monthly reconciliation of the bank statement; preparation of a draft budget for the annual meeting subject to the approval by the board of directors; and, lacking the appointive position of membership coordinator, the treasurer shall maintain the club roster.
- e. **Duties of Board Members At-Large.** Members at-large shall attend all meeting of the board of directors and shall have the same voting privileges as other board members. Members at-large may be assigned specific responsibilities as determined by the board and shall be active participants.

ARTICLE IV **Committees & Appointive Positions**

1. **Committees.** Committees shall be as listed or as established as the board of directors deems necessary, and, when established, they shall have such duties and powers as the board of directors may determine. Committee chairs shall be appointed by the board of directors with the consent of the appointee and shall serve at the pleasure of the board. Each committee chair shall select the committee members. Committee

members must be members of the club. Meetings of committees shall be open to the general membership, with the exception of the Nominating Committee. All committees shall report to the board of directors.

a. **Nominating Committee**. The Nominating Committee shall prepare a slate of officers and directors before the annual meeting. The Nominating Committee shall include at least one director and at least one non-director. There shall be a minimum of three members of the committee. The Nominating Committee shall report its slate of candidates to the board prior to the Annual Meeting, but the slate may not be altered by the board. The final report of the Nominating Committee shall be sent to the membership before the Annual Meeting. In the event there are no nominees from the membership for an office, the Nominating Committee shall make a nomination.

2. **Appointive Positions**. Appointive positions may be as listed below, or created, as the board of directors deems necessary. Appointments shall be made by the board of directors with the consent of the appointee. Appointive positions will run for one year and shall report to the board of directors. Incumbents may enlist the assistance of other members in carrying out responsibilities.

a. **Boat Maintenance Coordinator**. The appointee is responsible for the repair and maintenance of the club's boats and related equipment and shall make recommendations to the board of directors regarding the major repairs, acquisition, or sale or disposal of equipment. The appointee may incur costs that are within the scope of the adopted budget and may enlist the assistance of interested members.

b. **Building and Yard Maintenance Coordinator**. The appointee is responsible for the maintenance and upkeep of the boathouse and shall be liaison with Clarkson and the Village concerning maintenance of the surrounding property and shoreline. The appointee may incur costs that are within the scope of the adopted budget and may enlist the assistance of interested members.

c. **Learn-to-Row Coordinator**. The appointee shall oversee the training of new rowers and evaluate new members' experience levels and recommend appropriate crew assignments. The appointee shall be assisted by board-qualified scullers and rowers in determining who may scull or row the club's small boats without supervision, including access to on-line boat scheduling.

(Note: Sections 2C, Rower Training Coordinator, 2D Outreach Coordinator, 2E Scheduling Coordinator and 2F Race Team Coordinator titles and descriptions are deleted entirely)

ARTICLE V **Membership**

1. **Membership**. The members of the club shall be those persons who have submitted a complete application for membership, signed a waiver of liability, agreed to follow the Athlete Protection Policy, and paid their annual membership category dues in full. The membership year runs from January 1 to December 31st. Annual membership dues and private boat storage fees shall be determined by the board of directors. Certain responsibilities as established by the board toward the operation and maintenance of the club will be required of all members. The revocation or restriction of membership privileges for any individual may occur when the board determines that the best interest of the club will be served thereby. A current regular membership shall be required for anyone seeking to store a privately owned boat in the club boathouse. The privilege of storing a private boat shall be decided on a case basis by the board of directors after a recommendation from the Boathouse and Yard Maintenance Coordinator.

2. **Membership Meetings.** The annual membership meeting of the Grateful Oars Rowing Club shall be held in the fall. Special meetings of the members may be called by a majority vote of the board of directors, by the president, or by 20 percent of the members. A notice shall be made in writing, which may include electronic communication, stating the place, day, hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and shall be sent no later than 7 days prior to the date of each meeting, and shall be posted in the boathouse in season. Notices of the annual meeting shall include the report of the Nominating Committee. Twenty-five percent (25%) of the voting membership shall constitute a quorum for the transaction of business at any meeting of the membership. All members shall be afforded the opportunity to address members meetings. Meetings of the membership shall be conducted according to Roberts Rules of Order, latest revision.

3. **Membership Categories.** Membership categories include regular (voting, regular crew, full dues), alternate (voting, substitute rowing, partial dues), and honorary (non-voting, no rowing, no dues). All voting memberships shall expire at the end of the fiscal year.

4. **Payment of Membership Dues and Fees.** Members may not row unless dues are paid. All membership dues shall be payable by June 1st of every year. Annual membership dues and private boat storage fees shall be determined by the board of directors. The board may waive or reduce fees and grant reduced cost or free memberships to any individual as it deems appropriate. Part-year dues may be prorated by the board.

5. **Voting.** Motions arising at any members meeting at which a quorum is present shall be decided by a majority of votes. Voting shall not be by proxy. All votes at any such meeting shall be taken by ballot if so demanded by any member present, but if no demand is made, the vote shall be taken in the usual way, by assent or dissent. A declaration of the president that a resolution has been carried and an entry in the minutes shall be evidence in favor of or against such resolution.

6. **Violation of Athlete Protection Policy.** The Board of Directors may by unanimous vote of the board in open session revoke the membership of any member found after due process to have violated the club's Athlete Protection Policy. This process shall include the right to be heard by the board and the right for the accuser to be heard. Testimony shall be taken in closed session.

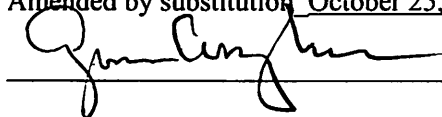
ARTICLE VI **Distribution of Earnings**

1. **Distribution of Earnings.** No part of the net earnings of this organization shall inure to be benefit of, or be distributable to, its directors, officers, or any other private person, except when the board of directors approves compensation for services rendered or items acquired.

ARTICLE VII **Amendments**

1. **Amendments.** These Bylaws may be amended at any meeting of the members by a majority of members present at such meetings provided that written notice of said meeting shall have been provided to the members as required herein, that the notice shall include the proposed amendment, and that a quorum is present. [Clauses reordered for logic, but the wording otherwise appears as in the original.]

Amended by substitution October 25, 2015, 2015 Annual Meeting



President, Grateful Oars Rowing Club