

**Station L Rowing club  
PO Box 14035  
Portland, OR 97293**

**STATION L ROWING CLUB, INC.  
Amended Bylaws  
April 2011**

**ARTICLE I  
GENERAL PROVISIONS**

**Section 1. NAME**

The name of this corporation is the Station L Rowing Club, Inc. Heretofore to be known as "the corporation".

**Section 2. PURPOSE**

Station L Rowing Club's purpose is to offer high quality rowing instruction, the opportunity to compete at regattas, and to actively support the Portland community

**Section 3. DURATION**

There shall be no termination date for the corporation.

**ARTICLE II  
CORPORATE SEAL**

The corporation shall have no seal.

**ARTICLE III  
ORGANIZATION**

**Section 1. BOARD OF DIRECTORS**

The activities of the corporation shall be administered by a Board of Directors elected by the general membership of the corporation for the purpose of exercising the corporate powers and conducting the regular business of the corporation. This board shall be made up of not fewer than six members, including one acting representative of the senior coaching staff. An acting representative of the senior coaching staff may consist of one or more coaches, with tenure of a minimum of five years, who is entitled to one vote for the purpose of exercising the corporate powers and conducting the regular business of the corporation. Each board member is to be elected for a term of three years.

**Section 2. COMMITTEES**

Other committees shall be determined from time to time. These shall consist of those members of the corporation selected by the Board of Directors.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. MEMBERSHIP**

Each member of the Board shall be a member in good standing of the corporation, nominated by the Board or by the general membership and elected by a simple majority. A member of the Board may be re-elected for consecutive terms.

## Section 2. MEETINGS

Regular meetings shall be held at such time and place as determined by the Board. At the Board's discretion, a representative or representatives of the club's staff members will be invited to attend these meetings. Special meetings may be called at any time by the president or any three members of the Board.

## Section 3. QUORUM

One half of the total number of the board of Directors shall be a quorum for the transaction of business. The affirmative vote of the majority of these Directors shall be required to pass any resolution.

## Section 4. COMPENSATION

No member of the Board of Directors shall receive any compensation for his/her services as a Director.

## Section 5. VACANCIES

Any vacancy in the Board of Directors, due to resignation, death, disqualification, or any other reason shall be filled by the general membership not later than the next annual meeting.

## Section 6. PAST PRESIDENTS AND CHAIRPERSONS

The immediate past president and chair-person is an ex-officio member of the Board.

# ARTICLE V OFFICERS

Officers shall be a chairperson, chairperson-elect, secretary and treasurer and other additional officers as appointed or elected by the Board. These officers shall be elected by and from the Board of Directors to serve a term of one year. An officer can be re-elected for additional one year terms.

## Section 1. CHAIRPERSON AND CHAIRPERSON-ELECT

If the chairperson is unable to act, the chairperson-elect shall perform his/her duties. If the chairperson-elect is also unable to act, the Board of Directors shall appoint one of the Directors to do so. Such chairperson, chairperson-elect or Director shall:

- A.) Preside over all meetings of the Board and members;
- B.) Call the Directors together whenever it is deemed necessary;
- C.) Appoint such committees as necessary;
- D.) Discharge other duties as required by these bylaws or by the Board of Directors.

## Section 2. SECRETARY

The secretary shall:

- A.) Keep a record of the proceedings of the Board of Directors and its members;
- B.) Keep a current membership roster;
- C.) Discharge other duties as pertain to the office or are prescribed by the Board of Directors.

## Section 3. TREASURER

The treasurer shall:

- A.) Receive and deposit all funds of the corporation and account for all receipts, disbursements, and balances on hand;
- B.) Furnish checks in such amounts as the Board of Directors may, from time to time, require;
- C.) Discharge other duties as pertain to the office or are prescribed by the Board of Directors.

ARTICLE VI  
BANK DEPOSITS AND EXECUTION OF CHECKS

The funds of the corporation shall be deposited in such bank(s) as the treasurer shall designate. All checks, drafts, and/or notes issued in the name of the corporation shall be signed by such Director or officers as determined by resolution(s) of the Board of Directors.

ARTICLE VII  
MEMBERSHIPS

Section 1. MEMBERSHIP CATEGORIES

Memberships in the corporation shall consist of:

- A.) Regular membership;
- B.) Spouse (or other household membership);
- C.) Senior membership (65 years plus and retired);
- D.) Student membership (Student must be attending school on a full time basis in a high school, college, or graduate school program);
- E.) Short-term month-to-month membership;
- F.) Social membership;
- G.) Saturday Only
- H.) Life membership;
- I.) Honorary membership.

Section 2. MEMBERSHIP FEES

- A.) Membership fees shall be established by the Board of Directors and published for new members and the general membership;
- B.) Membership privileges shall be revoked if said dues are not paid in a timely fashion or arrangements have not been made for payment.

Section 3. TERMINATION OF MEMBERSHIP

- A.) A member may terminate membership at any time upon delivering to the secretary or treasurer of the corporation the effective date of such resignation;
- B.) The corporation may expel a member for any infraction of the bylaws, operating rules, or for any other good or valid reason. Said expulsion requires a unanimous vote of the Board of Directors.

ARTICLE VIII  
MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the corporation members shall be held for the purpose of transacting any business authorized or required. This meeting will be held in the first quarter of each year or as soon thereafter as the general membership can be notified in compliance with these bylaws.

Section 2. SPECIAL MEETINGS

Special meetings of the members of the corporation may be called by the chairperson, the Board of Directors, or any group of members of the corporation consisting of 12 or more.

Section 3. NOTICE OF MEETINGS

Notice of the annual meeting and all special meetings shall be given to each member of the corporation at least five days before the date of such meeting. Notice of such meeting may be given by email, verbally, telephonically, or in writing.

#### Section 4. QUORUM

At any meeting of the members of the corporation, 20 percent of all members whose annual dues have been duly paid shall constitute a quorum.

#### Section 5. VOTING

Each member of the corporation shall have one vote at any meeting of the general membership. Such vote must be cast in person or by written proxy. The Board of Directors may, by a majority motion, arrange for an issue or election to be carried out by mail balloting, provided notice and complete wording is mailed to the general membership, no less than thirty days in advance of the ballot deadline. Such deadline must be postmarked and allow for five days after postmark for delivery.

### ARTICLE IX DONATIONS

This corporation may accept gifts, legacies, donations and/or contributions in any amount or form upon such terms as may be decided by the Board of Directors.

### ARTICLE X MISCELLANEOUS PROVISIONS

#### Section 1. SCHOOL ROWING

A.) It is the policy of the corporation to promote and encourage rowing by secondary schools and collegiate institutions;

B.) It is the intent of the corporation to maintain a close association with participating schools. Subject to the discretion of the Board, facilities and equipment obtained by the corporation shall be made available for the use of the participating schools and colleges. Such use is subject to the corporation's bylaws and operating rules.

### ARTICLE XI AMENDMENTS

These bylaws may be altered or amended at any meeting of the Board of Directors provided the substance of the proposed amendment(s) has been stated in the notice of the meeting.

The bylaws are approved and adopted this 4<sup>th</sup> day of February, 1987.

The bylaws are approved as amended this 10<sup>th</sup> day of January, 1991.

The bylaws are approved as amended this 12<sup>th</sup> day of November, 1992.

The bylaws are approved as amended this 19<sup>th</sup> day of November, 2003.

The bylaws are approved as amended this 17<sup>th</sup> day of November, 2004

The bylaws are approved as amended this 5<sup>th</sup> day of April, 2011

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**President**

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**Vice president**

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**Treasurer**

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**Secretary**