

Station L Rowing Club, Inc.
PO Box 14669
Portland, OR 97293

STATION L ROWING CLUB, INC.

Amended Bylaws

January 2017

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

The corporation’s purpose is to offer high quality rowing instruction to the general public through learn to row classes and to our members through coached programs.

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 seven members, including one acting representative of the senior coaching staff.

Each board member is to be elected for a term of three years. Two members shall be elected each year to terms that begin February 1.

Section 2. COMMITTEES

Committees may be formed, either standing or temporary, by majority vote of the Board of Directors. 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 of those members voting. A member of the Board may be re-elected for a 2nd three year term.

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

Board vacancies that arise mid-year due to resignation or other reasons will be filled by majority vote of the remaining Board members. The newly appointed Board member will need to stand for election for the remainder of the existing three year term at the next annual meeting of the general membership.

Section 6. PAST CHAIR

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

ARTICLE V — OFFICERS

Officers shall be a chair, chair-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. CHAIR AND CHAIR-ELECT

The chair-elect will assume the duties of chair after the chair's one year term is up. If the chair is unable to act, the chair-elect shall perform his/her duties. If the chair-elect is also unable to act, the Board of Directors shall appoint one of the Directors to do so. Such chair, chair-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

- A.) Membership is limited to persons 18 years and older.
- B.) Membership run January 1 thru December 31 annually.
- C.) The Board may create or alter membership categories to suit the program needs of the corporation. All members have the right to vote at annual meetings of the corporation and stand for election to the Board of Directors.
- D.) Current membership categories are listed in the club's Operating Rules.

Section 2. MEMBERSHIP FEES

- A.) Membership fees and policies shall be established by the Board of Directors and changes published prior to January 1 each year.; Annual membership fees cover the year from January 1st thru December 31st.
- B.) Rowing privileges shall be revoked if said dues are not paid by March 1 of the calendar year, 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 January 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 chair, the Board of Directors, or any group of members of the corporation consisting of at least 20% of the membership.

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 will be given electronically.

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 electronically. The Board of Directors may, by a majority motion, arrange for an issue or election to be carried out electronically, provided notice and complete wording is mailed to the general membership, no less than fourteen days in advance of the ballot deadline.

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: Relations with other rowing organizations

- A.) It is the policy of the corporation to promote and encourage rowing by other organizations and groups.
- B.) Subject to the discretion of the Board, facilities and equipment obtained by the corporation shall be made available for the use of other organizations. Such use is subject to the corporation's bylaws and operating rules.
- C.) Supervision is the responsibility of the participating organizations.

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 4th day of February, 1987.

The bylaws are approved as amended this 10th day of January, 1991.

The bylaws are approved as amended this 12th day of November, 1992.

The bylaws are approved as amended this 19th day of November, 2003.

The bylaws are approved as amended this 17th day of November, 2004.

The bylaws are approved as amended this 5th day of April, 2011.

The bylaws are approved as amended this 9th day of January, 2017.

_____ Chair

_____ Treasurer

_____ Secretary