

Constitution of the Hampton Roads Rowing Club

ARTICLE I

Name, Duration and Principal Office

The name of this corporation is noted above, duration and principal office shall be set forth in the corporation's Certificate of Incorporation.

ARTICLE II

Objective

The objective of this club shall be the encouragement and furtherance of aquatic and athletic sports among amateurs, more particularly the instruction, improvement, and competition in, and enjoyment of, the art of rowing and the promotion of a friendly and social spirit among its members.

ARTICLE III

Membership

The club shall consist of the following classes of members who shall be entitled to the privileges as specified herewithin:

Section 1: General Members.

Any person who shall have attained the age of eighteen years shall be eligible for general membership. All privileges of general membership are granted once annual dues has been received by the club treasurer. General members may hold office in the club and shall be entitled to cast one vote at any meeting of the club at which said member is present. General members enjoy the right to row club equipment in which they have been checked out in, and storage of personal rowing equipment at the rowing site (space permitting). Additionally, general members may sponsor up to but no more than one guest per day.

Section 2: Student Members.

In order to provide the opportunity for younger persons / students to engage in rowing under the supervision of club members, any person under the age of 18 or 22 if a full-time student may be eligible for student membership. A student member may not hold office in the club and shall have no vote. Use of club equipment will require full-time supervision of a general member sponsoring / supervising the student. At age 18, a student member will be eligible for general membership.

Section 3: Family Membership.

Any general member with a spouse or with children under the age of 18, or 22 if a full-time student, with an interest in rowing may apply for a family membership. Dues for family membership will be set at 150% of general membership dues. Each member of the family

over the age of 18 or 22 if a full-time student will enjoy the privileges of general membership. Each family member under the age of 18, or 22 if a full-time student will be limited to the privileges of student membership.

Section 4: Honorary Members.

Honorary membership shall be reserved for the purpose of recognizing persons who shall have been of lasting or outstanding service to the club or to the sport of rowing. It shall not be awarded as compensation for specific services rendered. This category of membership will afford individuals the opportunity to affiliate with the club, without having to pay dues. Honorary members shall not vote or have use of club equipment.

Honorary Members (as of August 2013)

Henry Harris, Melissa Rice, Rob Reali, Maureen Simpson.

Section 5: Visiting / Summer / Out-of-Town Members

The purpose of this membership shall be for enabling individuals who are not full time residents of the Hampton Roads Metropolitan Area (defined as 50 mile radius from Norfolk, Virginia to include college students home for the Summer) the opportunity to participate in competitive training programs or races offered by the club. The terms of this membership, including privileges and fees shall be determined by the Board of Directors.

Section 6: Guests

Guests may row club equipment as long as they are sponsored and directly supervised by a general member. The general member will be responsible for the guest's conduct and for any damages, if incurred. Guests will be required to be escorted by their sponsor while using club equipment. Upon reaching either 50 miles or attending 5 separate sessions, whichever comes first, guests will be required to join the club as general or student members prior to continued use of any club rowing equipment. It is the responsibility of the sponsoring member to ensure the 50 mile / 5 session rule is enforced.

ARTICLE IV

Dues

Annual dues will be recommended by the Board of Directors to the general membership of the club for approval.

Section 1: General / Family Membership Dues.

General and Family Membership dues will run on calendar year (January 1 through December 31) . Payment of membership dues to the club treasurer shall be accomplished by each member prior to March 1 of that calendar year. Dues may be paid in installments, as long as the complete sum is paid by July 1 of that year. Should a new member wish to join after July 1, (s)he will only be required to pay one-half the rate of annual dues. If dues are not paid in full by July 1 (or within 30 days of joining the club whichever comes later), all membership privileges will be suspended until dues are paid in full.

Section 2: Student Dues.

Student membership dues will run through the academic year (generally September 1 through May 31). Payment of student membership dues to the club treasurer shall be accomplished by each student member prior to October 1 of that academic year. If student membership dues are not paid in full by October 1, all student membership privileges will be suspended until dues are paid in full. Student members will have the opportunity to remain members by paying a Summer dues rate as set by the Board of Directors.

Section 3: Storage Fees.

Boat and rowing equipment storage will only be available to General Members who have paid their annual membership dues. Space permitting, rack space for shells and other rowing equipment will be made available for private storage at a rate to be set by the Board of Directors. Payment of storage fees to the club treasurer shall be accomplished by the member prior to March 1 of that calendar year. Storage fees may be paid in installments, as long as the complete sum is paid by July 1 of that year. Should storage begin after July 1, (s)he will only be required to pay one-half the rate of annual storage fees.

ARTICLE V

Board of Directors

Section 1. Responsibilities and Duties.

Unless otherwise directed by the membership or otherwise specified by the By-Laws, all matters of governance of the Club in every respect shall be determined by the Board of Directors including without limitation the setting of dues, fees, assessments and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members and all other matters incident to successful continuation of the Club into the future in accordance with its objectives. The Board of Directors shall have no power to render the Club liable for any debt exceeding the amount of money which shall, at the time of contracting such debt, be in the treasury and not needed for the discharge of prior unfunded debts or liabilities of the Club. A decision of the Board of Directors may be overruled only by a vote of two-thirds of the members present at a meeting called for that purpose on two weeks notice. At such a meeting each member of the Board of Directors shall have one vote on the issue in question.

Section 2. Composition.

The Board of Directors shall consist of twelve members as follows; the President; the Vice President; the Secretary ,Treasurer and Boatyard Captain; plus seven Trustees elected at the Annual Meeting. To ensure continuity, at the first election following adoption of these By-Laws, two Trustees shall be elected for a 1 year term; two Trustees shall be elected for a 2 year term and three Trustees shall be elected for a 3 year term; and thereafter each Trustee shall be elected for a 3 year term at each subsequent annual meeting. The Board of Directors shall plan to meet not less frequently than once a month and six members shall constitute a quorum.

Section 3. Terms.

The President, Vice-President, Secretary, Treasurer, and Boatyard Captain shall take office immediately upon their election at the annual meeting and shall serve for a term of one year and until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term by the Board of Directors.

Section 4: Compensation

No member of the Board of Directors shall receive any compensation for services as a Director. No officer, agent or employee of the club shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

ARTICLE VI

The President and Vice President

If at any time the President shall be unable to act, the Vice-President shall take his place and perform his duties; and if the Vice-President shall be unable to act, the Board shall appoint one of the Directors to do so. The President or such Vice-President or Director:

- Shall preside over all meetings of the members of the Corporation and Directors.
- Shall sign, as President, all contracts and instruments, which have been first approved by the Board of Directors.
- Shall call Directors together whenever he or she deems it necessary, and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as maybe required by these by-laws or by the Board.

ARTICLE VII

Secretary

It shall be the duty of the Secretary:

- To keep a record of the proceedings of the meetings of the Board of Directors and members.
- To keep a record of the member rolls.
- To keep the corporate seal and to affix the same to all papers requiring a seal.
- To discharge such other duties as pertain to said office or may be prescribed by the Board of Directors.

ARTICLE VIII

Treasurer

It shall be the duty of the Treasurer:

- To receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand.
- To furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require.
- To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

ARTICLE IX

Boatyard Captain

- Enforce rules that govern use of club equipment.
- Assign rack and storage spaces to members who desire to store rowing equipment in the club's boatyard under direction of the Board of Directors
- Act as central point of contact for (groups of) members who wish to reserve club boats for use in regattas.

ARTICLE X

Election of Officers

Section 1: Annual Elections.

The elections of Club Officers shall take place annually at the time and place of the annual meeting. Any general member in good standing shall be eligible for office. Only general members shall be entitled to vote.

Section 2: Removal from Office.

An officer may be removed from office only by a majority vote of the Board of Directors, followed by a two-thirds vote of the members present at a meeting specifically called for such purpose on two weeks notice. The person charged shall have no vote on such issue.

Section 3: Nominations and Elections.

The Board of Directors will recommend a slate for club officers / Trustees of the Board at the monthly meeting preceding the annual winter meeting. The slate will be presented to the general membership for consideration; at which time additional nominations may be made. A vote will be taken by the general membership present, requiring a majority to be elected to office.

ARTICLE XI

Meetings

Section 1: Annual Winter Meeting.

The annual winter meeting of the club shall be scheduled by the Board of Directors to be held on the third Tuesday of January in each year, unless adjourned by the Board of Trustees, for election of officers and trustees, receiving reports, and the transaction of other business. The order of business at the Annual Meeting shall be as follows:

- a. Call to order
- b. Reading of minutes from previous meeting
- c. Reports
- d. Election of officers
- e. Unfinished business
- f. New business
- g. Adjournment

Section 2: Additional Membership Meetings.

Additional membership meetings may be held as required by decision of the Board of Directors or by the membership at a previous meeting. At least two weeks notice will be provided to the club members.

Section 3: Quorum.

The presence of one-third of the total number of general members shall constitute a quorum at any meeting.

Section 4: Order of Business.

The order of business may be altered or suspended at any meeting by a majority vote of the senior members present. The usual parliamentary rules as laid down by Robert's Rules of Order shall govern when not in conflict with these By-Laws.

ARTICLE XII

Bank Deposits and Execution of Checks

The funds of the Corporation shall be deposited in such bank or banks, as the Treasurer of the Corporation shall designate. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, director, or directors, such agent or agents, of the corporation as shall be determined by resolution of the Board of Directors.

ARTICLE XIII

Equipment Use Policy

The Board of Directors will approve and publish the operating rules that govern use the club equipment.

ARTICLE XIV

Amendments

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose and at which not less than a majority of the Directors present and voting shall vote in favor of such alteration or amendment.