



## **Bylaws of the Everett Rowing Association**

### **Article 1: Offices**

The Registered office of the Everett Rowing Association (ERA) is 300 Smith Island Road. The mailing address is PO Box 1774, Everett, Washington 98206.

### **Article 2: Mission Statement and Purposes**

Mission Statement: Utilizing the beautiful Snohomish River Estuary, the Everett Rowing Association provides premier instruction to youth and adults in the sport of rowing. We offer competitive and recreational programs for people of all ages to develop fitness, teamwork, and life skills. We share a passion for our environment, dedication to the pursuit of lifelong learning, and the creation of deep social connections that help bind together our greater community.

Motto: *'Catch the Spirit of Rowing!'*

- 2.1 To work cooperatively with the Everett Parks and Recreation Department (EPRD) to further this mission. There will be a signed agreement between ERA and EPRD to be reviewed upon renewal.
- 2.2 To provide rowing coaches and equipment to fulfill the mission.
- 2.3 To establish competitive programs for all levels of rowing and to encourage participation by amateur oarsmen of all ages in local, regional, national and international regattas.
- 2.4 To provide opportunities for all levels of recreational rowing.
- 2.5 To raise, hold, and disperse funds for club purposes.

### **Article 3: Directors**

- 3.1 General Powers: Subject to the provisions of Section 3.16, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The Board shall perform and enforce all duties imposed by law, the Articles of Incorporation, Bylaws and ERA policy. They can appoint, employ, oversee, control, supervise, fix compensation for, and discharge all officers and employees.
- 3.2 There shall be at least eleven Directors. The board shall have representatives from adult members, junior members, and parents/guardians as well as at large Directors.
- 3.3 Directors representing the adult members, parents/guardians, and at-large Directors shall hold office for a period of three years.
- 3.4 Election of Directors representing the adult members, parents/guardians, and at-large Directors shall

take place at a general membership meeting.

- 3.5 All adult Directors can be re-elected by the vote of the membership for more than one term or successive terms.
- 3.6 If an adult Director position becomes vacant the President must fill the position for the duration of the vacating Director's term. The appointment must be ratified by a majority of the Board.
- 3.7 Any Director can resign by delivering written notice to the President or Secretary of the Board and shall be effective on the date of delivery or date specified in the letter.
- 3.8 General meetings of the membership shall be held at least once annually. The board chosen place and time of the membership meeting will be communicated with the general membership at least one month in advance. The Board of Directors shall meet monthly. No advance notice is necessary for regular Board of Director meetings.
- 3.9 The Booster club is considered a standing committee of the Everett Rowing Association and must adhere to the regulations and policies set forth later in this document regarding like committees.
- 3.10 The majority of Directors shall constitute a quorum. The Directors present at a duly organized meeting may continue to review ERA business without a quorum. If a quorum is present when a vote is taken the affirmative vote of the majority of the Directors present at the meeting is the act of the Board. Each Director shall have one vote. There shall be no absentee or proxy vote for Board of Directors business.
- 3.11 The Board of Directors may be reimbursed for approved expenses.
- 3.12 All affirming, dissenting, or abstaining vote on ERA business shall be noted in the meeting minutes.
- 3.13 The Board of Directors is not liable for debts, liabilities, or other obligations of the club. The Executive Director will purchase yearly liability insurance for the Board of Directors.
- 3.14 There shall be no two members of an immediate family on the Board at the same time.
- 3.15 There is hereby created an Executive Committee comprised of the officers of the Board of Directors: President, Vice President, Treasurer and Secretary. The Executive Committee is empowered, at the request of the two or more of its members, to meet and conduct any business of the corporation that the full board is empowered to conduct, provided: that notice of any such meeting be given by service upon each member of the executive committee in person, or by mailing to him/her at his/her last known post office or email address, at least three days before the date therein designated for such meeting, including the day of mailing, a written or printed notice specifying the time and place of such meeting and the business to be brought before the meeting. Provided further: that within 10 calendar days that any action taken by the Executive Committee written notice of the action taken and the reasons therefor must be furnished to each member of the full Board of Directors, either in person or by mail to his/her last known post office or email address. Provided further: that after any action taken by the Executive Committee, such action must be ratified at the next Board of Directors meeting by a majority of the full Board of Directors; said ratification shall be directed to the managing Director of the association.
- 3.16 The Board of Directors will include Junior Directors. The Captains of the high school teams elected by the junior rowers will serve as the Junior Directors. Except in matters relating to the employment, evaluation, salaries, or discipline of staff and the executive sessions when such matters are considered, Junior Directors will attend all Board Meetings and vote on all other matters under the following provisions: The attending Girl Captains will share one vote and the attending Boy Captains will share another vote.

## **Article 4: Special Measures**

- 4.1 The President or his/her designee can handle emergency ERA action by convening the executive committee, or by special meetings, or by polling the Board of Directors and achieving majority consent. Special meetings shall be documented in the current Board minutes.
- 4.2 Members of the Board of Directors may participate in meetings by means of a conference call.

## **Article 5: Officers, Terms, Vacancies, and Duties of the Board of Directors**

- 5.1 The officers of the club shall be a President, Vice President, Treasurer, and Secretary.
- 5.2 Officers shall be elected by the Board of Directors; an officer shall serve for a one-year term of office or until he or she resigns, is incapacitated, is removed, or is otherwise disqualified to serve. The election of officers will occur after the annual meeting.
- 5.3 The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such term(s), have such authority, and perform such duties as may be prescribed by the Board.
- 5.4 The Board may remove an officer and/or Director, with cause, deemed by the Board to have been engaged in conduct prejudicial to the interests or purposes of the club at any time by two thirds vote of the Board.
- 5.5 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office or committee chair other than the President, the President may temporarily fill such vacancy until the vacating member's term expires. The Board shall approve a new Director to fill the vacancy.
- 5.6 Duties of the President:
- Be the chief executive officer of the club and shall, subject to the oversight of the Board, oversee all the affairs of the club and the activities of the officers. He/she or his/her designee shall preside at all the meetings of the Board of Directors. Except as otherwise provided by law, the President shall, in the name of the club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.
  - Require that all notices be duly given in accordance with provisions of these Bylaws or as required by law.
  - Be responsible for preservation of ERA records: Articles of Incorporation, nonprofit status, Bylaws, policy.
- 5.7 Duties of the Vice President:
- In the absence of and designated by the President, or in the event of his or her inability or refusal to act, the Vice President, if so, elected by a majority of the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- 5.8 Duties of the Secretary:
- Keep a record of the proceedings of all meetings of the Board and all membership meetings.
  - At regularly scheduled Board meetings, present the previous month's meeting minutes to the Board for Board approval.
- 5.9 Duties of the Treasurer:
- Oversee financial operation of the organization
  - Assure an annual audit of finances is performed

- Give monthly report of finances to the Board of Directors
- Work with Executive Director to develop annual budget to be approved by the Board of Directors.

#### 5.10 Duties of Adult Representative:

- Must be a Board Member.
- Be a liaison between the Board and the Adult membership.
- Maintain good communications with the master's membership and be the primary representative for presenting Adult members issues to the Board.

#### 5.11 Duties of Parent/Guardian Representatives:

- Must be a Board member.
- Be a liaison between the Board and the body of Junior rower's parent/guardians and the booster club.
- Maintain good communications with the Junior rower's parent/guardians and be the primary representative for presenting Junior rower's parent/guardian issues to the Board.

### **Article 6: Standing Committees and Employees**

- 6.1 The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may hire, set wages, and fire paid staff positions and may create from among its members one or more committees. Employees and committees will be responsible for duties as designated by the Board of Directors. Club policy will be set by the Board and based on recommendations by these standing committees. In the absence of committee recommendations, the Board will create and set policy. Employees will include but are not limited to Executive Director and coaching staff. The Executive Director will not serve on the Board or have a vote in any Board decision.
- 6.2 No committee shall have the authority to: amend, alter or repeal the Bylaws or Policy; amend the Articles of Incorporation; elect, appoint or remove any member of the Board or committee; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease or exchange of ERA property; adopt a plan for the distribution of club assets; amend, alter; or in any way change resolutions of the Board of Directors.
- 6.3 Committees, accepting or dispersing monies, must provide the following to the Board: Mission statement, budget, and account of all monies disbursed and accepted.
- 6.4 Committees will have the ability to disburse club funds within a budget set by the Board to perform their duties as defined by the Board. No committee may disburse funds for purposes outside of their charter of duties. An inclusive list of duties will be included in documentation of ERA policy.
- 6.5 Committees that distribute money must report to the Board both monthly and annually.
- 6.6 No ERA staff member may serve as a Director on the Board of Directors.

### **Article 7: Fiscal Year of the Club**

- 7.1 The official reporting year of the Everett Rowing Association will be from January 1 through December 31 of each year.

## **Article 8: Amendment of Bylaws**

8.1 Bylaws amendments shall be introduced in writing at any regular Board meeting for the first reading. A simple majority Board vote shall be required before the proposed amendment is announced to the full membership. The minimum announcement will take the form of posting the proposed changes for at least 28 days prior to the final vote. The membership will be notified of the placement of the posting. A two-thirds majority of the entire Board shall be necessary for ratification after the 28 days have lapsed. A clearly written Proxy statement from a Board member will be allowed as a vote. In the event that the members of the Master or Junior groups do not support the proposed bylaw change(s) they can register their concern(s) to a current boardmember.

## **Article 9: Prohibition Against Sharing Corporate Profits and Assets**

9.1 No person shall receive at any time any of the net earnings or monetary benefit from the operations of the club, except for compensation for services performed for the club. Upon dissolution, the assets of the club, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this club and not otherwise.

## **Article 10: Membership**

10.1 Members must be at least eighteen years of age and have paid the appropriate membership fees and dues. ERA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

10.2 Members are those who have paid for an annual adult program, paid for annual boat storage, or is the parent/guardian who has paid for a youth for fall or spring programs.

10.3 An annual membership fee will be set by the Board of Directors.

10.4 Lifetime members are exempt only from the annual membership fee dues.

10.5 A member of the club is not, as such, personally liable for the debts, liabilities, or obligations of the club.

10.6 No member may transfer his or her membership or any right arising therefrom. All rights of membership cease upon a member's death or failure to stay in good standing.

10.7 Grounds for Termination and Expulsion from Membership:

- A member to have been engaged in conduct prejudicial to the interests or purposes of the club as determined by a two-thirds vote of the Board of Directors.

10.8 By a member's failure to pay dues or charges by their due date, such expulsion is to be effective thirty days after written notice of delinquency is given. A member may avoid such termination by paying the amount of delinquent dues within thirty days following the delinquency notice and/or applicable penalties.

10.9 Agenda, location, and time of a membership meeting shall be announced 25 days before the meeting takes place.

10.10 Any act or decision made by the majority of the membership (including absentee ballots) at the annual membership meeting is understood as the act of members.

## **Article 11: Nominations to the Board**

11.1 Nominations to the board can be done by the Board itself as well as nominations from the floor at the membership meeting. Candidates will be given a reasonable opportunity to question, hear responses from, and make brief statements regarding their qualifications.

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### Document Updates and Changes:

This document was created Tuesday, October 7, 2003

This document was revised on Wednesday, October 29, 2003

This document was revised on Saturday, May 21, 2005

This document was revised on Monday, January 9, 2006

This document was revised on Thursday, July 12, 2012 to reflect the fiscal year change made in 2008 effective Jan 1, 2009.

This document was revised and approved January 9, 2019

This document was revised and approved April 8, 2020. Reflect update to Mission Statement.

This document was revised and approved March 10, 2021. Reflect the addition of Junior Directors 3.16 and changes in wording where it pertained to Adult vs Junior Directors.

### General Change in vocabulary:

All adult rowers in the bylaws and Policy and procedure documents will be referred to as Masters. All Junior rowers or their representing parents or guardians may be referred to as Juniors unless specified differently.