



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: Everett Rowing Association offers the premier rowing experience for adults and youths in the Greater Everett area. The Association combines recreational, social and competitive opportunities that lead to building health, life skills, and rowing excellence. “Catch the Spirit of Rowing” will serve as our motto.

- 2.1 To work co-operatively with the Everett Parks and Recreation Department (EPRD) to further this mission. There will be a signed agreement annually between ERA and EPRD to be reviewed annually.
- 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: 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 eleven Directors. Four will be active adult members and four shall be parents/guardians of active or previously involved junior rowers. Three shall be at large Directors.
- 3.3 Each Director shall hold office for a period of three years.
- 3.4 Election of Directors shall take place at the general membership meeting in November.
- 3.5 All Directors can be re-elected by the vote of the membership for more than one term or successive terms
- 3.6 In case of a vacancy of a Board of Director the President must fill the position with like representation 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 quarterly. The membership representatives, Parent/guardian and Adult shall notify the membership of place and time one month in advance, at least by posting written notice at the boathouse. The Board of Directors shall meet monthly at Langus Park meeting room or at another designated place determined by the Board. No advance notice is necessary for regular Board of Director meetings. The Booster club shall meet monthly from January through May and September through November. Parents will be notified of the meetings at the beginning of each season. The Booster club President will notify parents of change of place and time of the 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 including the President in office shall constitute a quorum. The Directors present at a duly organized meeting may continue to conduct ERA business. 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. Other compensation is given only as volunteer credits toward ERA club dues and fees.
- 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 held liable for debts, liabilities, or other obligations of the club. The 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.

Article 4: Special Measures

- 4.1 The President or his/her designee can handle emergency ERA action by convening 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 arranged by absent Director at his/her expense.

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, Secretary, one Adult Representative, one Parent/guardian Representative.
- 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.
- 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, either with or without cause, at any time by a 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 of like representation 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, supervise and control 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. 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.
 - Require that all notices be duly given in accordance with provisions of these Bylaws or as required by law.
 - Be the custodian of ERA records: Articles of Incorporation, non-profit status, Bylaws, policy, and yearly budget.
 - Have access to the membership book or inventory containing the name and address of each current member, including recordation of former member's termination.
 - When so requested, exhibit within two weeks to any Board member of the club, the Bylaws, the membership book or recordation, and minutes of the proceedings of the Board.
- 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.
 - Post recordings at least at the boathouse and maintain recordings in a secretary's notebook.
 - At regularly scheduled Board meetings, present the previous month's meeting minutes to the Board for Board approval.
 - Keep and maintain the membership book.
- 5.9 Duties of the Treasurer:
- Have charge and custody of, be responsible for, all funds, monies, securities, and accounts of the club, and deposit all such funds in the name of the club in such banks, trust companies, or other depositories as selected by the Board.
 - Receive, and give receipt for, moneys dues and payable to the club.
 - Disburse, or cause to be disbursed, the funds of the club as may be directed by the Board, taking proper vouchers, receipts, and/or accountings for such disbursements.
 - Keep correct accounts of the club's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- Exhibit within two weeks notice, the club's financial records to the Board President.
- Render to the President, on a monthly basis, an account of all transactions as Treasurer and of the financial condition of the club.
- Provide for financial accountability in public fashion for funds received at fundraising events.
- Prepare, or cause to be prepared by Nov. 30 (including any certification), the financial statements to be included in any reports or for an annual audit. That audit shall be completed by Dec. 31 of the current year.
- Perform all other duties related to the office of Treasurer, including but not limited to preparing and/or facilitating the filing/payment of local, state, and federal taxes.
- Keep and maintain financial inventory and asset records and present yearly as well as monthly reports.

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.
- Create and maintain an Adult bulletin Board in the boathouse
- Co-preside over the quarterly meetings with the President of the Board of Directors.

5.11 Duties of Guardian Representatives:

- Must be a Board member.
- Be a liaison between the Board and the body of Junior rower's parent/guardians.
- Co-preside over quarterly meetings with the President of the Board.
- 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.

5.12 Duties of Booster Club Representative:

- Be a liaison between the Board and the Booster club.
- Be the primary representative for presenting Booster club issues to the Board.
- Create and maintain a Booster Club bulletin Board in the boathouse.

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. These committees will include but are not limited to Membership, Booster Club, Safety, and Fundraising. Employees will include but are not limited to Program Administrator and coaching staff. The Program Administrator will not serve on the Board or have a vote in any Board decision. If an ERA staff member is serving on the Board as a Director, they must abstain from fiscal decisions relating to their employment.

- 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.

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 at the boathouse for at least 28 days prior to the final vote. The date of posting must be clearly placed on the notice with the signature of the person posting the notice. 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 they will have two avenues to stop the progress of the change. The first method will be by presenting to the Board in writing, a clearly written statement of their concerns with signatures of a simple majority of members in good standing of their group attached to the statement. A second way of stopping the process of bylaw change would be by the group of concerned members communicating their concerns to their representatives directly to recruit support to vote the change down at the vote at the Board meeting. Any of the following avenues can be applied to communicate the representative groups concerns to the Board:
 - The letter and signatures must be presented to an officer of the association more than one day prior to the voting date of the Board.
 - Any of the Board members may request placement on the agenda for presentation of the concerns of the protesting group prior to the start of the Board meeting.
 - Any member in good standing may make a request to the President to be placed on the agenda. This request must be more than one day prior to any Board meeting.

Article 9: Prohibition Against Sharing Corporate Profits and Assets

- 9.1 No member, Director, officer, or employee or any other person connected to ERA, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the club, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the club in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the club. All members, if any, of the club shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the club, whether voluntarily or involuntarily, 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 Membership Types: The club shall have four classes of membership: Lifetime, Adult, Social and Guardian. Members must be at least eighteen years of age and have paid the appropriate membership fees and dues. There shall be no discrimination on the basis of race, color, creed, or sex. Lifetime, Adult, Guardian, and Social Membership have the same voting rights; the Board, in Policy, will define other rights and privileges.
- 10.2 Applicants may be admitted to general membership after completing a membership form in writing, upon payment of the appropriate annual dues, and approval of the Membership committee.
- 10.3 An annual membership fee will be set by the Board of Directors.
- 10.4 Lifetime members are exempt only from annual dues.
- 10.5 The Board may establish a limit to the number of active members if conditions (e.g. insufficient number of boats) warrant.
- 10.6 The Secretary shall keep a membership book or list containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of membership. Such book shall be kept with the President the secretary, or at the club's principal office.
- 10.7 A member of the club is not, as such, personally liable for the debts, liabilities, or obligations of the club.
- 10.8 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.
- 10.9 Grounds for Termination and Expulsion from Membership:
- Upon a member's written notice of termination, such notice will be delivered to the President and/or Administrator personally, or by mail.
 - A member is deemed by the Board 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.
- 10.10 By a member's failure to pay dues or charges by their due date, such expulsion is to be effective thirty days after notice of delinquency is given personally or mailed by a representative of the club. A member may avoid such termination by paying the amount of delinquent dues within thirty days following the delinquency notice and/or applicable penalties.
- 10.11 A quorum of members at membership meetings shall be met when one third of the membership body is present. Absentee ballots shall be counted towards the establishment of a quorum. When absentee ballots are counted, only previously announced business may be conducted. In the absence of a quorum, any meeting of active members must be adjourned.

- 10.12 Any act or decision made by the majority of the membership at the annual membership meeting where a quorum is present is understood as the act of members except in situations designated in these Bylaws or Articles of Incorporation where a specific percentage or number is required.

Article 11: Nominations to the Board

- 11.1 Adult and Junior nominations to the Board: At least sixty days before the date of any election of Directors, the President shall appoint a five member nominating committee from among the Board to select candidates for proposed election to the Board. The nominating committee shall make its report at least thirty days before the election date. The President or Secretary shall in the minimum, post a list of the candidates thirty days before the general membership meeting, where elections will be held. Current Board members wishing to be considered for additional terms must follow the same process as new nominees.
- 11.2 Nominations by Adult Members and Guardians: Members and Guardians representing five percent of their representative groups may be nominated for election to the Board. Once signatures have been gathered representing the support of the representative group, they will be submitted to the Secretary of the Board to be placed on the ballot.
- 11.3 Solicitation of Votes: If more people are nominated for Board positions than there are vacancies to fill: all active members present at the general electoral meeting, including candidates will be given a reasonable opportunity to question, hear responses from, and make brief statements relevant to the candidates and their qualifications, fitness, and suitability for membership on the Board.
- 11.4 Members at large may be nominated by anyone involved in ERA and presented to the Board in writing. The intent is to draw from the general population other than those directly involved in ERA.
- The At-Large nominee will submit a resume for consideration to the Board.
 - A 2/3 vote by the Board is required to elect the nominees to the Board.

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.

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 a Juniors unless specified differently.

Roberts Rules of order will be adopted as the primary guide for meeting protocols.